



FIREBIRD MANAGEMENT LLC

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### FORM ADV, PART 2A BROCHURE

March 29, 2019

This brochure provides information about the qualifications and business practices of Firebird Management LLC and its relying advisors. If you have any questions about the contents of this brochure, please contact us at (212) 698-9260 or via e-mail at [firebird@fbird.com](mailto:firebird@fbird.com). The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Any reference to or use of the terms “registered investment adviser” or “registered” does not imply that Firebird Management LLC or any person associated with Firebird Management LLC has achieved a certain level of skill or training.

Additional information about Firebird Management LLC and its relying advisors is also available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

## **Item 2 - Material Changes**

There have been no material changes relating to our business since the last update of our brochure on March 31, 2018.

### Item 3 - Table of Contents

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## Item 4 – Advisory Business

### Description of the Firm

#### *The Firm*

Firebird Management LLC (“Firebird”) is a privately owned limited liability company organized under the laws of the state of New York, with its principal place of business in New York, New York. Firebird began providing investment advisory services in 1996. The current principal owners of Firebird are Harvey Sawikin, Ian Hague, Steven Gorelik and Joanne Tuckman. Firebird and the Advisory Affiliates (as defined below) serve as the discretionary investment manager to several private investment funds and provide non-discretionary management support services to two private equity funds as set forth below.

#### *Firebird’s Advisory Affiliates*

Firebird is under common control with six advisory affiliates (the “Advisory Affiliates”). The principal place of business for each of the Advisory Affiliates is New York, New York. The Advisory Affiliates and Firebird are collectively referred to in this brochure as the “Advisors.” Firebird’s Advisory Affiliates are:

Firebird Advisors LTD	Cayman Islands exempted company (“Firebird Advisors”) that began providing investment advisory services in 1994, and whose principal owners are Harvey Sawikin and Ian Hague.
Firebird Avrrora Advisors LLC	New York limited liability company (“Firebird Avrrora”) that began providing investment advisory services in 2003, and whose principal owners are Harvey Sawikin, Ian Hague, James Passin, Steven Gorelik and Joanne Tuckman.
FGS Advisors, LLC	New York limited liability company (“FGS Advisors”) that began providing investment advisory services in 2000, and whose principal owners are Harvey Sawikin and James Passin.
FG2 Advisors, LLC	New York limited liability company (“FG2 Advisors”) that began providing investment advisory services in 2006, and whose

principal owners are Harvey Sawikin and James Passin.

Firebird Value Advisors, L.P.

Delaware limited partnership (“Firebird Value”) that began providing investment advisory services in 2014, and whose principal owners are Steven Gorelik, Harvey Sawikin and Ian Hague.

Firebird Private Equity Advisors, LLC

New York limited liability company (“Firebird PE”) that began providing investment advisory services in 2002, and whose principal owners are Harvey Sawikin, Ian Hague and James Passin.

### *The Firebird Funds*

The Advisors manage and/or provide management support to various private investment funds (each a “Fund” or a “client” and together the “Funds,” the “clients” or the “Firebird Funds”).

The Funds managed by Firebird are:

Firebird New Russia Fund, Ltd. (“New Russia Fund”)  
Firebird Republics Fund, Ltd. (“Republics Fund”)  
Firebird Republics SPV Ltd. (“Republics SPV Fund”)

Firebird Advisors manages Firebird Fund, L.P. (“Firebird Fund”), Firebird Avrora manages Firebird Avrora Fund, Ltd. (“Firebird Avrora Fund”), Firebird Value manages Firebird U.S. Value Fund, L.P. (“Firebird U.S. Value Fund”) and FGS Advisors manages Firebird Global Master Fund Holdings, Ltd. (“Global Master Fund”).

The Funds managed by FG2 Advisors are:

Firebird Mongolia Fund (Cayman), Ltd. (“Mongolia Fund”)  
Firebird New Mongolia Fund, L.P. (“New Mongolia Fund”)

Mongolia Fund and New Mongolia Fund are collectively referred to as the “Mongolia Funds.”

