

# LAURION

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## CAPITAL MANAGEMENT LP

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### **Form ADV**

### **Part 2A Brochure**

March 27, 2024

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#### **Laurion Capital Management LP**

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This brochure provides information about the qualifications and business practices of Laurion Capital Management LP ("Laurion"). If you have any questions about the contents of this brochure, please contact us at 212-938-6300 or [compliance@laurioncap.com](mailto:compliance@laurioncap.com). The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission ("SEC") or by any state securities authority.

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

Registration with the SEC does not imply a certain level of skill or training.

This brochure does not constitute an offer to sell or the solicitation of an offer to purchase any securities of any entities described in this brochure.

## **Item 2 - Material Changes**

This brochure is an update to the Form ADV Part 2A brochure submitted by Laurion in March 2023. While this update to our brochure contains changes and updates to certain information, we do not believe they constitute material changes from the last update.

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## Item 4 - Advisory Business

Laurion Capital Management LP provides investment advisory services to pooled investment vehicles operating as private investment funds (i.e., hedge funds). Laurion was founded in 2005 and is primarily owned by Benjamin A. Smith and Janaka Sheehan Maduraperuma. As of December 31, 2023, Laurion had \$5.745 billion in client assets under management. All of these assets are managed on a discretionary basis.

We act as investment adviser to the following funds:

- Laurion Capital Ltd. (the "Offshore Fund");
- Laurion Capital LP (the "Onshore Fund"); and
- Laurion Capital Master Fund Ltd. (the "Master Fund", and together with the Offshore Fund and the Onshore Fund, the "Funds").

The Offshore Fund and the Onshore Fund invest all their investable assets through a "master feeder" structure in the Master Fund. As described in Item 10 below, affiliated entities act as general partner to Laurion and the Onshore Fund.

The Master Fund is a global multi-disciplinary fund that focuses on a wide range of strategies that include relative value, market neutral and absolute return. These strategies typically seek to analyze common sense structural and behavioral inefficiencies in the markets then employ discretionary and quantitative trading strategies to capture these opportunities. The Master Fund seeks to generate attractive returns with low correlation to traditional markets.

Please see Item 8 of this brochure for a more detailed description of our investment strategy and method of analysis.

From time to time, we may create and act as investment adviser to other private investment funds or separate accounts. In this brochure, any reference to "Client" means the Funds, and any other Laurion advisory client, not to investors within the Funds (the "Investors").

We do not tailor our advisory services to the individual needs of Investors and do not allow Investors to impose restrictions on investing in any securities. Each person should consult its own advisor to determine the suitability of an investment in one of the Funds.

**All discussions of the Funds in this brochure, including, among other things, their investments, strategies, fees and other costs, conflicts of interest and relevant material risks, are qualified in their entirety by reference to each Fund's respective confidential offering memorandum (if any) and governing documents (referred to collectively as the "Offering Documents").**

## Item 5 - Fees and Compensation

Each Fund is indirectly subject to management fee and performance compensation terms (an "incentive allocation") in accordance with each Fund's Offering Documents. Each Fund indirectly bears a management fee of up to two percent (2%) per year of the market value of the Fund's net assets, as measured at the end of each fiscal quarter and payable quarterly in advance. Management fees are prorated for capital contributions and withdrawals made at times other than the start or end of a calendar quarter, as applicable.

The Laurion affiliate that also serves as general partner of the Onshore Fund is eligible to receive an incentive allocation based on the net capital appreciation of a Fund's market value. The incentive allocation consists of up to 20% of net capital appreciation for each fiscal year subject to a high water mark, and is reallocated by the Master Fund to the Laurion affiliate at the end of each fiscal year.

The fees for the Funds are not negotiable. However, Laurion, the affiliated general partner, and the Board of Directors, in their sole discretion, may waive, reduce or otherwise modify the management fee and incentive allocation for any Investor, including affiliates and employees of Laurion, members of their immediate families, and trusts or other entities formed for their benefit. In addition, as enumerated in each Fund's Offering Documents, the Funds may issue other classes of shares or enter into agreements with certain Investors, which may differ from the interests offered to other shareholders or limited partners in terms of, among other things, the incentive allocation and management fee.

In addition to our investment management fees and incentive allocation, Investors indirectly bear the operating expenses of the Funds as set forth in the Offering Documents. These may include, among others, investment expenses, whether or not such investments are consummated (e.g. brokerage commissions and other trading expenses, expenses related to short sales and hedging instruments, interest charges and financing and other bank fees, clearing, settlement and custodial fees and expenses), consulting and other professional fees (including consulting and licensing fees paid to vendors who generate or gather trading ideas, trading models or model portfolios), investment-related travel expenses (including travel, lodging and meal expenses), research and market data expenses (including data lines incorporated into the cost of obtaining such research and market data, and expenses related to obtaining, processing and analyzing "big data" or "alternative data"), fees and expenses relating to information technology hardware, software, services or other technology (including software licensing, custom development, servers and data management and recovery services) used in any part to process, value or analyze trades or positions, facilitate research, evaluate and manage risk, facilitate and manage the order execution of securities or otherwise manage the Master Fund, such as portfolio management systems, risk management systems and order management systems, or for investment-related compliance and regulatory filings, fees and expenses of the fund administrator and its affiliates (including treasury and collateral management services), legal fees, organizational expenses, expenses related to the maintenance of a registered office, corporate licensing, regulatory expenses (including, among others, expenses in connection with compliance and regulatory filings relating to the Funds and investments, and fees and expenses of service providers providing services related thereto), external accounting and valuation expenses, audit and tax preparation expenses, costs of directors and officers insurance and errors and omissions insurance, expenses relating to the offer and sale of shares and interests in the Funds (including expenses incurred in connection with negotiating and complying with provisions of any "side letter" agreement), taxes assessed against the Offshore Fund or the Master Fund, remuneration to the AML Officers and the members of the board of directors of the Offshore Fund and the Master Fund, Management Fees, and other similar expenses related to the Funds (including, among others, indemnification expenses, fees and expenses incurred in connection with any tax audit by any taxing authority, including any related administrative settlement and judicial review, and fees and expenses incurred in connection with the reorganization, dissolution, winding up or termination of the Funds). In addition, to the extent permitted by applicable law, rule, or regulation, including the Advisers Act, Investors may also bear expenses of the Funds or their affiliates arising from the Private Funds Rules, including reports, audits, disclosures of side letters or any other preferential treatment, opinions, consents, and other required or appropriate disclosures, documentation and policy and system updates.

Each Fund sets forth its specific fee structure (including how it charges fees) in their respective Offering Documents. The expenses incurred by each Fund are described in more detail in each Fund's

Offering Documents. Therefore, this is not an exhaustive list of each Fund's respective expenses. Please see Item 12 of this brochure for more information on the Master Fund's brokerage and transaction costs.

The Funds have, and may in the future, enter into side letters or similar agreements with certain Investors which may have the effect of establishing rights, terms or conditions (including, among others, reductions in management fees and performance based compensation, additional transparency or other preferential terms) for such Investors that are more favorable than the rights, terms and conditions established in favor of other Investors in that Fund. Neither Laurion nor any of our employees receives any transaction-based compensation for the sale of securities or other investment products, including securities of the Funds.

## **Item 6 - Performance Based Fees and Side-by-Side Management**

As described in Item 5 above, the Laurion affiliate that also serves as general partner of the Onshore Fund is eligible to receive performance based compensation from the Funds. Each Fund's incentive allocation arrangement is described in detail in the respective Fund's Offering Documents.

Performance based compensation creates a potential conflict of interest because Laurion may have an incentive to make investments that are riskier or more speculative than would be the case in the absence of the performance based compensation. In addition, the performance on which performance based compensation is calculated will include unrealized appreciation of investments that may not ultimately be realized.

## **Item 7 - Types of Clients**

Laurion provides investment management services to privately offered pooled investment vehicles. Investors in the Funds are financially sophisticated, individual and institutional investors that may include endowments, corporations, family offices, banks, pension and profit sharing plans, government plans, trusts, estates, other business entities, and private investment funds (i.e., fund of funds). The minimum investment size varies by Fund and is negotiable. Fund interests are offered to a limited number of individual or institutional investors that qualify as "qualified purchasers" as defined by the Investment Company Act of 1940, as amended, and meet certain other eligibility requirements described in each Fund's Offering Documents.

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

### **Investment Strategies:**

The Master Fund seeks to profit from a global multi-disciplinary approach that uses a variety of trading strategies, including, among others, volatility trading strategies, relative value strategies, event-driven strategies, discretionary and macro-style trading strategies and model-based strategies. The Master Fund may add investment strategies over time. The Master Fund invests in a broad array of securities and derivatives under a range of different market scenarios, making use

of these and other strategies. The Master Fund typically uses a substantial amount of leverage in its investment program. This takes the form of trading on margin, investing in derivative instruments that are inherently leveraged, and entering into other forms of direct or indirect borrowing.

The Master Fund effects its investment program principally by utilizing a range of equity and non-equity securities, hybrid securities, derivative instruments, and other financial instruments. These include, among others, U.S. and non-U.S. stock and equity-related securities, options, futures, forward contracts, warrants, exchange-traded funds, index-based securities, swaps and other derivative instruments, currencies, commodities, U.S. government securities, money market funds, commercial paper, certificates of deposit and other cash equivalents. The Master Fund may invest in securities that are subject to legal or other restrictions on transfer or for which no liquid market exists. The Master Fund may invest through subsidiaries ("Trading Subsidiaries") for certain of its investments for tax, regulatory or other reasons.

### **Methods of Analysis:**

Volatility trading strategies look to exploit mispricings in volatility. Strategies employed could include, among others, dispersion and relative value volatility. Products traded in volatility trading could include, among others, listed and over-the-counter derivatives, correlation swaps, variance swaps, equity swaps and credit default swaps. In addition, if a derivative is being used, it's underlying asset (e.g., stock, FX, commodity, etc.) could also be used as a hedge. Proprietary models are one of the tools employed by the Master Fund to find trading opportunities.

Relative value, discretionary and macro-style trading strategies focus on opportunities in and between global equities, fixed income, futures and commodities and these markets' derivatives. We pursue fundamental and perceived technical trading opportunities across merger arbitrage, event-driven, corporate action, and rebalancing opportunities globally. Our approach combines qualitative insights into the structural inefficiencies in various asset classes and their derivatives with quantitative models that we believe aid in identifying trading opportunities. We believe that relative mispricing across and within various asset classes, combined with supply-demand imbalances, results in trading opportunities. We may have trades that include multiple positions (often times these trades include positions that have both long and short exposure), or individual trades that have either long or short exposure in various asset classes and their underlying instruments.

Relative value, discretionary and macro opportunities include both single-asset and cross-asset trades. A single-asset trade involves creating a position or portfolio of positions on the same underlying asset. In contrast, a cross-asset trade generally involves taking offsetting positions on different assets. We invest using both single-asset and cross-asset transactions.

Model-based trading strategies, when active, are implemented predominantly by computer driven programs. These strategies are based on systematic and qualitative analysis of common-sense insights into market behavior. We focus on capturing likely market inefficiencies based on our market experience and understanding, and then aim to quantify those observations. From this research, models are created to either implement and execute strategies or aid our trading decisions. Where appropriate, we back-test systematic signals. We monitor the performance of each signal and the Master Fund's portfolio. We seek to enhance, refine and/or expand our set of strategies and models over time.

These strategies may have mean-reverting, trend following, fundamental or technical elements and may have a rapid portfolio turnover, with daily trades in excess of the Master Fund's portfolio size. These strategies may also have longer-term positions that are held for months. The model-based strategies are global in nature, and could include positions across various asset classes and instruments in emerging market securities in addition to the major developed markets in North America, Europe and Asia.

We trade global equity, fixed income, commodities and foreign exchange and related derivatives, and any other instruments we deem appropriate in order to execute the Master Fund's investment objectives. From time to time, for speculative or hedging purposes, we may invest in virtual currency derivatives (including futures on virtual currencies) in connection with our investment strategies employed on behalf of the Master Fund, although any such investment is likely to constitute only a small part of the Master Fund's overall risk exposure.

Our goal is to continue to extend our global multi-disciplinary trading approach. Laurion reserves the right to alter or modify our investment programs or to invest in additional strategies where we conclude that such alterations or modifications are consistent with the Master Fund's investment objective, subject to what we consider an acceptable level of risk.

### **Risk Management:**

Laurion's risk management approach attempts to measure risk, allocate capital based on expected risk-reward and reduce material draw-downs by managing risk concentrations and factors.

Laurion measures risk in several integrated ways. Portfolio risk monitoring and management is designed to be multi-faceted and may include analysis of gross and net exposures, sensitivity measures, leverage and Value at Risk. For example, we estimate equity exposure by a covariance matrix as well as calculating equity exposure to various factors. For options and options related positions, Laurion estimates and analyzes the option risks caused by changes in implied volatility using a multi-factor volatility risk model, and uses Monte-Carlo simulations, among other tools relevant to options risk. Additionally, the portfolio is shocked by simulating various event scenarios (e.g., market crash and rise in implied volatility).

The risk capital allocated to each strategy is determined by Laurion's founding partners. Risk is allocated taking into account both the expected return of the strategy and the risk associated with such strategy. In addition, consideration is given to the correlation between strategies.

### **Risk of Loss:**

The Master Fund's investment program is speculative and entails substantial risks, including the risk that the entire amount invested may be lost. It is designed for sophisticated investors who fully understand and are capable of bearing the risk of investment in the respective Fund. Market risks are inherent in all securities to varying degrees. The practices of utilizing leverage, short selling and engaging in futures, forwards and options transactions, which the Master Fund employs, can, in certain circumstances, increase the adverse impact to which the Master Fund's investment portfolio may be subject. No assurance can be given that the Master Fund's investment objective will be realized or that Investors will receive a return of their investment.

The descriptions contained below are a brief overview of material market risks related to our investment strategies; however, it is not intended to serve as an exhaustive list or a comprehensive description of all risks and conflicts that may arise in connection with the management and operation of the Funds. Investors should review the Funds' Offering Documents to understand the risks and potential conflicts of interest.