The Funds for which Firebird PE provides management support (the “Amber Funds”) are:

Amber Trust, S.C.A. (“Amber I”)  
Amber Trust II, S.C.A. (“Amber II”)

## **Advisory Services Offered**

The Advisors serve as the investment manager or adviser, or provide management support services, to the Firebird Funds, each of which is exempt from registration with the Securities and Exchange Commission (“SEC”) under the U.S. Securities Act of 1933, as amended (the “Securities Act”), and the U.S. Investment Company Act of 1940, as amended (the “Investment Company Act”). The Advisors provide investment advisory or management support services tailored to the specific investment guidelines of each Fund as set forth in the confidential private placement memorandum (“PPM”) applicable to each Fund. Each Advisor other than Firebird PE has complete discretion and authority to manage the assets of each Firebird Fund. Each Advisor’s clients, and the underlying investors in the Funds, do not have the ability to impose restrictions on investing in certain securities or types of securities.

Firebird PE, along with Danske Capital, Sampo Bank, plc, formerly known as Danske Capital Finland (“Danske”), provides management support to the Amber Funds. Firebird PE is not affiliated with Danske. Firebird PE and Danske provide these services to the Amber Funds pursuant to a management support and advisory services agreement (the “Management Support Agreements”) with each of Amber Trust Management S.A. (“Amber Management”) and Amber Trust Management II S.A. (“Amber Management II”), which are the managers of Amber I and Amber II, respectively. Pursuant to the Management Support Agreements, Firebird PE and Danske provide Amber Management and Amber Management II with management and investment support with respect to the day-to-day management of their corporate affairs, the latest trends and opportunities in the regions in which the Amber Funds invest, identification of potential exits through their local and regional networks, certain middle and back office support, reporting to shareholders on investments, and monitoring of investments. Firebird PE does not make investment recommendations or decisions for the Amber Funds, which are made instead by Amber Management and Amber Management II, respectively, with the assistance of their respective investment advisors and upon the approval of their respective supervisory boards. Certain of the principals of Firebird PE are also members of the Supervisory Board and Management Board of Amber Management and Amber Management II. In addition, Firebird PE and Amber Management each own 50% of the participating shares in Amber and Firebird PE and Danske each own 50% of the participating shares in Amber II.

The investment objective of certain of the Funds managed by the Advisors is to achieve long-term capital appreciation. The details with respect to the manner in which each Fund seeks to accomplish this are set forth in detail in the PPM for each Fund. Firebird Fund, Firebird Avrova Fund, Republics Fund and Republics SPV Fund invest primarily in publicly-traded securities of companies operating in Russia, the other former Soviet republics, including Kazakhstan and the Baltic republics, and certain early-stage Eastern European markets, including Romania and Bulgaria. The Mongolia Funds generally invest primarily in securities of companies operating in Mongolia with an activist approach that can involve acquiring minority, majority or controlling positions in

portfolio companies. The Firebird U.S. Value Fund invests primarily in listed equity securities of U.S. companies.

All of the Funds managed by the Advisors, with the exception of Firebird U.S. Value Fund, may utilize leverage in their investment program.

The Republics SPV Fund was created in March 2009, by segregating certain illiquid assets in the Republics Fund's portfolio and conveying to the Republics SPV Fund the right to receive any proceeds that may be received with respect to these assets.

On March 31, 2015, the directors of Global Master Fund resolved to wind down the Fund, and on November 20, 2015, the directors of New Russia Fund resolved to wind the Fund down. Accordingly, these Funds are being managed with the intention of returning cash to the investors on a pro-rata basis as and when assets are realized.

Amber I and Amber II are closed end private equity investment funds investing in the Baltic region. The investment objective of the Amber Funds is to generate long-term capital gain by building a diversified portfolio of primarily equity or equity related investments in new and established private and listed companies in Estonia, Latvia, and Lithuania. To a lesser extent, these Funds may invest in other Central European and Eastern European countries designated for early E.U. membership. Amber and Amber II generally acquire significant minority ownership positions or controlled interests in portfolio companies. While the confidential private placement memorandum for each of the Funds gives Amber Management and Amber Management II broad discretion with respect to the types of portfolio companies in which the Funds may invest, the Amber Funds typically invest principally in equity or debt securities convertible into or otherwise linked to the performance of equity securities of companies established in these regions, including ordinary and preference share capital, convertible debt, equity warrants or other equity related securities. The Amber Funds may extend loans to portfolio companies and/or grant a security on their investment in a portfolio company to secure loan facilities extended to that portfolio company.

The Advisors do not participate in any wrap fee programs.

### **Assets under Management**

As of December 31, 2018, the Advisors managed approximately \$450,496,000 of regulatory assets under management on a discretionary basis. As of December 31, 2018, Firebird PE provided non-discretionary management support services to approximately \$136,274,000 of regulatory assets under management.

## **Item 5 – Fees and Compensation**

### **Management Fees**

Except for Amber I, each of the Firebird Funds pays the applicable Advisor a management fee that is calculated as a percentage of assets under management by such Advisor that ranges from 0.5% to 2% of net assets on an annual basis. During its initial investment period, the management fee payable by the New Mongolia Fund was calculated as a percentage of assets committed to the Fund by underlying investors. Fees are generally payable quarterly in advance, calculated and accrued on the first business day of the calendar quarter based on the net asset value as of the last business day of the immediately preceding calendar quarter. Investments in the Funds made by any of the Advisors and/or their affiliates and/or the principals or employees of any of them are generally not subject to the management fee. Each underlying investor in a Fund bears indirectly the fee attributable to that investor's holdings in the Fund.

Fees paid in advance are not refundable.

Amber I does not pay Firebird PE a management fee. Amber I pays Amber Management a management fee that is calculated as a percentage of assets under management. Amber Management in turn pays Firebird PE and Danske a portion of the management fee. Amber II pays directly to each of Amber Management II, Firebird PE and Danske a percentage of the management fee. During the initial investment period for each of the Amber Funds, the management fee was calculated as a percentage of assets committed to each Fund. Thereafter the management fee is calculated as a percentage of assets managed by each of the Amber Funds. The management fee paid by Amber I and Amber II is equal to 2% of net assets on an annual basis.

### **Performance-Based Compensation**

Each Advisor or an Advisory Affiliate receives a performance-based allocation in compliance with Rule 205-3 under the Investment Advisers Act of 1940, as amended (the "Advisers Act"). The performance allocation is typically on an annual basis at the end of each year and is generally equal to a percentage of net profits of each Fund, excluding, where applicable, appreciation or depreciation in any Special Situation Investment (as defined in the relevant Fund governing documents), which is only allocated when there is a realization of such Special Situation Investment, as determined by the Advisory Affiliate, or until the Advisory Affiliate determines that the Special Situation Investment should no longer be designated as such. The performance allocation is deducted from the account of each underlying Fund investor in the amount attributable to that investor's holdings in the Fund.

The performance allocation is typically subject to a high water mark. This means that no performance allocation is made unless the value of client assets has increased since the prior allocation. In addition, no performance allocation will be paid with respect to an investor in Republics Fund or the Republics SPV Fund unless the combined net gain for a



shareholder in the Republics Fund and the Republics SPV Fund exceeds the combined high water mark of the Republics Fund and the Republics SPV Fund shares held by the investor, taking into account distributions from the SPV. New investors in Republics Fund or the Republics SPV Fund (via share transfer) will be subject to a new high water mark. If the client terminates the investment management agreement, or an underlying investor withdraws its assets from a Fund, the performance allocation will be calculated and payable on the date of termination or withdrawal. Investments in Funds made by an Advisor and/or their principals, employees and/or affiliates are not subject to the performance-based fee.

Allocation shares of New Russia Fund, which are owned by principals of Firebird, receive a performance-based allocation equal to 20% of the net profits of the Class A Shares and 15% of the net profits of the Class A1 shares. Class A Allocation shares and Class B Allocation shares of Republics Fund, which are owned by the principals and key employees, respectively, of Firebird receive a performance-based allocation equal to 20% of the net profits of the Class A Shares. Upon distribution of assets to a shareholder of the Republics SPV Fund, if all of the above-mentioned conditions are met, Class A & B Allocation shareholders of the Republics Fund also receive a performance-based allocation in an amount equal to 20% of net profits of participating shares in the Republics SPV Fund.

Firebird Fund allocates to Firebird Advisors a performance allocation equal to 15% of net profits per year.

Firebird Aurora Fund allocates to Firebird Aurora a performance allocation equal to 17.5% of the net profits of the Aurora Class C Shares and 15% of the net profits of the Aurora Class A Shares and the Aurora Class D Shares.