### **Catastrophe Risks**

The Master Fund 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 Master Fund invests (or has a material negative impact on the operations of Laurion or the Master Fund's service providers), the risks of loss can be substantial and could have a material adverse effect on the Master Fund and 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 Master Fund's performance.

### ***Banking Relationships***

Laurion and the Master Fund will hold cash and, with respect to the Master Fund, 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 Master Fund may also enter into credit facilities and have other relationships with Banking Institutions as contemplated in other governing documents. 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 Laurion and the Master Fund 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 Master Fund 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, Laurion or the Master Fund, 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). Laurion 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 Master Fund's banking relationships, and there can be no assurance that Laurion or the Master Fund 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.

### ***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 securities held by the Master Fund. Laurion 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 securities.

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 securities 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.

### ***Investment and Trading Risks***

***Investment and Trading Risks.*** The Master Fund will invest in and actively trade securities and other financial instruments using strategies and investment techniques with significant risk characteristics, including risks arising from the volatility of the global equity, currency, and fixed income markets, 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 Master Fund utilizes such investment techniques as option transactions, short sales, margin transactions, leverage, swap and futures and forward contracts, which practices involve substantial volatility and can, in certain circumstances, substantially increase the adverse impact to which the Master Fund's portfolio may be subject.

***Volatility Strategies.*** As part of its volatility investment strategy, the Master Fund may invest in futures contracts, and exchange-traded notes ("ETNs") that seek to track the return on short-term futures contracts, that measure volatility in the equities markets. Successful use of these instruments by the Master Fund is subject to our ability to correctly predict volatility in the equities markets. These instruments are subject to rapid fluctuations in value. Volatility can be influenced by, among other things, the composition and strategies of marketplace participants, changing supply and demand relationships, trade, fiscal, monetary and exchange control programs and policies of governments, as well as national and international political, economic, social and financial events and policies. ETNs are also subject to certain additional risks, including the risk that their prices may not correlate perfectly with changes in the prices of the underlying futures they are designed to track, and the risk of trading in an ETN halting due to market conditions or other reasons, based on the policies of the exchange upon which the ETN trades.

***Relative Value Strategies.*** Relative value investment strategies generally use spread trades consisting of a long position in one security offset by a short position in another. Such offsetting positions are meant to reduce risk. The portfolio profits if our relative valuation leads to a rise in the value of the long position and/or a decline in the value of the short position. The success of our relative value investment strategies depends on our ability to identify and exploit perceived inefficiencies in the pricing of securities, financial products, or markets. Identification and exploitation of these discrepancies involve uncertainty. There can be no assurance that we will be able to locate investment opportunities or to exploit pricing inefficiencies in the securities markets.

Mispricings, even if correctly identified, may not be corrected by the market, at least within a timeframe over which it is feasible for the Master Fund to maintain a position. Even pure arbitrage positions can result in significant losses if we are not able to maintain both sides of the position until expiration/maturity. A reduction in the pricing inefficiency of the markets in which we seek to invest will reduce the scope for the Master Fund's investment strategy. In the event that the perceived mispricings underlying the Master Fund's positions were to fail

to converge toward, or were to diverge further from, relationships we expected, the Master Fund may incur losses. Even if the Master Fund's relative value investment strategies are successful, they may result in high portfolio turnover and, consequently, high transaction costs.

**Event-Driven and Special Situations Strategies.** Event driven investing requires us to make predictions about (i) the likelihood that an event will occur, and (ii) the impact such event will have on the value of a company's securities. If the event fails to occur or it does not have the effect foreseen, losses can result. The Master Fund also invests in companies involved in or undergoing spin-offs, reorganizations or other catalytic changes or similar transactions. In any investment opportunity involving any of these types of events or special situations, there exists the risk that the contemplated transaction either will be unsuccessful, take considerable time or will result in a distribution of cash or a new security the value of which will be less than the purchase price to the Master Fund of the security or other financial instrument in respect of which a distribution is received. Similarly, if an anticipated transaction does not in fact occur, the Master Fund may be required to sell its investment at a loss.

**Global Macro Strategies.** The success of the Master Fund's global macro investment strategy depends upon our ability to identify and exploit perceived fundamental, economic, financial and political imbalances that may exist in and between markets throughout the world. Identification and exploitation of these imbalances involves significant uncertainties. There can be no assurance that we will be able to locate investment opportunities or to exploit these imbalances. In the event that the theses underlying the Master Fund's positions fail to be borne out in developments expected by us, the Master Fund may incur losses, which could be substantial.

**Alternative Data.** We may obtain and use alternative data in our investment process. Alternative data includes datasets that have been culled from a variety of sources, such as internet usage, payment records, financial transactions, weather and other physical phenomena sensors, applications and devices (such as smartphones) that generate location and mobility data, data gathered by satellites, and government and other public records databases. These data are sometimes referred to as "big data" or "alternative data". We apply this alternative data to better anticipate micro- and macro-economic trends and otherwise to develop or improve trading or investment themes.

The analysis and interpretation of alternative data involves a high degree of uncertainty and may entail significant expense, including technological efforts, that are expected to be borne –in whole or in part– by the Master Fund. No assurance can be given that we will be successful in utilizing alternative data in our investment process.

Moreover, there has been increased scrutiny from a variety of regulators regarding the use of alternative data in this manner, and its use or misuse under current or future laws and regulations could create liability in numerous jurisdictions. We cannot predict what, if any, regulatory or other actions may be asserted with regard to alternative data, but any adverse inquiries or formal actions could cause reputational, financial, or other harm. Conversely, any future limitations on the use of alternative data could have a material adverse impact on the performance of the Master Fund.

**Self-Trades and Other Exchange Violations.** Systematic and algorithmic trading strategies are more prone than other types of investing to cause "wash trade," cross trade and self-trade orders to be generated. These orders, if filled, can constitute violations of exchange rules and expose the Master Fund to penalties and disgorgement orders. While we seek to limit these kinds of transactions, there is no guarantee that they will all be eliminated.

**Correlation Risk.** The Master Fund may be exposed to correlated risks. These occur when funds and other investors hold similar positions and employ similar strategies, resulting in intensified risks which may lead to potential cascading losses in times of market stress.

In extreme cases, to the extent other market participants using a similar strategy seek to divest one or more positions comprising of a particular strategy, "correlation crises" could occur. Quantitative traders can be particularly susceptible to this type of correlation risk as a result of convergence in their automated trading algorithms and positions held. The high leverage and hedging techniques that many arbitrage-driven quantitative hedge fund managers use can further magnify the effects of correlation risk.

**Risk of Programming Implementation Error or Logical Error.** Given our reliance upon the operation of our models and other software trading and analysis systems, it follows that the Master Fund is therefore at risk of errors of implementation (colloquially known as "bugs") and errors of design that may exist or arise in the software or models, and which may cause inappropriate or aberrant behavior under certain market conditions. While reasonable steps have been taken to ensure that the software is adequate in design and free from bugs, formal proof of bug-free code has not been undertaken, nor can the underlying logical and/or mathematical models be certified as free from error; Investors should expect that –at any given time– our code will contain errors of design and bugs.

As with any software, upgrades, "bug fixes" and various other improvements may be introduced over time and the risk therefore exists that such changes may detrimentally affect the performance of the Master Fund, rather than improve it. Furthermore, even where the software has been tested, no guarantee can be given that a combination of input conditions experienced when running the system "live" and that was not encountered during development, will not cause the system to fail, perform aberrantly, or take positions that are (under some reasonable criteria) judged to be inappropriate. Also, it is possible that an error will be addressed with a quickly-assembled solution that is itself not thoroughly tested, which could result in other, unintended errors.

These failures may occur in a complex, interdependent environment where different elements of code are all functioning correctly, but their interaction gives rise to unanticipated or unintended errors. Given the fact that we will be utilizing proprietary and third-party code (some of which may be open-source and without any warranties), it is possible or likely that errors will arise from such interactions, and that these errors and any related losses would not constitute reimbursable trade errors under our policies or the investment management agreement between Laurion, Laurion Capital Partners LLC (serving as manager to the Master Fund, the "Manager") and the Master Fund.

**Risks Inherent in Computer-Driven and Intellectual Property Based Systems.** We rely to a material extent on a wide range of intellectual property systems, including computer hardware and software systems and telecommunications systems, in substantially all phases of our operations, including research, valuation, trade identification and construction, trade execution, clearing, risk management, back office functions and reporting.

As described above, intellectual property systems are subject to a number of inherent and unpredictable risks. For example, there may be material undiscovered errors in software programs; software and/or hardware may malfunction and/or degrade; electronic and telecommunications delivery may fail; security breaches may lead to unauthorized trades or stolen intellectual property; services provided by third-party vendors to support the intellectual property systems may be interrupted; and computer-driven trading errors may

occur. Though losses arising from computer-driven and intellectual property-based systems could adversely affect the Master Fund's performance, these losses would likely not constitute reimbursable trade errors under Laurion's policies or the investment management agreement between Laurion, the Manager, and the Master Fund.

***Initial Public Offerings.*** Investments in initial public offerings (or shortly thereafter) may involve higher risks than investments issued in secondary public offerings or purchases on a secondary market due to a variety of factors, including the limited number of shares available for trading, unseasoned trading, lack of investor knowledge of the issuer and limited operating history of the issuer. In addition, some companies undertaking initial public offerings are involved in relatively new industries or lines of business, which may not be widely understood by investors. Some of these companies may be undercapitalized or regarded as developmental stage companies, without revenues or operating income, or the near-term prospects of achieving them. These factors may contribute to substantial price volatility for these securities and, therefore, the value of these investments.

***General Risk of Emerging Markets.*** Investment in emerging market securities involves a greater degree of risk than an investment in securities of issuers based in developed countries. Among other things, emerging market securities investments may carry the risks of less publicly available information, more volatile markets, less strict securities market regulation, less favorable tax provisions, and a greater likelihood of severe inflation, unstable currency, war and expropriation of personal property than investments in securities of issuers based in developed countries. In addition, our investment opportunities in certain emerging markets may be restricted by legal limits on foreign investment in local securities.

Emerging markets generally are not as efficient as those in developed countries. In some cases, a market for the security may not exist locally, and transactions will need to be made on a neighboring exchange. Volume and liquidity levels in emerging markets are lower than in developed countries. Little or no market may exist for emerging market securities when the Master Fund seeks to sell such securities. In addition, issuers based in emerging markets are not generally subject to uniform accounting and financial reporting standards, practices and requirements comparable to those applicable to issuers based in developed countries, thereby potentially increasing the risk of fraud or other deceptive practices. Furthermore, the quality and reliability of official data published by the government or securities exchanges in emerging markets may not accurately reflect the actual circumstances being reported.

The issuers of some non-U.S. securities, such as banks and other financial institutions, may be subject to less stringent regulations than would be the case for issuers in developed countries and therefore potentially carry greater risk. Custodial expenses for a portfolio of emerging markets securities generally are higher than for a portfolio of securities of issuers based in developed countries.

***Commodity Interests are Volatile.*** Commodity interest contracts are highly volatile and are subject to occasional rapid and substantial fluctuations. The profitability of the Master Fund may depend on our ability to predict these fluctuations accurately. Price movements for commodity interests are influenced by, among other things: (i) changes in interest rates; (ii) governmental, agricultural, trade, fiscal, monetary and exchange control programs and policies; (iii) weather and climate conditions; (iv) changing supply and demand relationships; (v) changes in balances of payments and trade; (vi) rates of inflation; (vii) currency devaluations and revaluations; (viii) political and economic events; and (ix) changes in philosophies and emotions of market participants. In addition, governments from time to time intervene, directly and by regulation, in certain markets, often with the intent to influence prices directly. The effects of governmental intervention may be particularly significant at

certain times in certain markets, and this intervention may cause these markets to move rapidly.

**Legal Risk.** Many of the laws that govern private and foreign investment, securities transactions, creditors' rights and other contractual relationships in non-U.S. countries, particularly in developing countries, are new and largely untested. As a result, the Master Fund may be subject to a number of unusual risks, including inadequate investor protection, contradictory legislation, incomplete, unclear and changing laws, ignorance or breaches of regulations on the part of other market participants, lack of established or effective avenues for legal redress, lack of standard practices and confidentiality customs characteristic of developed markets, and lack of enforcement of existing regulations.

**Short Term Market Considerations.** Many of our trading decisions may be made on the basis of short term market considerations. Therefore, the portfolio turnover rate could result in significant trading related expenses.

**Long-Term Investment Strategies.** The success of the Master Fund's long-term investment strategies depend upon our ability to identify and purchase securities that are undervalued and hold these investments so as to maximize value on a long-term basis. In pursuing any long-term strategy, the Master Fund may forego value in the short-term or temporary investments in order to be able to avail the Master Fund of additional and/or longer-term opportunities in the future. Consequently, the Master Fund may not capture maximum available value in the short-term, which may be disadvantageous, for example, for Investors who withdraw all or a portion of their investment before the long-term value may be realized by the Master Fund.

**Diversification Risk.** The Master Fund does not have any formal guidelines for diversification. The Master Fund, as a result, may concentrate investments in particular industries or companies, securities listed on a particular exchange or in particular commodity or FX positions. The investment risk of a portfolio that is concentrated in particular industries or companies is greater than if the portfolio is invested in a more diversified manner among various industries or companies. A consequence of the limited number of investments is that the aggregate returns realized by the Master Fund may be substantially adversely affected by the unfavorable performance of a small number of investments.

**Leverage; Interest Rates; Margin.** We generally utilize substantial leverage in our investment programs, thereby maximizing investment positions by borrowing funds to the fullest possible extent permitted by applicable regulations. As a result, the possibilities of profit and loss will be increased. Borrowing money to take positions will provide the Master Fund with the advantage of leverage, but will expose it to greater market risks and higher current expenses. Any gain in the value of positions taken with borrowed money or income earned from these positions that exceeds interest paid on the amount borrowed will cause the Master Fund's net asset value to increase faster than would otherwise be the case. Conversely, any decline in the value of the positions taken will cause the Master Fund's net asset value to decrease faster than would otherwise be the case.

Leverage may take the form of trading on margin, investing in derivative instruments that are inherently leveraged, and entering into other forms of direct or indirect borrowings. The amount of leverage or borrowings which the Master Fund may have outstanding at any time may therefore be large in relation to its capital. Consequently, the level of interest rates generally, and the rates at which the Master Fund can borrow in particular, will affect the operating results of the Master Fund. In general, the use of short-term margin borrowings may result in certain additional risks. For example, should the securities pledged to brokers



to secure the Master Fund's margin accounts decline in value, the Master Fund could be subject to a "margin call," pursuant to which the Master Fund must either deposit additional funds with the broker, or suffer mandatory liquidation of the pledged securities to compensate for the decline in value. In the event of a sudden precipitous drop in the value of the Master Fund's assets, the Master Fund might not be able to liquidate assets quickly enough to pay off its margin debt.

**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 to the Master Fund of buying those securities to cover the short position. There can be no assurance that the Master Fund will be able to maintain the ability to borrow financial instruments sold short. In such cases, the Master Fund can be "bought in" (i.e., forced to repurchase financial instruments in the open market to return to the lender). There also can be no assurance that the security necessary to cover a short position will be available for purchase at or near prices quoted in the market. Purchasing securities to close out the short position can itself cause the price of the securities to rise further, thereby exacerbating the loss. Short strategies can also be implemented synthetically through various instruments and be used with respect to indices or in the over-the-counter market and with respect to futures and other instruments. In some cases of synthetic short sales, there is no floating supply of an underlying instrument with which to cover or close out a short position and the Master Fund may be entirely dependent on the willingness of over-the-counter market makers to quote prices at which the synthetic short position may be unwound. There can be no assurance that such market makers will be willing to make such quotes. Short strategies can also be implemented on a leveraged basis. Lastly, even though the Master Fund secures a "good borrow" of the security sold short at the time of execution, the lending institution may recall the lent security at any time, thereby forcing the Master Fund to purchase the security at the then-prevailing market price, which may be higher than the price at which such security was originally sold short by the Master Fund. Securities may be sold short by the Master Fund in a long/short strategy to hedge a long position, or to enable the Master 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 Master Fund losses on both components of the transaction.

**Hedging Transactions.** The Master Fund utilizes financial instruments for risk management purposes in order to: (i) protect against possible changes in the market value of the Master Fund's investment portfolio resulting from fluctuations in the markets and changes in interest rates; (ii) protect the Master Fund's unrealized gains in the value of its investment portfolio; (iii) facilitate the sale of any financial instruments; (iv) enhance or preserve returns, spreads or gains on any financial instrument in the Master Fund's portfolio; (v) hedge against a directional trade; (vi) hedge the interest rate, credit or currency exchange rate on any of the Master Fund's financial instruments; (vii) protect against any increase in the price of any financial instruments the Master Fund anticipates purchasing at a later date; or (viii) act for any other reason that we deem appropriate. The Master Fund will not be required to hedge any particular risk in connection with a particular transaction or its portfolio generally. We may be unable to anticipate the occurrence of a particular risk and, therefore, may be unable to attempt to hedge against it. While the Master Fund enters into hedging transactions to seek to reduce risk, such transactions may result in a poorer overall performance for the Master Fund than if it had not engaged in any such hedging transaction. Moreover, the portfolio will always be exposed to certain risks that cannot be hedged.

***Security, Information and Cybersecurity Risks.*** As part of our business, we process, store and transmit large amounts of electronic information, including information relating to the transactions of the Master Fund and Investors' personally identifiable information. Similarly, the Funds' service providers, especially the fund administrator, may process, store and transmit such information. We have procedures and systems in place that we believe are reasonably designed to protect such information and prevent data loss and security breaches. However, those 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 to us by third parties may be susceptible to compromise, leading to a breach of our network. Our systems or facilities may be susceptible to employee error or malfeasance, government surveillance, or other security threats. Breach of our information systems may cause information relating to the transactions of the Master Fund and Investors' personally identifiable information to be lost or improperly accessed, used or disclosed. Recent events in the market illustrate that this is not a theoretical concern, but is a risk that all service providers face.

The Funds' service providers, including administrators, brokers and custodians, are subject to the same electronic information security threats as we are. If a service provider fails to adopt or adhere to adequate data security policies, or in the event of a breach of its networks or another failure in its operational safeguards, information relating to the transactions of the Master Fund and Investors' personally identifiable information may be lost or improperly accessed, used or disclosed. Recent events in the market illustrate that this is not a theoretical concern, but is a risk that all service providers face.

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

The operations of Laurion and the Funds are dependent on technology information and communication systems. A failure of any such system or a security breach or cyber-attack could significantly disrupt such operations. Laurion's and the Funds' service providers are subject to the same cyber-security threats as Laurion and the Funds. If a service provider fails to adopt, implement or adhere to adequate cyber-security measures, or in the event of a breach of its networks, information relating to Laurion, the Funds, or its Investors could be lost, damaged or corrupted or improperly accessed, used or disclosed.

Any system failure, security breach or cyber-attack on Laurion or the Funds, or any of their service providers, could cause, among other things, financial loss, disruption to business, including its trading capabilities and the ability of the Funds to transmit payments, including to Investors, increased operating costs, liability to third parties, regulatory intervention and reputational damage and could have a material adverse effect on the Funds' investments.

***Reliance on Technical Trading Systems.*** We allocate the Master Fund's assets to investment strategies that are based on technical trading systems. Although we retain all discretion with respect to the manner in which a trading system's output is interpreted and applied, there can be no assurance that our trading systems and our interpretation and



application of the trading systems' output will take into account all relevant factors. Technical trading systems can also be ineffective when fundamental factors drive financial instruments' prices.

**Testing of New Strategies.** To the extent we use a new strategy, method, or signal for the Master Fund, we cannot necessarily predict how the new strategy, method or investment signal will perform, and, as a result, the Master Fund (and the Investors' investments in the Master Fund) may suffer losses, which could be significant, by pursuing it.

**Use of Systems.** We rely extensively on the use of computer systems, hardware, software, and telecommunications equipment. We make use of our own equipment as well as equipment, systems and services (including so-called "cloud" based storage and other services) provided by third parties. Accordingly, the Master Fund is exposed to the risk that computer hardware, software, electronic equipment and other services we use may cease to be available, for example, due to the insolvency of the provider, the discontinuation of services or software updates, or the interruption of communication access. In those circumstances, we would seek to obtain equivalent hardware, software and services from an alternative supplier, which could take time to accomplish and which could be costly.

**System Failure.** As we make extensive use of computer hardware, systems and software, the Master Fund is exposed to risks caused by failures of IT infrastructure and data. In addition, outright failure or a partial impairment (whether due to external situations or internal file corruption) of the underlying hardware, operating system, software or network may leave the Master Fund unable to trade either generally or in certain of its strategies, and this may expose it to risk in the ordinary course, and additional risk should the outage coincide with turbulent market conditions. It is possible that a systems failure could impede our ability to carry out the portion of the Master Fund's investment program that is dependent on systems, and could prevent us from acting to prevent losses in a crisis; in the worst case, we may have to liquidate the entire portion of the Master Fund's portfolio that is dependent on systems as the only safe way to proceed should a crippling system outage occur.

**Data Feed Failure.** Our models utilize data feeds from a number of sources. If these data feeds were to be corrupted, compromised, or discontinued in any manner, or not delivered or accessible in a timely manner, the models may not operate properly. This failure to receive the data feeds or receive the data feeds in a timely manner may leave the Master Fund unable to trade or may result in trades that are not aligned with an algorithm's goal, and this may expose the Master Fund to risk of loss or loss of opportunities, in particular if the loss of the data feed coincides with turbulent market conditions. If the data feeds are corrupted or compromised in any material manner or if the data feeds are not delivered or accessible in a timely manner, it may result in a loss to the Master Fund, which could be material.

**Trade Errors.** The Master Fund will be responsible for any losses resulting from trading errors and similar human errors, absent our willful misconduct, bad faith or gross negligence. Trading errors might include, for example, keystroke errors that occur when entering trades into an electronic trading system or typographical or drafting errors related to derivatives contracts or similar agreements. Given the volume of transactions the Master Fund executes, Investors should assume that trading errors (and similar errors) will occur and that the Master Fund will be responsible for any resulting losses, even if such losses result from our negligence (but not gross negligence).

**Sanctions.** The Master Fund's operations are or may become subject to economic sanctions laws and regulations of various jurisdictions. At any given time, whether under applicable law, by contractual commitment or as a voluntary risk management measure, the Master Fund

may be required, or elect, to comply with various sanctions programs, including the Specially Designated Nationals and Blocked Persons List and Sectoral Sanctions programs administered by OFAC, the sanctions regimes administered by subsidiary organs of the United Nations Security Council, the Sanctions Orders of the Cayman Islands (including as extended to the Cayman Islands by Order of the government of the United Kingdom from time to time), the Listed Persons as identified by the government of Canada from time to time, and the Restrictive Measures adopted by the European Union. Some sanctions that may apply to the Master Fund prohibit or restrict dealings with particular identified persons. Other potentially applicable sanctions programs broadly prohibit or restrict dealings in certain countries or territories or with individuals and entities located in such countries or territories. In addition to such current sanctions, additional sanctions may be imposed in the future. Such sanctions may be imposed with little or no advance warning or "safe harbor" for compliance and may be ambiguous, including as to the scope of financial activities that regulators may ultimately deem to be covered by the sanctions.

Depending on the scope and duration of a particular sanctions program, compliance by the Master Fund may result in a material adverse effect on the Funds and investors' investments therein. Laurion and the Master Fund may be subject to heightened or targeted regulatory scrutiny and information requests as a result of such sanctions. In addition, if Laurion or the Master Fund were to violate or be deemed in violation of any such sanction, it could face significant legal and monetary penalties. Sanctions may negatively impact the Master Fund's ability to effectively implement its investment strategy and have a material adverse impact on the Master Fund's investments in various ways, including by preventing or inhibiting the Master Fund from making certain investments, forcing the Master Fund to divest from investments previously made, and leading to substantial reductions in the revenues, profits and value of the Master Fund's investments. Finally, sanctions may have broader economic implications, such as influencing the price of certain commodities, which may have adverse effects on inflation and the value of the U.S. dollar, which may adversely affect investment objectives and strategies of the Master Fund.

In particular, and by way of example, the value of certain Master Fund investments in Chinese or Russian companies could be adversely affected by sanctions. With respect to China, relations between China and the United States have recently become strained, resulting, at times, in a degradation in trade relations and the imposition of sanctions. The U.S. Government, through legislation enacted by Congress, Executive Orders issued by the President, and regulations and other actions by various U.S. federal government agencies, including OFAC, the U.S. Department of Commerce, the U.S. Department of State and the U.S. Department of Defense, has imposed or authorized the imposition of sanctions against certain Chinese government officials, government entities, and state-owned and non-state-owned companies, including companies in which the Master Fund has invested. Currently, a trading ban prohibits transactions by U.S. persons related to the publicly traded securities of certain designated Chinese companies deemed to be supporting the People's Liberation Army of China and requires U.S. persons to divest, over a certain period of time, from securities held as of the date of the trading ban. Such prohibitions have to date been applied to the publicly traded securities of dozens of Chinese companies, including many leading Chinese aerospace, telecommunications and industrial concerns. Additional companies may be designated in the future. The prohibitions also apply to various types of financial instruments, including derivatives, futures, swaps and options, as well as exchange-traded funds and indices that include one or more of the designated companies as components. The U.S. government has also imposed, and authorized the imposition of, sanctions targeting Russia's financial sector and access to capital markets. Such sanctions may adversely affect the investment objectives and strategies of the Master Fund.

## ***China-Related Risks***

*China's Economic, Political, and Social Conditions, and Government Policies.* Subject to the investment objective and policies of the Master Fund, some of the Master Fund's investments may be located in or exposed to markets in the People's Republic of China ("China" or "PRC", for the purposes of this risk factor).

The economy of China differs from the economies of most developed countries in many respects, including government involvement, level of development, growth rate, control of foreign exchange and allocation of resources. The economy of China has been transitioning from a planned economy to a more market-oriented economy. Although in recent years the Chinese government has implemented measures emphasizing the utilization of market forces for economic reform, the reduction of state ownership of productive assets and the establishment of sound corporate governance in business enterprises, a substantial portion of productive assets in China is still owned by the Chinese government. In addition, the Chinese government continues to play a significant role in regulating industry development. It also exercises significant control over China's economic growth through the allocation of resources, controlling payment of foreign currency-denominated obligations, setting monetary policy and providing preferential treatment to particular industries or companies. We have no control over potential state policies and decisions and may be unable to anticipate such policies and decisions which could adversely affect the value of a Fund, including significant loss of capital.

In addition, there is a possibility of expropriation, confiscatory taxation, imposition of withholding or other taxes on income, limitations on the removal of funds or other assets of the Master Fund, political or social instability or diplomatic developments that could adversely affect investments in China.

Investors should also be aware that changes in China's taxation legislation could affect the amount of income which may be derived, and the amount of capital returned, from the Master Fund's investments. Laws governing taxation will continue to change and may contain conflicts and ambiguities and be subject to retroactive review. In addition, the Master Fund's operations and financial results could be adversely affected by adjustments in China's state plans, political, economic and social conditions, changes in the policies of the Chinese government such as changes in laws and regulations (or the interpretation thereof), measures which may be introduced to control inflation, changes in the rate or method of taxation, imposition of additional restrictions on currency conversion and the imposition of additional import restrictions.

*Government Intervention and Suspensions of Trading.* In 2015 the Chinese authorities took a significant series of steps to intervene directly and indirectly in China A Shares. Such government intervention had a material impact on market liquidity and in the prices of individual stocks and of China A Shares as a whole. There is a perception amongst some market participants that the Chinese government will continue to intervene in the markets, actively. In 2015 government intervention included imposing restrictions on certain shareholders selling China A Shares and a crackdown on "malicious" short sellers. Whether as a result of government intervention or otherwise, a large number of China A-listed companies also suspended trading, sometimes for lengthy periods of time. Such government intervention and any restrictions on selling shares could reduce market confidence and liquidity and increase market volatility. Such interventions and restrictions are by nature unpredictable and may have a direct negative impact on the Master Fund to the extent that it may be restricted or prevented from valuing or exiting from exposure to shares which have been suspended or from which government intervention prevents shareholders from selling

shares.

*Limited Access to Chinese Equities.* Investors should be aware that investment in China A Shares may only be available to the Master Fund via the following means: (1) via OTC derivatives entered into with OTC swap counterparties who hold (or whose affiliates hold) a Qualified Foreign Institutional Investor ("QFII") license in China (a "QFII License"); (2) via OTC derivatives entered into with OTC swap counterparties who have (or whose affiliates have) access to China A Shares on the Shanghai Stock Exchange and Shenzhen Stock Exchange via the Hong Kong Stock Connect program ("Stock Connect"); and (3) via Laurion's QFII License. The Master Fund may not have any other access to China A Shares. Access on swap via QFII allocations and via Stock Connect each carries significant risks to the Master Fund, as further detailed below. The Investment Regulations under which the Master Fund invests in the China A Shares market are relatively new. In addition, the application and interpretation of these regulations is often unclear and there is no certainty as to how they will be applied.

*QFII Risks.* Foreign investors can invest in China A Shares through institutions that have obtained a QFII License in China. Laurion has obtained a QFII License. Laurion's rights under the QFII License may be suspended, reduced or revoked, which may have a material adverse effect on the Master Fund's performance. There is no guarantee that the Master Fund will continue to benefit from Laurion's QFII License. Should Laurion lose its QFII License or retire or be removed, the Master Fund would not be able to invest in China A Shares through the QFII quota, and the Master Fund might not be required to dispose of its holdings. There is no guarantee that a swap counterparty will continue to facilitate access to China A Shares for the Master Fund using its QFII License. As QFII regulations are subject to change, the Master Fund could lose QFII access to China A Shares at short or no notice.

The current QFII regulations impose strict restrictions (including rules on investment restrictions, minimum investment holding period as well as remittance and repatriation of principal and profits) on China A Share investment. The Master Fund may not be able to freely repatriate principal and profits from China, there may be potential lock-up periods imposed for repatriation and the Master Fund may suffer losses as a consequence. The restrictions on, or the delays in, the repatriation of principal and profits may therefore have an unfavorable impact on the Master Fund. In extreme circumstances, the Master Fund may not be able to fully implement or pursue its investment objectives or strategy, due to QFII investment restrictions, illiquidity of the China A Shares market, and/or delay or disruption in execution of trades or in settlement of trades. The uncertainty and change of the laws, policies and regulations in China may adversely impact the Master Fund. The QFII policy and regulation may also be subject to change with potential retrospective effect. Renminbi is not freely convertible and is subject to policies of exchange controls and repatriation restrictions. There is no assurance that Renminbi will not be subject to devaluation or revaluation or that shortages in the availability of foreign currency or liquidity of currency hedging instruments (physical or synthetic) will not develop.

*QFII's PRC Custody Risk.* China A Shares traded on the PRC stock exchanges are dealt and held in dematerialized form through the China Securities Depository and Clearing Corporation Limited ("CSDCC"). China A Shares purchased on behalf of the Master Fund through Laurion as a QFII are required to be recorded by CSDCC as credited to a securities trading account maintained in the joint names of Laurion (as QFII) and the Master Fund, or in another name as permitted or required pursuant to the regulations governing the establishment and operation of the QFII program in the PRC ("Investment Regulations").

The evidence of title of exchange-traded securities in the PRC consists only of electronic book-

entries in the depository and/or registry associated with the applicable exchange. These arrangements of the depositories and registries are relatively new and not fully tested in regard to their efficiency, accuracy and security.

In order to prevent any trades failing, the CSDCC will automatically settle any trades executed by the PRC securities trading house relating to the securities trading account maintained in the joint names of Laurion (as QFII) and the Master Fund. Accordingly, all instructions issued by the PRC securities trading house relating to the securities trading account will be executed without the need of consent or direction of the PRC custodian, which could potentially increase the risk of erroneous trading. However, the PRC custodian will review the execution report in relation to all such transactions and notify Laurion of any discrepancies between such execution report and trading data received from the CSDCC or the settlement instructions received from Laurion.

China A Shares and other permitted securities under the QFII program held by the Master Fund will be registered in the joint names of Laurion (as QFII) and the Master Fund, or in another name as permitted or required pursuant to the Investment Regulations. There will be segregation of assets by the PRC custodian such that the assets of the Master Fund are separately recorded as belonging to the Master Fund. The Master Fund will adopt the "QFII-Fund" account structure for its assets in PRC through Laurion as a QFII, and accordingly, pursuant to the Investment Regulations, the assets of such accounts belong to the Master Fund and are to be treated as independent assets from Laurion (as QFII) and the PRC custodian.

Investors should note that cash deposited in the cash account of the Master Fund with the PRC custodian will not be segregated but will be a debt owing from the PRC custodian to the Master Fund as a depositor. Such cash will be co-mingled with cash belonging to other clients of the PRC custodian. In the event of bankruptcy or liquidation of the PRC custodian, the Master Fund will not have any proprietary rights to the cash deposited in such cash account, and the Master Fund will become an unsecured creditor, ranking *pari passu* with all other unsecured creditors of the PRC custodian. As a result, the Master Fund may face difficulty and/or encounter delays in recovering such debt, or may not be able to recover it in full or at all, in which case the Master Fund and shareholders will suffer losses.

*Stock Connect.* The Master Fund may invest and have access to certain eligible China A Shares via OTC derivatives referencing securities traded via the Stock Connect. In addition to the risks associated with the Chinese market and risks related to investments in Renminbi, investments through the Stock Connect are subject to additional risks, namely, quota limitations, suspension risk, operational risk, restrictions on selling imposed by front-end monitoring or on any selling activity in general, recalling of eligible stocks, restrictions on hedging activities, clearing and settlement risks, nominee arrangements in holding China A Shares and regulatory risk.

*Risk of CSDCC Default for Stock Connect.* The CSDCC has established a risk management framework and measures that are approved and supervised by the China Securities Regulatory Commission. Pursuant to the General Rules of the Central Clearing and Settlement System, if CSDCC (as the host central counterparty) defaults, Hong Kong Securities Clearing Company Limited ("HKSCC") will, in good faith, seek recovery of the outstanding securities and monies from CSDCC through available legal channels and through CSDCC's liquidation process, if applicable. HKSCC will in turn distribute monies recovered to clearing participants on a pro-rata basis as prescribed by the relevant authorities. Investors under the Stock Connect program in turn will only be distributed the securities and/or monies to the extent recovered directly or indirectly from HKSCC. Although the likelihood of a default by CSDCC

is considered to be remote, investors should be aware of this arrangement and of this potential exposure.

***Investing through CIBM Direct.*** To the extent permissible by the relevant PRC regulations or authorities, the Master Fund may also directly invest in permissible products (which include cash bonds) traded on China inter-bank bond market ("CIBM") in compliance with the relevant rules issued by the People's Bank of China ("PBOC", including its Shanghai Head Office) in 2016, including the Announcement No. 3 and its implementing rules ("CIBM Direct Rules"). An onshore trading and settlement agent has been engaged by Laurion to make the filing on behalf of the Master Fund and conduct trading and settlement agency services for the Master Fund. PBOC will exercise on-going supervision on the onshore settlement agent and the Master Fund's trading under the CIBM Direct Rules and may take relevant administrative actions such as suspension of trading and mandatory exit against the Master Fund and/or Laurion in the event of any noncompliance with the CIBM Direct Rules. The CIBM Direct Rules are relatively new and are still subject to continuous evolution, which may adversely affect the Master Fund's capability to invest in the CIBM.

***The Chinese Legal System.*** The Chinese legal system is based on written statutes. Prior court decisions may be cited for reference, but have limited precedential value. Since 1979, the Chinese government has promulgated laws and regulations dealing with financial and economic matters such as foreign investment, financing and provision of security, corporate organization and governance, commerce, taxation and trade. As such, many of the laws that govern private and foreign investment, securities transactions, creditors' rights, intellectual property rights and contractual and other relationships in China are relatively new, unclear, unproven and continue to evolve, at times in an uncertain manner. As a result, the Master Fund may be subject to a number of unusual risks related to laws and regulations, particularly those involving taxation, foreign investment, trade, title to property, securities, transfer of title and protection of intellectual property. The Master Fund may be subject to inadequate investor protection, contradictory legislation (particularly between local, regional and national laws), incomplete, unclear and changing laws, a lack of established or effective avenues for legal redress, including an underdeveloped judicial system, a lack of standard practices and confidentiality customs characteristic of developed markets and a lack of enforcement of existing regulations. Accordingly, there may be difficulty and uncertainty in the Master Fund's ability to protect and enforce its rights against Chinese state and private entities in China.

***Renminbi Exchange Risk.*** The Renminbi ("RMB") is subject to a managed floating exchange rate based on market supply and demand with reference to a basket of foreign currencies. The daily trading price of the RMB against other major currencies in the inter-bank foreign exchange market is currently allowed to float within a narrow band around the central parity published by the People's Bank of China. As the exchange rates are based primarily on market forces, the exchange rates for RMB against other currencies, including US dollars and Hong Kong dollars, are susceptible to movements based on external factors. It should be noted that the RMB is currently not a freely convertible currency as it is subject to foreign exchange control policies of the Chinese government. There can be no assurance that the RMB will not be subject to significant appreciation and/or devaluation events in the future, for reasons including, among others, market forces and governmental intervention. Any such event for the RMB may adversely affect the value of the Master Fund's investments. The Chinese government's policies on exchange control and repatriation restrictions are subject to change, and the Master Fund's position may be adversely affected.

### ***Investment Instrument Risks***

***Equity Securities Generally.*** The value of equity securities of public and private, listed and



unlisted companies and equity derivatives generally varies with the performance of the issuer and movements in the equity markets. As a result, the Master Fund may suffer losses if it invests in equity instruments of issuers whose performance diverges from our expectations or if equity markets generally move in a single direction and the Master Fund has not hedged against this general move. The Master Fund also may be exposed to risks that issuers will not fulfill contractual obligations such as, in the case of convertible securities or private placements, delivering marketable common stock upon conversions of convertible securities and registering restricted securities for public resale.

*Exchange-Traded Funds.* The Master Fund may invest in and sell short shares of exchange-traded funds ("ETFs") and other similar instruments. These transactions may be used to adjust the Master Fund's exposure to the general market or industry sectors and to manage its risk exposure.

ETFs are publicly traded unit investment trusts, open-end funds or depository receipts that seek to track the performance and dividend yield of specific indexes or companies in related industries. These indexes may be either broad-based, sector, or international. However, ETF shareholders are generally subject to the same risk as holders of the underlying securities they are designed to track. ETFs are also subject to certain additional risks, including the risk that their prices may not correlate perfectly with changes in the prices of the underlying securities they are designed to track, and the risk of trading in an ETF halting due to market conditions or other reasons, based on the policies of the exchange upon which the ETF trades. Generally, each shareholder of an ETF bears a pro rata portion of the ETF's expenses, including management fees. Accordingly, in addition to bearing their proportionate share of the Master Fund's expenses (e.g., Management Fees and operating expenses), shareholders may also indirectly bear similar expenses of an ETF.

*Stock Index Options.* The Master Fund purchases and sells 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 Master 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 Master 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 Master Fund of options on stock indices will be subject to our 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.* The Master Fund may 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.

*Futures Contracts.* The value of futures contracts depends upon the price of the financial instruments, such as commodities, underlying them. The prices of futures contracts are highly volatile, and price movements of futures contracts can be influenced by, among other things, interest rates, changing supply and demand relationships, trade, fiscal, monetary and exchange control programs and policies of governments, as well as national and international political and economic events and policies. In addition, investments in futures contracts are also subject to the risk of the failure of any of the exchanges on which the Master Fund's positions trade or of its clearing houses or counterparties. Futures positions may be illiquid because certain commodity exchanges limit fluctuations in certain futures contract prices during a single day by regulations referred to as "daily price fluctuation limits" or "daily limits". Under such daily limits, during a single trading day no trades may be executed at prices beyond the daily limits. Once the price of a particular futures contract has increased or decreased by an amount equal to the daily limit, positions in that contract can neither be taken nor liquidated unless traders are willing to effect trades at or within the limit. This could prevent the Master Fund from promptly liquidating unfavorable positions and subject the Master Fund to substantial losses or prevent it from entering into desired trades. Also, low margin or premiums normally required in such trading may provide a large amount of leverage, and a relatively small change in the price of a security or contract can produce a disproportionately larger profit or loss. In extraordinary circumstances, a futures exchange or the CFTC could suspend trading in a particular futures contract, or order liquidation or settlement of all open positions in such contract.

*Non-U.S. Futures Transactions.* Foreign futures transactions involve executing and clearing trades on a foreign exchange. This is the case even if the foreign exchange is formally "linked" to a domestic exchange, whereby a trade executed on one exchange liquidates or establishes a position on the other exchange. No domestic organization regulates the activities of a foreign exchange, including the execution, delivery, and clearing of transactions on such an exchange, and no domestic regulator has the power to compel enforcement of the rules of the foreign exchange or the laws of the foreign country. Moreover, such laws or regulations will vary depending on the foreign country in which the transaction occurs. For these reasons,



the Master Fund may not be afforded certain of the protections which apply to domestic transactions, including the right to use domestic alternative dispute resolution procedures. In particular, funds received from customers to margin foreign futures transactions may not be provided the same protections as funds received to margin futures transactions on domestic exchanges. In addition, the price of any foreign futures or option contract and, therefore, the potential profit and loss resulting therefrom, may be affected by any fluctuation in the foreign exchange rate between the time the order is placed and the time the foreign futures contract is liquidated or the time the foreign option contract is liquidated or exercised.

*Index Futures.* The price of index futures contracts may not correlate perfectly with the movement in the underlying index because of certain market distortions. First, all participants in the futures market are subject to margin deposit and maintenance requirements. Rather than meeting additional margin deposit requirements, participants may close futures contracts through offsetting transactions that would distort the normal relationship between the index and futures markets. Second, from the point of view of speculators, the deposit requirements in the futures market are less onerous than margin requirements in the securities market. Therefore, increased participation by speculators in the futures market also may cause price distortions. Successful use of index futures contracts by the Master Fund also is subject to our ability to correctly predict movements in the direction of the market.

*Derivative Instruments.* 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 Master Fund may participate is evolving, and changes in the regulation or taxation of such Securities may have a material adverse effect on the Master Fund.

*Contracts for Differences.* Contracts for differences ("CFDs") 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 adjusted 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 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 the counterparty were to do so, the value of the contract may be reduced. Entry into a CFD transaction may, in certain circumstances, require the payment of an initial margin and adverse market movements against the underlying stock may require additional margin payments. CFDs may be considered illiquid. To the extent that there is an imperfect correlation between the return on the Master Fund's obligation to its counterparty under the CFDs and the return on related assets in its portfolio, the CFD transaction may increase the Master Fund's financial risk.

*Failure to Enter into Offsetting Trade.* To the extent the Master Fund invests in a futures contract or long option, unless an offsetting trade is made, the Master Fund would be required to take physical delivery of the commodity underlying the future or option. To the extent we fail to enter into such offsetting trade prior to the expiration of the contract, the Master Fund may suffer a loss since neither the Master Fund nor Laurion has the operational capacity to

accept physical delivery of commodities.

***Exotic Options.*** 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. The Master 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.

***Total Return Swap Agreements.*** We may enter into total return swap agreements on behalf of the Master Fund ("TRSs" or "TRS agreements"). TRS agreements are individually negotiated and can be structured to include exposure to a variety of different types of investments or market factors. TRS agreements may shift investment exposure from one type of investment to another. For example, if the Master Fund agrees to exchange payments in dollars for payments in non-U.S. currency, the TRS agreement would tend to decrease the Master 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 the Master 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 swap agreement calls for payments by the Master Fund, the Master Fund must be prepared to make such payments when due.

***Virtual Currency Derivatives Trading.*** The Master Fund may invest in virtual currencies (also known as "cryptocurrencies" or "digital currencies"), or similar assets that utilize blockchain technology and derivatives, although the Master Fund expects that any such investment is likely to constitute only a small proportion of its portfolio. Virtual currencies are relatively new, evolving products based upon new and evolving technologies. An investment in any virtual currency is subject to a variety of risks, including technological, security and regulatory risks as well as associated uncertainties over the future existence, support and development

of such virtual currency. Virtual currencies may also experience unusual volatility. Any such investment is highly speculative and subject to the risk that the entirety or a material portion of such investment or its value may be lost. Virtual currency derivatives, such as futures or options on futures on a virtual currency, are also a relatively new asset class, and trading in these instruments, like trading in the virtual currencies themselves, carries a high level of risk. Investments in virtual currency derivatives, like direct investments in virtual currencies, should be considered substantially more speculative and significantly more likely to result in a total loss of capital than many other investments.

*Price Volatility Risks.* A principal risk in trading virtual currencies and virtual currency derivatives is the rapid fluctuation of their market price. Virtual currencies experience significant price volatility (daily price fluctuations in certain of these assets have, at times, exceeded 20%), which may result in substantial changes in the value of a derivative contract on the underlying virtual commodity. The price of virtual currencies held by the Master Fund may be affected generally by a wide variety of complex and difficult to predict factors such as virtual currency supply and demand; rewards and transaction fees for the recording of transactions; availability and access to virtual currency service providers (such as payment processors), exchanges or other virtual currency users and market participants; perceived or actual virtual currency network or virtual currency security vulnerability; inflation levels; fiscal policy; interest rates; and political, natural and economic events. Additionally, the highly distributed nature of virtual currency trading can complicate efficient price discovery for a virtual currency in the marketplace, an effect compounded by the fact that the distributed network responsible for processing virtual currency transactions may have a relatively limited transaction volume.

Fluctuations in the underlying virtual currency's value between the time that a trade is placed for a virtual currency futures contract and the time that an attempt is made to liquidate it will affect the value of a futures contract and the potential profit and losses related to it.

Like futures generally, virtual currency futures are also traded using initial margin, which permits positions to be established in these instruments whose value exceeds the initial investment. Because the initial margin of a virtual currency derivative may be set as a percentage of the value of the contract, margin requirements for a long position may significantly increase if the price of the contract rises. Additionally, due to the leverage effect provided by initial margin, unfavorable movements in the price of a virtual currency future can produce substantial losses compared to the size of the initial investment. These risks are enhanced in the context of increased price volatility.

There is no guarantee that the Master Fund will be able to achieve a better than average market price for virtual currency derivatives or will purchase such assets at the most favorable price available.

*Virtual Currency Derivatives Exchanges.* Futures exchanges subject to U.S. jurisdiction that trade in virtual currency derivatives are responsible for regulating their activities with CFTC oversight; certain exchanges have also contracted with the NFA to implement monitoring and rule compliance in furtherance of the CFTC's rules. Exchange-traded virtual currency derivatives that are subject to CFTC jurisdiction mitigate some of the risks of direct participation in virtual currency trading by interposing regulated facilities and contracts between traders and the underlying virtual currency market. Nevertheless, to the extent that disruptions in the exchanges of an underlying virtual currency affect the value of that commodity, derivatives in that virtual currency may be negatively impacted as well.

Futures commission merchants may impose enhanced trading restrictions upon virtual

currency derivatives due to their novel and highly speculative nature. Virtual currency derivatives contracts may be subject to additional margin, dynamic price limits, position limits, or prohibitions on trading strategies such as certain forms of short selling or give-up/give-in transactions. Designated contract markets for virtual currency derivatives may impose trading halts that may restrict a market participant's ability to exit a position during a period of high volatility. Such features could affect the ability of Laurion to expand or exit a position in virtual currency derivatives at the most financially opportune moment, potentially resulting in losses to the Master Fund.

For example, Bitcoin Futures are margin products and, although cash-settled, involve a high degree of inherent risk and special trading stipulations. Potential losses of long or short positions in these instruments can exceed the amount of funds and equity provided in the margin account, and because of the high level of volatility in the price of the Bitcoin underlier, losses can be magnified rapidly. To manage some of these risks, the Chicago Mercantile Exchange ("CME") Bitcoin Futures traded by the Master Fund are subject to price and position limits: A daily price limit variant is established by the CME to limit the price volatility to a range, and two position limits are applied to control participants' exposure to the asset. In addition, the margin requirements by the CME to trade Bitcoin Futures are higher compared to other equity futures.

*Virtual Currency Tax Implications.* On March 25, 2014, the Internal Revenue Service (the "Service") issued a notice regarding certain U.S. federal tax implications of transactions in, or transactions that use, "virtual currency" (the "Notice"). According to the Notice, virtual currency is treated as property, not currency, for U.S. federal tax purposes, and "[g]eneral tax principles applicable to property transactions apply to transactions using virtual currency." In part, the Notice provides that the character of gain or loss from the sale or exchange of virtual currency depends on whether the virtual currency is a capital asset in the hands of the taxpayer. Accordingly, in the U.S., certain transactions in virtual currency are subject to information reporting to the Service to the same extent as any other payment made in property. Additionally, there is currently no guidance on whether or not a non-U.S. corporation that is trading in virtual currency for its own account can meet the Safe Harbor requirements described in Section 864(b)(2) of the Code. Although the Master Fund intends to conduct its activities in a manner so as to not be considered engaged in the conduct of a trade or business within the United States, if certain of the Master Fund's activities with respect to virtual currency were determined not to be of the type described in the Safe Harbor, such activities may constitute a U.S. trade or business, in which case the Fund would be subject to U.S. income and branch profits tax on its allocable share of the income and gain from those activities.

*Other Derivative Instruments.* The Master 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 both consistent with the investment objective of the Master Fund and legally permissible. Special risks may apply to instruments that are invested in by the Master Fund in the future that cannot be determined at this time or until such instruments are developed or invested in by the Master Fund.

*Non-U.S. Investments.* Investing in the financial instruments of companies (and, from time to time, governments) outside of the United States involves certain considerations not usually associated with investing in financial instruments of U.S. companies or the U.S. Government, including political and economic considerations, such as greater risks of expropriation, nationalization, confiscatory taxation, imposition of withholding or other taxes on interest, dividends, capital gains, other income or gross sale or disposition proceeds, limitations on the

removal of assets and general social, political and economic instability; the relatively small size of the securities markets in such countries and the low volume of trading, resulting in potential lack of liquidity and in price volatility; the evolving and unsophisticated laws and regulations applicable to the securities and financial services industries of certain countries; fluctuations in the rate of exchange between currencies and costs associated with currency conversion; and certain government policies that may restrict the Master Fund's investment opportunities. In addition, accounting and financial reporting standards that prevail outside of the U.S. generally are not as high as U.S. standards and, consequently, less information is typically available concerning companies located outside of the U.S. than for those located in the U.S. As a result, the Master Fund may be unable to structure its transactions to achieve the intended results or to mitigate all risks associated with such markets. It may also be difficult to enforce the Master Fund's rights in such markets. For example, financial instruments traded on non-U.S. exchanges and the non-U.S. persons that trade these instruments are not subject to the jurisdiction of the SEC or the CFTC or the securities and commodities laws and regulations of the U.S. Accordingly, the protections accorded to the Master Fund under such laws and regulations are unavailable for transactions on non-U.S. exchanges and with non-U.S. counterparties.

***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 securities or the Master Fund's ability to acquire or dispose of such securities or investments in an efficient manner. These factors may have negative consequences for the valuation of the Master Fund's portfolio that Laurion may be unable to anticipate or hedge against.

***Currencies.*** The Master Fund typically invests a portion of its assets in non-U.S. currencies, or in instruments denominated in non-U.S. currencies, the prices of which are determined with reference to currencies other than the U.S. dollar. The Master Fund, however, values its securities and other assets in U.S. dollars. The Master Fund may or may not seek to hedge all or any portion of its foreign currency exposure. To the extent the Master Fund's investments are not hedged, the value of the Master Fund's assets will fluctuate with U.S. dollar exchange rates as well as the price changes of the Master 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 the Master Fund makes its investments will reduce the effect of increases and magnify the effect of decreases in the value of the Master Fund's positions in its local markets. Conversely, a decrease in the value of the U.S. dollar will have the opposite effect on the Master Fund's non-U.S. dollar securities. The Master Fund also may utilize options, and forward and futures contracts to hedge against currency fluctuations, but there can be no assurance that such hedging transactions will be effective, and such techniques entail additional risks.

*Forward Contracts.* The Master Fund may enter into forward contracts and options thereon, including non-deliverable forwards. The principals 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 we would otherwise recommend, to the possible detriment of the Master Fund. In its forward trading, the Master 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 principals with which the Master Fund trades. Master Fund assets on deposit with such principals 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. We may order trades for the Master Fund in such markets through agents. Accordingly, the insolvency or bankruptcy of such parties could also subject the Fund and the Master Fund to the risk of loss.

*Illiquid Securities.* Certain securities may be illiquid because, for example, they are subject to legal or other restrictions on transfer or there is no liquid market for the securities. Valuation of those securities may be difficult or uncertain because there may be limited information available about the issuers. The market prices, if any, for illiquid securities tend to be volatile and may not be readily ascertainable, and the Master Fund may not be able to sell them when it desires to do so or to realize what it perceives to be their fair value in the event of a sale. The sale of restricted and illiquid securities often requires more time and results in higher brokerage charges or dealer discounts and other selling expenses than does the sale of securities eligible for trading on national securities exchanges or in the over-the-counter markets. The Master Fund may not be able to readily dispose of illiquid investments and, in some cases, may be contractually prohibited from disposing of such investments for a specified period of time. As a result, the Master Fund may be required to hold illiquid securities despite adverse price movements. Even those markets which Laurion expects to be liquid can experience periods, possibly extended periods, of illiquidity. Occasions have arisen in the past where previously liquid investments have rapidly become illiquid.

*Preferred Stock.* Investments in preferred stock involve 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 an issuer'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.

*Restricted Securities.* Restricted securities, including investments in private companies, cannot be sold to the public without registration under the Securities Act. Unless registered for sale, restricted securities can be sold only in privately negotiated transactions or pursuant to an exemption from registration (e.g., under Rule 144A of the Securities Act). Although these securities may be resold in privately negotiated transactions, because there is often little liquidity for these securities, they may be difficult and take a substantial amount of time to sell, and the prices realized from these sales could be less than those originally paid by the Master Fund. Restricted securities may involve a high degree of business and financial risk which may result in substantial losses.

*Energy Commodities.* Markets for energy-related commodities, including, among others, electricity, coal, natural gas, crude oil and other petroleum products, can be susceptible to substantial price fluctuations over short periods of time and are particularly affected by political events, natural disasters, exploration and development success or failure, and technological changes. In addition, significant short-term price volatility can be caused by the inability to store electricity, tariff regulation and consumer advocacy.

*Agricultural Commodities.* Agricultural commodities are particularly sensitive to changes in, among other things, climate, crop and livestock health, world political events, government action (including export and import restrictions and embargoes), international and regional trade contracts, labor contracts, transportation systems and crop predictions. Significant production declines and volume decreases of agricultural commodities can occur as a result of, among other things, hurricanes, tornadoes, floods, fires and other natural disasters. In addition, agricultural commodities are subject to price volatility as a result of disruptions relating to the facilities necessary to produce, transport, store and deliver the agricultural commodity. As a result, the net assets of the Master Fund may be affected by such factors.

*Precious Metals.* Prices of precious metals (e.g., gold, silver, platinum and palladium) are affected by factors such as cyclical economic conditions, political events, and monetary policies of various governments and countries. In addition, certain precious metals are geographically concentrated, and events in those parts of the world in which such concentration exists may affect their values. Gold and other precious metals are also subject to governmental action for political reasons. The markets for precious metals are volatile and there may be sharp fluctuations in prices even during period of rising prices.

*Debt Securities Generally.* The Master Fund typically invests a portion of its capital in bonds or other fixed income securities, including, among others: bonds; convertible bonds; notes and debentures issued by corporations; debt securities issued or guaranteed by the U.S. Government or non-U.S. sovereign governments or one of its agencies or instrumentalities; commercial paper; and "higher yielding" (and, therefore, higher risk) debt securities of the former categories. Debt securities of all types of issuers may have speculative characteristics, regardless of whether they are rated. The issuers of these instruments (including sovereign issuers) may face significant ongoing uncertainties and exposure to adverse conditions that may undermine the issuer's ability to make timely payment of interest and principal in accordance with the terms of the obligations.

*Market Making by Dealers.* The value of the Master Fund's fixed income investments will be affected by general fixed income market conditions, such as the volatility and liquidity of the fixed income market, which are affected by the ability of dealers to "make a market" in fixed income investments. In recent years, the market for bonds has significantly increased while dealer inventories have significantly decreased, relative to market size. This reduction in dealer inventories may be attributable to regulatory changes, such as capital requirements,

and is expected to continue. As dealers' inventories decrease, so does their ability to make a market (and, therefore, create liquidity) in the fixed income market. Especially during periods of rising interest rates, this could result in greater volatility and illiquidity in the fixed income market, which could impair the Master Fund's profitability or result in losses.

*Interest Rate Risk.* Changes in interest rates can affect the value of the Master Fund's investments in fixed income instruments. Increases in interest rates may cause the value of the Master Fund's debt investments to decline. The Master Fund may experience increased interest rate risk to the extent 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.

*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 Master Fund to decrease, which may result in substantial withdrawals from the Funds that, in turn, force the Master Fund to liquidate such instruments at disadvantageous prices negatively impacting the performance of the Master Fund.

*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 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. The Secured Overnight Financing Rate ("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 Master Fund 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 Master Fund is a party may adversely affect the performance of the Master Fund.

*Prepayment Risk.* The frequency at which prepayments (including voluntary prepayments by the obligors and accelerations due to defaults) occur on debt instruments will be affected by a variety of factors including the prevailing level of interest rates and spreads as well as economic, demographic, tax, social, legal and other factors. Generally, obligors tend to prepay their fixed rate obligations when prevailing interest rates fall below the coupon rates on their obligations. Similarly, floating rate issuers and borrowers tend to prepay their obligations



when spreads narrow.

In general, "premium" securities (securities whose market values exceed their principal or par amounts) are adversely affected by faster than anticipated prepayments, and "discount" securities (securities whose principal or par amounts exceed their market values) are adversely affected by slower than anticipated prepayments. Since many fixed rate obligations will be discount instruments when interest rates and/or spreads are high, and will be premium instruments when interest rates and/or spreads are low, such debt instruments may be adversely affected by changes in prepayments in any interest rate environment.

The adverse effects of prepayments may impact the Master Fund's portfolio in two ways. First, particular investments may experience outright losses, as in the case of an interest-only instrument in an environment of faster actual or anticipated prepayments. Second, particular investments may underperform relative to hedges that we may have constructed for these investments, resulting in a loss to the Master Fund's overall portfolio. In particular, prepayments (at par) may limit the potential upside of many instruments to their principal or par amounts, whereas their corresponding hedges often have the potential for unlimited loss.

*Corporate Debt.* Bonds, notes and debentures issued by corporations may pay fixed, variable or floating rates of interest, and may include zero-coupon obligations. Corporate debt instruments may be subject to credit ratings downgrades. Other instruments may have the lowest quality ratings or may be unrated. In addition, the Master Fund may be paid interest in kind in connection with its investments in corporate debt and related financial instruments (e.g., the principal owed to the Master Fund in connection with a debt investment may be increased by the amount of interest due on such debt investment). Such investments may experience greater market value volatility than debt obligations that provide for regular payments of interest in cash and, in the event of a default, the Master Fund may experience substantial losses.

*Zero-Coupon and Deferred Interest Bonds.* Zero-coupon bonds and deferred interest bonds are debt obligations issued at a significant discount from face value. The original discount approximates the total amount of interest the bonds will accrue and compound over the period until maturity or the first interest accrual date at a rate of interest reflecting the market rate of the security at the time of issuance. While zero-coupon bonds do not require the periodic payment of interest, deferred interest bonds generally provide for a period of delay before the regular payment of interest begins. Such investments experience greater volatility in market value due to changes in interest rates than debt obligations that provide for regular payments of interest.

*High-Yield.* Bonds or other fixed income securities that are "higher yielding" (including non-investment grade) debt securities are generally not exchange-traded and, as a result, these securities trade in the over-the-counter marketplace, which is less transparent and has wider bid/ask spreads than the exchange-traded marketplace. High-yield securities face ongoing uncertainties and exposure to adverse business, financial or economic conditions, which could lead to the issuer's inability to meet timely interest and principal payments. High-yield securities are generally more volatile and may or may not be subordinated to certain other outstanding securities and obligations of the issuer, which may be secured by substantially all of the issuer's assets. High-yield securities may also not be protected by financial covenants or limitations on additional indebtedness. The market values of certain of these lower-rated and unrated debt securities tend to reflect individual corporate developments to a greater extent than do higher-rated securities, which react primarily to fluctuations in the general level of interest rates, and tend to be more sensitive to economic conditions than are higher-rated securities. Companies that issue these securities may be highly leveraged and

may not have available to them more traditional methods of financing. In addition, the Master Fund may invest in bonds of issuers that do not have publicly traded equity securities, making it more difficult to hedge the risks associated with such investments.

The Master Fund may invest in obligations of issuers that are generally trading at significantly higher yields than had been historically typical of the applicable issuer's obligations. These investments may include debt obligations that have a heightened probability of being in covenant or payment default in the future or that are currently in default and are generally considered speculative. The repayment of defaulted obligations is subject to significant uncertainties. Defaulted obligations might be repaid only after lengthy workout or bankruptcy proceedings, during which the issuer might not make any interest or other payments. Typically such workout or bankruptcy proceedings result only in partial recovery of cash payments or an exchange of the defaulted security for other debt or equity securities of the issuer or its affiliates, which may in turn be illiquid or speculative.

*Convertible Securities.* A convertible security may be subject to redemption at the option of the issuer at a price established in the convertible security's governing instrument. If a convertible security held by the Master Fund is called for redemption, the Master Fund will be required to permit the issuer to redeem the security, convert it into the underlying common stock or sell it to a third party. Any of these actions could have an adverse effect on the Master Fund's ability to achieve its investment objective.

*Credit Default Swaps.* Credit default swaps can be used to implement Laurion's view that a particular credit, or group of credits, will experience credit improvement or deterioration. In the case of expected credit improvement, the Master Fund may sell credit default protection in which it receives a premium to take on the risk. In such an instance, the obligation of the Master Fund to make payments upon the occurrence of a credit event creates leveraged exposure to the credit risk of the referenced entity. The Master Fund may also buy credit default protection with respect to a referenced entity if, in our judgment, there is a high likelihood of credit deterioration. In that instance, the Master Fund will pay a premium regardless of whether there is a credit event.

*Repurchase and Reverse Repurchase Agreements.* In a reverse repurchase transaction, the Master Fund "buys" securities issued 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 Master Fund, plus interest at a negotiated rate. The use of repurchase and reverse repurchase agreements by the Master Fund involves certain risks. For example, if the seller of securities to the Master Fund under a reverse repurchase agreement defaults on its obligation to repurchase the underlying securities, as a result of its bankruptcy or otherwise, the Master 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 Master Fund's ability to dispose of the underlying securities may be restricted. It is possible, in a bankruptcy or liquidation scenario, that the Master 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 Master Fund may suffer a loss to the extent that 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. Similar elements of risk arise in the event of the bankruptcy or insolvency of the buyer.

*Unlisted Securities.* Unlisted securities may involve higher risks than listed securities. Because of the absence of any trading market for unlisted securities, it may take longer to liquidate, or it may not be possible to liquidate, positions in unlisted securities than would be the case

for publicly traded securities. Companies whose securities are not publicly traded may not be subject to public disclosure and other investor protection requirements applicable to publicly traded securities.

*Investments in Pooled Investment Vehicles.* The Master Fund may participate in pooled investment vehicles managed by third party advisers (a "Third-Party Adviser", and such vehicle, a "Portfolio Fund") if we determine that such an arrangement represents the best way to access a particular investment opportunity or otherwise expand the investment expertise available to the Master Fund. The Master Fund may be subject to various costs relating to such ventures, including additional performance based or fixed asset-based fees or allocations payable to the managers or finders of such investment opportunities. For opportunities involving an investment in a particular transaction, a difficult-to-access market or where a third party brings a special expertise to the situation (as determined in our sole discretion), any such fees and allocations will not reduce the management fee or the performance compensation to Laurion and its affiliates. Consequently, a particular Third-Party Adviser may receive incentive compensation in respect of its Portfolio Fund's performance during a period when the Master Fund's overall capital depreciated.

The Master Fund may have limited rights pursuant to which it may withdraw, transfer or otherwise liquidate its investments in Portfolio Funds. Investments in Portfolio Funds are not themselves marketable; therefore, the Master Fund will not be able to readily dispose of its interests in Portfolio Funds. Portfolio Funds also may be permitted to make distributions in kind with respect to withdrawals. Thus, upon the Master Fund's withdrawal of all or a portion of its interest in a Portfolio Fund, the Master Fund may receive Securities that are illiquid or difficult to value.

Interests in Portfolio Funds will generally be valued in accordance with the valuations provided by such Portfolio Funds. These valuations generally will be provided by the Third-Party Adviser or administrator of a Portfolio Fund based on the interim unaudited financial records of the Portfolio Fund, and, therefore, will be subject to adjustment (upward or downward) upon the auditing of such financial records. If an Investor makes a withdrawal, subsequent adjustments to valuations of one or more Portfolio Funds may occur and there is a risk that such Investor may receive an amount upon withdrawal that is greater or less than the amount such Investor would have been entitled to receive on the basis of the adjusted valuation.

In addition, generally, neither the Master Fund's administrator nor Laurion will have access to detailed information regarding the underlying portfolios of the Portfolio Funds; each relies on the limited information provided to it by the Portfolio Funds or their administrators. The failure of the Portfolio Funds or their administrators to appropriately value the net assets of the Portfolio Funds could adversely affect the Master Fund and the Master Fund's reported performance.

*Bankruptcy Claims.* The Master Fund's investments may include debt and equity of financially distressed companies. In the event that the issuer files for bankruptcy protection, the Master Fund will likely be unable to sell its claims without realizing a significant loss and may be unable to recover current interest on such claims during the course of the bankruptcy case. The markets in U.S. bankruptcy claims are generally not regulated by U.S. federal securities laws or the SEC. To the extent debt investment is unsecured (i.e., has no collateral securing repayment), such claims may have a lower priority than secured claims (which have first recourse to the collateral securing such claim). In addition, the debt of an issuer in bankruptcy may be adversely affected by an erosion of the issuer's business and overall value. Accordingly, there can be no guarantee that a debtor will be able to satisfy all of its liabilities or that the Master Fund will be able to recover the entire amount of its bankruptcy claim.

Many of the events within a bankruptcy case are adversarial and often beyond the control of the creditors. While creditors generally are afforded an opportunity to appear and be heard, there can be no assurance that a bankruptcy court would not approve actions that may be contrary to the interests of the Master Fund (in its role as a creditor). Furthermore, there are instances where creditors lose their priority under Title 11 of the United States Code (i.e., are equitably subordinated) if, for example, they have engaged in misconduct that harms other creditors. In those cases where the Master Fund is found to have engaged in such misconduct, the Master Fund may lose its priority.

Generally, the duration of a bankruptcy case can only be roughly estimated. The reorganization of a company usually involves the development and negotiation of a plan of reorganization, the approval of the plan by creditors and confirmation of the plan by the bankruptcy court. This process can involve substantial legal, professional and administrative costs to the company and the Master Fund; it is subject to unpredictable and lengthy delays; and during the process the company's competitive position may erode, key management may depart and the company may not be able to invest adequately. In some cases, the issuer may not be able to reorganize and may be required to sell its assets either as a going concern or as part of a liquidation. As a result, even in those circumstances where the Master Fund may recover the entire amount of its bankruptcy claim, the Master Fund may be adversely impacted by any costs incurred by the Master Fund in representing its interests in a debtor's bankruptcy case.

U.S. bankruptcy law permits the classification of "substantially similar" claims in determining the classification of claims in a reorganization for the purpose of voting on a plan of reorganization. Because the standard for classification is vague, there exists a significant risk that the Master Fund's influence with respect to a class of securities can be lost by virtue of the size of its claim relative to the claims of the entire class. In addition, certain administrative costs and claims that have priority by law over the claims of certain creditors (for example, claims for certain taxes) may impair the recovery of an investment in a bankruptcy claim.

The Master Fund intends to invest some of its assets in securities of issuers domiciled, or assets located, globally. Investment in the debt of financially distressed companies domiciled outside the United States involves additional risks. Bankruptcy law and process may differ substantially from that in the United States, resulting in greater uncertainty as to the rights of creditors, the enforceability of such rights, reorganization timing and the classification, seniority and treatment of claims. In certain developing countries, although bankruptcy laws have been enacted, the process for reorganization remains highly uncertain.

Laurion, on behalf of the Master Fund, may elect to serve on creditors' committees, equityholders' committees or other groups to ensure preservation or enhancement of the Master Fund's positions as a creditor or equityholder. A member of any such committee or group may owe a fiduciary duty and be subject to certain obligations to all members the committee represents and/or to other similarly situated parties. Laurion may resign from that committee or group for any reason, including, for example, if Laurion concludes that its obligations owed to the other parties as a committee or group member conflict with its duties owed to the Master Fund. In such case, the Master Fund may not realize the benefits, if any, of participation on the committee or group. In addition, if the Master Fund is represented on a committee or group, it may be restricted or prohibited under applicable law from disposing of or increasing its investments in such company while it continues to be represented on such committee or group.

The Master Fund may purchase creditor claims subsequent to the commencement of a

bankruptcy case. Under judicial decisions, it is possible that such purchase may be disallowed by the bankruptcy court if the court determines that the purchaser has taken unfair advantage of an unsophisticated seller, which may result in the rescission of the transaction (presumably at the original purchase price) or forfeiture by the purchaser. Additionally, the claim may be disallowed or subordinated if the bankruptcy court determines that the seller engaged in inequitable conduct that harmed other creditors.

Reorganizations can be contentious and adversarial, and it is by no means unusual for participants to use the threat of litigation and to engage in litigation as a negotiating technique. The expense of defending against claims by third parties and paying any amounts pursuant to settlements or judgments would generally be borne by the Master Fund.

*Loan Investments.* The Master Fund's success in the area of loan investing will depend, in part, on its ability to obtain loans on advantageous terms. In purchasing loans, the Master Fund will compete with a broad spectrum of investors and institutions. Increased competition for, or a diminution in the available supply of, qualifying loans could result in lower yields on such loans, which could reduce returns to investors.

*Collateralized Obligations Generally.* There are a variety of different types of collateralized debt obligations ("CDOs") and collateralized loan obligations ("CLOs"), including CDO and CLO equity, multi-sector CDO equity, trust preferred CDO equity and CLO debt. CDOs are subject to credit, liquidity and interest rate risks, which are each discussed in greater detail above. The CDO equity may be unrated or non-investment grade. As a holder of CDO equity, the Master Fund will have limited remedies available upon the default of the CDO. The Master Fund may be unable to find a sufficient number of attractive opportunities to meet its investment objective or fully invest its committed capital. For example, from time to time, the market for CDO transactions has been adversely affected by a decrease in the availability of senior and subordinated financing for transactions, in part in response to regulatory pressures on providers of financing to reduce or eliminate their exposure to such transactions. CDOs often invest in concentrated portfolios of assets. The concentration of an underlying portfolio in any one obligor would subject the related CDOs to a greater degree of risk with respect to defaults by such obligor and the concentration of a portfolio in any one industry would subject the related CDOs to a greater degree of risk with respect to economic downturns relating to such industry.

The value of CDOs generally fluctuates with, among other things, the financial condition of the obligors or issuers of the underlying portfolio of assets of the related CDO ("CDO Collateral"), general economic conditions, the condition of certain financial markets, political events, developments or trends in any particular industry and changes in prevailing interest rates. Consequently, holders of CDOs must rely solely on distributions on the CDO Collateral or proceeds thereof for payment in respect thereof. If distributions on the CDO Collateral are insufficient to make payments on the CDOs, no other assets will be available for payment of the deficiency and following realization of the CDOs, the obligations of such issuer to pay such deficiency generally will be extinguished. CDO Collateral may consist of high-yield debt securities, loans, asset-backed securities and other securities, which often are rated below investment grade (or of equivalent credit quality). High-yield debt securities generally are unsecured (and loans may be unsecured) and may be subordinated to certain other obligations of the issuer thereof. The lower ratings of high-yield securities and below investment grade loans reflect a greater possibility that adverse changes in the financial condition of an issuer or in general economic conditions or both may impair the ability of the related issuer or obligor to make payments of principal or interest. Such investments may be speculative.

*Lower Credit Quality Securities.* Rated securities in which the Master Fund may invest may be deemed by rating agencies to have substantial vulnerability to default in payment of interest and/or principal. Other securities may have the lowest quality ratings or may be unrated. Lower rated and unrated securities in which the Master Fund may invest have large uncertainties or major risk exposures to adverse conditions and are considered to be predominantly speculative. Generally, such securities offer a higher return potential than higher rated securities, but involve greater volatility of price and greater risk of loss of income and principal.

The market values of certain of these securities (such as subordinated securities) also tend to be more sensitive to changes in economic conditions than higher rated securities. Declining real estate values, in particular, will increase the risk of loss upon default, and may lead to a downgrading of the securities by rating agencies. The value of such leveraged loans, ABS and MBS underlying a CDO may also be affected by changes in the market's perception of the entity issuing or guaranteeing them, or by changes in government regulations and tax policies.

*ABS and MBS Generally.* The investment characteristics of asset-backed securities ("ABS") and mortgage-backed securities ("MBS") differ from traditional debt securities. Among the major differences are that interest and principal payments are made more frequently, usually monthly, and that the principal may be prepaid at any time because the underlying loans or other assets generally may be prepaid at any time.

*ABS and MBS Subordinated Securities.* Investments in subordinated MBS and ABS involve greater credit risk of default than the senior classes of the issue or Series. Default risks may be further pronounced in the case of MBS and ABS secured by, or evidencing an interest in, a relatively small or less diverse pool of underlying loans. Certain subordinated securities absorb all losses from default before any other class of securities is at risk, particularly if such securities have been issued with little or no credit enhancement or equity. Such securities, therefore, possess some of the attributes typically associated with equity investments.

*Commercial MBS.* Mortgage loans on commercial properties often are structured so that a substantial portion of the loan principal is not amortized over the loan term but is payable at maturity and repayment of the loan principal thus often depends upon the future availability of real estate financing from the existing or an alternative lender and/or upon the current value and salability of the real estate. Therefore, the unavailability of real estate financing may lead to default.

Most commercial mortgage loans underlying MBS are effectively nonrecourse obligations of the borrower, meaning that there is no recourse against the borrower's assets other than the collateral. If borrowers are not able or willing to refinance or dispose of encumbered property to pay the principal and interest owed on such mortgage loans, payments on the subordinated classes of the related MBS are likely to be adversely affected. The ultimate extent of the loss, if any, to the subordinated classes of MBS may only be determined after a negotiated discounted settlement, restructuring or sale of the mortgage note, or the foreclosure (or deed in lieu of foreclosure) of the mortgage encumbering the property and subsequent liquidation of the property. Foreclosure can be costly and delayed by litigation and/or bankruptcy. Factors such as the property's location, the legal status of title to the property, its physical condition and financial performance, environmental risks, and governmental disclosure requirements with respect to the condition of the property may make a third party unwilling to purchase the property at a foreclosure sale or to pay a price sufficient to satisfy the obligations with respect to the related MBS. Revenues from the assets underlying such MBS may be retained by the borrower and the return on investment may be used to make



payments to others, maintain insurance coverage, pay taxes or pay maintenance costs. Such diverted revenue is generally not recoverable without a court appointed receiver to control collateral cash flow.

**ABS.** ABS are not secured by an interest in the related collateral. Credit card receivables, for example, are generally unsecured and the debtors are entitled to the protection of a number of state and federal consumer loan laws, many of which give such debtors the right to set off certain amounts owed on the credit cards, thereby reducing the balance due. Most issuers of ABS backed by automobile receivables permit the servicers to retain possession of the underlying obligations. If the servicer were to sell these obligations to another party, there is a risk that the purchaser would acquire an interest superior to that of the holders of the related ABS. In addition, because of the large number of vehicles involved in a typical issuance and technical requirements under state laws, the trustee for the holders of the ABS may not have a proper security interest in all of the obligations backing such ABS. Therefore, there is a possibility that recoveries on repossessed collateral may not, in some cases, be available to support payments on these securities. The risk of investing in ABS is ultimately dependent upon payment of consumer loans by the debtor.

The collateral supporting ABS is of shorter maturity than certain other types of loans and is less likely to experience substantial prepayments. ABS are often backed by pools of any variety of assets, including, for example, leases, mobile home loans and aircraft leases, which represent the obligations of a number of different parties and use credit enhancement techniques such as letters of credit, guarantees or preference rights. The value of an ABS is affected by changes in the market's perception of the asset backing the security and the creditworthiness of the servicing agent for the loan pool, the originator of the loans or the financial institution providing any credit enhancement, as well as by the expiration or removal of any credit enhancement.

**RMBS.** Holders of residential mortgage-backed securities ("RMBS") bear various risks, including credit, market, interest rate, structural and legal risks. RMBS represent interests in pools of residential mortgage loans secured by one to four family residential mortgage loans. Such loans may be prepaid at any time. Residential mortgage loans are obligations of the borrowers thereunder only and are not typically insured or guaranteed by any other person or entity, although such loans may be securitized by government agencies and the securities issued are guaranteed. The rate of defaults and losses on residential mortgage loans will be affected by a number of factors, including general economic conditions and those in the geographic area where the mortgaged property is located, the terms of the mortgage loan, the borrower's "equity" in the mortgaged property and the financial circumstances of the borrower. If a residential mortgage loan is in default, foreclosure of such residential mortgage loan may be a lengthy and difficult process, and may involve significant expenses. Furthermore, the market for defaulted residential mortgage loans or foreclosed properties may be very limited.

Investments in RMBS may experience losses or reduced yield if, for example, (i) the borrower of an underlying residential mortgage loan defaults or is unable to make payments, (ii) the underlying residential mortgage loans are prepaid, (iii) there is a general decline in the housing market, or (iv) violations of particular provisions of certain federal laws by an issuer of RMBS limit the ability of the issuer to collect all or part of the principal of or interest on the related underlying loans.

**Real Estate-Related Securities.** Securities issued by entities which invest in real estate, including "real estate investment trusts" ("REITs"), generally will be subject to the risks incident to the ownership and operation of commercial real estate and/or risks incident to the

making of nonrecourse mortgage loans secured by real estate. Such risks include, without limitation, the risks associated with both the domestic and international general economic climates; local real estate conditions; risks due to dependence on cash flow; risks and operating problems arising out of the absence of certain construction materials; changes in supply of, or demand for, competing properties in an area (as a result, for instance, of overbuilding); the financial condition of tenants, buyers and sellers of properties; changes in availability of debt financing; energy and supply shortages; changes in the tax, real estate, environmental, and zoning laws and regulations; various uninsured or uninsurable risks; natural disasters; and the ability of the Master Fund or third-party borrowers to manage the real properties. In addition, the Master Fund may incur the burdens of ownership of real property, which include the paying of expenses and taxes, maintaining such property and any improvements thereon, and ultimately disposing of such property.

### ***Equity Investments in Private Companies***

*Risk of Early Stage Companies.* Investments in companies at an early stage of development involves a high degree of business and financial risk. 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. Such companies may face intense competition, including competition from companies with greater financial resources, more extensive development, better marketing and service capabilities and a larger number of qualified management and technical personnel. Such risks may adversely affect the performance of such investments and result in substantial losses.

*Control Issues.* Although the Master Fund may seek protective provisions when it takes minority positions in private companies, such as board seats or observer rights, we may not be in a position to exercise control over the management of such companies, which may limit its ability to protect its position in such companies.

### ***Quantitative Strategies and Analysis***

*Trading Decisions Based on Systematic and other Quantitative Analysis.* Our systematic trading decisions are generally based on quantitative models, signals, and other analyses. Any factor that would lessen the prospect of major trends occurring in the future may reduce the prospect that a particular trading method or strategy will be profitable in the future. In the past, there have been periods without discernible trends and, presumably, these periods will continue to occur in the future. Moreover, any factor that would make it more difficult to execute trades at desired prices in accordance with the signals of the trading method or strategy (such as a significant lessening of liquidity in a particular market) can be detrimental to the profitability of that method or strategy.

*Quantitative Model Risk and Risk Management Dangers.* There can be no assurance that the models we use will continue to be viable. The use of a model that is not viable or not completely viable could, at any time, have a material adverse effect on the Master Fund's performance. There can be no assurance that the models (even if completely or partially viable) will continue to further or ultimately be capable of furthering the Master Fund's investment objectives. Investment and risk management techniques are based in part on the observation of historical market behavior, which may not predict market divergences that differ from historical indicators. Also, information used to manage risks may not be accurate, complete or current, and such information may be subject to misinterpretation. In the complex environment in which we operate, effective risk management depends upon many factors, not all of which may be properly identified, and effective assessment, analysis,



process creation, control or treatment of risks could be difficult to implement.

To the extent that our systems execute trades autonomously, undesired results may only be detected after the fact, perhaps after a significant number of transactions have occurred. At times we may manually override or shut down the operations of a quantitative model. This would generally be done in an effort to mitigate the damage from a deteriorating or malfunctioning model or a model that is reacting negatively to unforeseen market conditions. Such an override or intervention could result in greater losses than would be the case if there had been no intervention and/or could result in the model being overridden or inactive at a time when the model would have achieved gains for the portfolio.

*Model and Data Risk.* We rely heavily on quantitative and systematic models (both proprietary models developed by us, and those supplied by third parties) and information and data supplied by third parties ("Models and Data"). Models and Data can be used to construct sets of transactions and investments, to value investments or potential investments (whether for trading purposes, or for the purpose of determining the net asset value of the Master Fund), to provide risk management insights, and to assist in hedging the Master Fund's exposure.

When Models and Data prove to be incorrect, misleading or incomplete, any decisions made in reliance on them expose the Master Fund to potential risks. For example, by relying on Models and Data, we may be induced to buy certain investments at prices that are too high, to sell certain other investments at prices that are too low, or to miss favorable opportunities altogether. Similarly, any hedging based on faulty Models and Data may prove to be unsuccessful.

All models rely on market data inputs that are assumed to be correct. Because our models are usually constructed based on, or employ, historical or current market data supplied by third parties, the success of relying on Models and Data may depend heavily on the accuracy and reliability of the supplied data, which can contain errors.

Though Model and Data risks could adversely affect the Master Fund's performance, losses that arise as a result of the use of Models and Data likely would not constitute reimbursable trade errors under our policies or the investment management agreement between us, the Manager, and the Master Fund.

*Obsolescence Risk.* Our systematic trading strategies are unlikely to be successful unless the assumptions underlying our models used to implement those strategies are realistic and either remain realistic and relevant in the future or are adjusted to account for changes in the overall market environment. If such assumptions are inaccurate or become inaccurate and are not promptly adjusted, it is likely that profitable trading signals will not be generated. If and to the extent that the models do not reflect certain factors, and we do not successfully address such omission through our testing and evaluation and modify the models accordingly, major losses may result. Models we employ in connection with our systematic trading strategies cannot fully match the complexity of the financial markets; therefore, unanticipated changes in underlying market conditions can significantly impact these strategies' performance. As market dynamics shift over time, a previously highly successful strategy may become outdated. Even without becoming completely outdated, a given strategy's effectiveness may decay in an unpredictable fashion as other market participants adopt similar strategies or market dynamics shift. We will continue to test, evaluate and potentially add new models, as a result of which the existing models may be modified from time to time. There can be no assurance as to the effects (positive or negative) of any modification on the Master Fund's performance.

*Crowding/Convergence.* Advisors other than Laurion may utilize similar analyses or models in making trading decisions, in which event bunching of buy and sell orders may occur, making it more difficult for a particular position to be taken or liquidated. There is significant competition among quantitatively-focused investment managers. To the extent that our models come to resemble those employed by other managers, the risk that a market disruption that negatively affects predictive models will adversely affect the Master Fund is increased, as such a disruption could accelerate reductions in liquidity or rapid repricing due to simultaneous trading across a number of funds in the marketplace. In addition, certain strategies which have performed well in the past may not continue to perform well in the future, and as similar strategies develop and grow, the margins of profitability of these strategies may narrow.

*Risk of Programming and Modeling Errors.* Our research and modeling process is complex and involves financial, economic, econometric and statistical theories, research and modeling; the results of that process sometimes must then be translated into computer code. Although we seek to hire individuals skilled in each of these functions and to provide appropriate levels of oversight, the complexity of the individual tasks, the difficulty of integrating these tasks, and the limited ability to perform "real world" testing of the end product raise the chances that the finished model may contain an error or errors or may not lead to the intended outcome. Though losses arising from programming and modeling errors could adversely affect the Master Fund's performance, those losses would likely not constitute reimbursable trade errors under our policies or the investment management agreement between Laurion, the Manager, and the Master Fund.

*Involuntary Disclosure Risk.* Our ability to achieve our investment goals for the Master Fund is dependent in large part on our ability to develop and protect our models and proprietary research. The models and proprietary research are largely protected by us through the use of policies, procedures, agreements, and similar measures designed to create and enforce robust confidentiality, non-disclosure, and similar safeguards. However, aggressive position-level public disclosure obligations (or disclosure obligations to exchanges or regulators with insufficient privacy safeguards) could lead to opportunities for competitors to reverse-engineer our models, and thereby impair the relative or absolute performance of the Master Fund.

*Technical Trading Strategies.* The buy and sell signals generated by certain of our strategies are not based on any analysis of fundamental supply and demand factors, general economic factors or anticipated world events but generally upon factors such as studies of actual daily, weekly and monthly price fluctuations, volume variations, changes in open interest and correlations and variance measures. The profitability of any technical trading strategy depends upon the future occurrence of major price moves or trends in the instruments traded. In the past there have been periods without discernible trends and presumably similar periods will occur in the future. The best trading strategy will not be profitable if there are no trends of the kind it seeks to follow. In addition, a technical trading strategy may be profitable for a period of time, after which the strategy fails to predict any future price movements. Accordingly, technical traders often modify or replace their strategy on a periodic basis. Any factor that may lessen the prospect of major trends in the future (for example, as increased governmental control of, or participation in, the markets) may reduce the prospect that the strategy will be profitable. Any factor that would make it more difficult to execute trades at the strategy's signal prices, such as a significant lessening of liquidity in a particular market, would also be detrimental to profitability.

*Spread Trading.* A part of our strategy may involve spread positions between two or more investment positions. To the extent the price relationships between these positions remain

constant, no gain or loss on the positions will occur. These positions, however, do entail a substantial risk that the price differential could change unfavorably, thus causing a loss to the spread position. Our strategy also may involve arbitraging among two or more investments. This means, for example, that the Master Fund may purchase (or sell) investments (on a current basis) and take offsetting positions in the same or related investments. To the extent the price relationships between these positions remain constant, no gain or loss on the positions will occur. These offsetting positions entail substantial risk that the price differential could change unfavorably causing a loss to the position. Moreover, the arbitrage business is extremely competitive, and many of the major participants in the business are large investment banking firms with substantially greater financial resources, larger research staffs and more investment professionals than will be available to us. Arbitrage activity by other larger firms may tend to narrow the spread between the price at which the Master Fund may purchase an investment and the price we expect that the Master Fund will receive upon consummation of a transaction.

## **Item 9 - Disciplinary Information**

In January 2014, the Master Fund unintentionally violated a position limit applicable to natural gas futures traded on the New York Mercantile Exchange ("NYMEX"). We submitted to NYMEX a settlement offer in which we agreed to pay a fine of \$25,000. NYMEX entered an order effective on June 16, 2014 accepting the settlement offer. Laurion paid in full the \$25,000 fine for this position limit violation.

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

Laurion serves as the investment manager to the Funds. We have business relationships with the following affiliated entities:

- *Laurion Capital GP, LLC* is our general partner.
- *Laurion Capital Partners LLC* is the general partner of the Onshore Fund. Laurion Capital Partners LLC also serves as the manager to the Master Fund.

Laurion is a member of the National Futures Association and registered with the Commodity Futures Trading Commission as a commodity pool operator.

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

We have adopted a Code of Ethics which recognizes our fiduciary duty to act in the best interests of the Funds. We adopted the Code of Ethics to, among other things: (1) prevent any improper personal trading; (2) identify any conflicts of interest; and (3) provide a means to address any actual or potential conflicts of interest.

Our Code of Ethics requires our employees to pre-clear certain transactions in their personal accounts with our Chief Compliance Officer or his designee, subject to certain exceptions for securities such

as, among others, money market funds, open-end mutual funds and exchange traded funds. Generally we will not approve a trade if we determine that the transaction is likely to have an adverse economic impact on any of the Funds. For certain transactions, employees are subject to a 30 day holding period.

We have adopted procedures, in accordance with internal and SEC requirements, to monitor adherence to our personal trading policy. These procedures include:

- distributing our Code of Ethics to all employees upon hire;
- providing training to all employees upon hire and periodically thereafter;
- requiring all new employees to submit an initial holdings report, and to provide annual updates thereafter;
- requiring all employees to submit quarterly transaction reports and periodically provide duplicate copies of their brokerage statements; and
- requiring initial and annual certifications from all employees regarding compliance with the Code of Ethics.

We may purchase or sell for the accounts of the Master Fund securities in which we, our employees or affiliates have a position. As we describe above and further in our Code of Ethics, certain trades need to be pre-cleared with our Chief Compliance Officer (or his designee) who will only grant permission for the trade after determining that the transaction is not likely to have an adverse economic impact on any of the Funds. In addition, our employees may invest in the Funds.

We also manage a vehicle that is structured as a proprietary investment vehicle because it is wholly owned by existing and former employees of Laurion (the "Proprietary Vehicle"). The Proprietary Vehicle has ceased to make new investments but may make follow-on investments from time to time in its existing portfolio companies, primarily early-stage companies that fall outside of the Master Fund's investment program. If a follow-on investment for the Proprietary Vehicle would also be suitable for the Master Fund, Laurion will resolve such conflict consistent with its duties to the Master Fund and in accordance with its policies and procedures. We have adopted an Investment Allocation Policy designed to address conflicts of interest and other matters related to the allocation of investment opportunities.

All investment decisions for the Proprietary Vehicle are required to adhere to the Personal Trading policy set forth in our Code of Ethics.

All clients and prospective clients may obtain a copy of our Code of Ethics by writing to our Chief Compliance Officer at Laurion Capital Management LP, 360 Madison Avenue, Suite 1900, New York, NY 10017.

## **Item 12 - Brokerage Practices**

Subject to each Fund's established guidelines, limitations or restrictions (if any), we have the authority to determine for each Client:

- Which securities are to be bought or sold;
- The total amount of securities to be bought or sold;
- Through which broker(s) or dealer(s) those securities are to be bought or sold; and
- The commission rates or spreads to be paid for each transaction.

Portfolio transactions for the Master Fund are allocated to brokers and dealers based on a number of factors, including price, the ability of the broker or dealer to effect the transactions, the brokers' and dealers' facilities, reliability and financial responsibility and in consideration of such brokers' and dealers' provision or payment of the costs of brokerage and research services that are of benefit to the Master Fund. We are not required to solicit competitive bids and do not have an obligation to seek the lowest available commission or price. Therefore, if we determine in good faith that the commissions or other compensation charged by a broker or dealer are reasonable in relation to the value of the brokerage, research and related products and services provided by such broker or dealer, the Master Fund may compensate such broker in an amount greater than the amount another broker or dealer might charge.

Research products or services provided to us may include research reports on particular industries and companies, economic surveys and analyses, recommendations as to specific securities and other products and services providing lawful and appropriate assistance to us in the performance of our investment decision-making responsibilities.

We do not have any formal arrangements in place to use client commission dollars, known as "soft dollars", to pay for any products or services. However, we do receive research from brokers and dealers with whom we trade, and such research may be deemed soft dollar research. To the extent we are deemed to use soft dollars to pay for research products or services, such use will fall within the safe harbor created by Section 28(e) of the Securities Exchange Act of 1934, as amended.

When we use brokerage commissions (or markups or markdowns) generated by a client to obtain research or other products or services, we receive a benefit because we do not have to produce or pay for these products or services. While we are obligated to seek best execution for each client, the fact that we can obtain or receive these products or services may create an incentive for us to select or recommend a particular broker-dealer based on our interests, to the exclusion of another broker-dealer that offers business terms that are also favorable to one or more clients.

From time to time, brokers may assist the Funds in raising additional funds from investors. In addition, Laurion representatives may speak at conferences and programs sponsored by prime brokers for investors interested in investing in hedge funds. Through such "capital introduction" events, prospective investors of the Funds have the opportunity to meet with us. Neither Laurion nor the Funds directly compensate the prime brokers for organizing these events or for any investments ultimately made by prospective investors attending such events. However, such events and other services (including capital introduction services) provided by a prime broker may influence us in deciding whether to use such prime brokers in connection with brokerage, financing and other activities of the Master Fund.

## **Item 13 - Review of Accounts**

The Master Fund's portfolio is monitored on a regular basis by Benjamin A. Smith and Janaka Sheehan Maduraperuma to determine, among other things, risk and positioning. Investors receive account statements directly from an independent fund administrator on a monthly basis that contain unaudited performance data and an update of their accounts. We may supplement these statements with weekly and monthly performance estimates, reports provided during investor meetings or as requested by Investors. Investors will also receive annual audited financial statements prepared in accordance with generally accepted accounting principles and annual tax information.

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

Laurion does not compensate any third parties for client or investor referrals. We do not receive any other economic benefits from non-clients in connection with the provision of investment advice to clients.

## **Item 15 – Custody**

All Master Fund assets are held by unaffiliated broker/dealers or banks, all of whom are qualified custodians, as that term is defined under the custody rule under the Investment Advisers Act. An investment adviser is deemed to have custody if it acts in any capacity that gives the adviser legal ownership of, or access to, client funds or securities. Therefore, Laurion is deemed to have custody of Master Fund assets because we or one of our affiliates either (1) acts as general partner of a Fund with the authority to dispose of funds and securities in the Funds' accounts or (2) is deemed to have custody because of its ability to withdraw its fees directly from the Funds.

Accordingly, we have developed procedures that ensure the safeguarding and protection of the Funds' assets. Such procedures include, among other things, the separation of functions and dual signatory approvals for the distribution of Fund capital. In addition, the Funds are subject to an annual audit by an independent public accountant in accordance with U.S. Generally Accepted Accounting Principles, and the audited financial statements are distributed to each Investor within 120 days of the Funds' fiscal year ends.

## **Item 16 - Investment Discretion**

Laurion has discretionary authority to determine, without obtaining specific consent from the Funds or their limited partners/shareholders, the securities and the amounts to be bought or sold on behalf of the Master Fund. Any limitations on authority are included in each Fund's Offering Documents.

## **Item 17 - Voting Client Securities**

Laurion has retained a proxy voting service to assist in the proxy voting process. The CCO manages Laurion's relationship with the proxy voting service. Laurion will generally rely on the recommendations of the proxy voting service. The CCO ensures that proxy voting service votes all proxies according to this policy, and retains all required documentation associated with proxy voting. Laurion will generally abstain from voting proxies for which the proxy voting service does not provide a recommendation. In addition, Laurion may override the recommendation of the proxy voting service if we believe the matter subject to vote may be material to a Client's account. Accordingly, we have adopted a Proxy Voting Policy, pursuant to Rule 206(4)-6 of the Advisers Act, designed to ensure that when we do vote proxies, we will vote prudently and solely in the economic interests of, and for the exclusive purpose of providing economic benefits to, Clients. Social, political, or other objectives unrelated to the value of the Client's investments will not be considered. Because Laurion does not believe it is in the Client's best economic interests, Laurion does not anticipate attempting to recall shares that have been lent or re-hypothecated in order to participate in proxy voting.



Investors may obtain a copy of our Proxy Voting Policy or a record of our proxy votes free of charge by emailing or writing to Laurion at the addresses listed above.

***Participation in Recovery from Class Actions.*** When a recovery is achieved in a class action, the funds who owned shares in the company subject to the action have the option to either (i) opt out of the class action and pursue their own remedy, or (ii) participate in the recovery achieved via the class action. Collecting the recovery involves the completion of a proof of claim form which is submitted to a claims administrator. After the claims administrator receives all proof of claim forms, it dispenses the money from the settlement fund to those persons and entities with valid claims.

Laurion utilizes a third-party service provider to identify, research, prepare, and file proof of claim forms in connection with settlements of securities class actions in which the Master Fund would appear to have the right to participate as a member of the plaintiff class. The service provider is compensated based on a percentage of the proceeds recovered from a class action filing. It should be noted the Master Fund bears the cost (i.e. receive a reduced amount of the class action proceeds) of any service provider used for class action recovery services. Laurion credits any class action settlements received to current investors in the applicable Fund when the proceeds are received.

## **Item 18 - Financial Information**

Laurion has never filed for bankruptcy and is not aware of any financial condition that is expected to affect its ability to manage client accounts.