FGS Advisors is allocated a performance allocation equal to 17.5% of the net profits of each Global Master Fund Class A Share and Global Master Fund Class B Share, and 15% of the net profits of each Global Master Fund Class C Share.

Firebird Value Holdings LLC, an affiliate of Firebird Value, is allocated an annual performance allocation from Firebird U.S. Value Fund equal to 30% of the excess of the net realized and unrealized appreciation in net asset value of each investor's investment over the net appreciation that would have been generated if the balance of an investor's capital account was indexed to the performance of the fund's benchmark.

Except to the extent that a distribution is made prior to that time, Class A and Class C shares in the Mongolia Fund are not subject to any performance-based compensation during the first three years of their investment. Class B shares of the Mongolia Fund and all investors in the New Mongolia Fund are not subject to any performance based compensation during the first four and five years of their investment, respectively. Thereafter (or in the event that a distribution is made prior to the three, four, or five year period, as applicable), once investments held by each such share class are liquidated, FG2 Advisors will distribute, generally on a quarterly basis, all income from, or proceeds from the disposition of, the assets (net of all related fees and expenses, including any accrued

management fee). Each underlying investor's proportionate share of any such income and net proceeds will be distributed first, 100% to each investor in the Fund, until the cumulative distributions to each such investor equal the amount contributed to the Fund by such investor; and thereafter, 80% to each Mongolia Fund Class A, Class B or Class C shareholder and each investor in Firebird New Mongolia, and 20% to FG2 Advisors or Firebird Mongolia GP, LLC, as applicable.

The Amber Funds are subject to a typical private equity carried interest. At the end of each calendar year, or in certain instances within sixty days of the disposition of a portfolio company, each underlying investor's proportionate share of any net income and/or proceeds from the disposition of portfolio companies will be distributed first, 100% to each investor in the Fund (including the holders of Participating Shares), until the cumulative distributions to each such investor equal the amount of funded commitments to the Fund by such investor, and a preferred return of 6% per annum; then 100% of all distributions to Firebird PE and Danske (either directly or through Amber Management) until they have received an amount equal to 20% of all distributions; and then 80% to each investor in Amber I or Amber II and 20% to Firebird PE and Danske. The amounts received by Firebird PE and Amber Management with respect to Amber I, and by Firebird PE and Danske with respect to Amber II are split 50-50. Amber Management pays Danske its share of fees received based on a fee arrangement.

### **Fee Differentials**

In limited circumstances, certain underlying investors in each Firebird Fund, other than the Amber Funds, may have other unique arrangements with the applicable Advisor for such Fund, such as preferential fees, liquidity or transparency. For example, principals of the Advisors (other than Firebird PE) do not pay the management fee and are not subject to the performance allocation with respect to their investments in each of the Funds. In addition, investors such as those providing large or initial investments in a Fund may have specially tailored arrangements with respect to their investment in a Fund, for example, reservation of investment capacity or co-investment opportunities. The applicable Advisor may enter into such arrangements without notice to, or the consent of, investors in a Fund, and other investors in the Fund will not be entitled to comparable terms.

### **Payment of Fees**

The administrator for each Fund (other than the Amber Funds) deducts from the account of each investor subject to such fees the quarterly management fee, prorated if the account was opened during that quarter, and the annual performance allocation, if applicable.

Firebird PE does not deduct advisory fees or other expenses directly from the Amber Funds. Payment of fees to Firebird PE for services provided to the Amber Funds are calculated and paid by Amber Management or Amber Management II, as applicable, or their respective administrators.

## **Additional Fees and Expenses**

In addition to the fees paid to the Advisors, each Firebird Fund bears all other expenses related to its investments and operations, including brokerage commissions, transaction fees, audit, legal and administrative fees, fees and expenses of consultants, appraisers and other third party services providers, insurance costs for the Advisors and the Funds, legal costs related to investment activities of the Funds, including costs of litigation or other actions taken to collect or enforce rights with respect to investments, expenses of any litigation or regulatory investigation instituted by or against any Fund, the Advisors or their affiliates in connection with the affairs of the Funds, costs of preparing required regulatory filings, travel expenses related to specific investments, and all other costs and expenses which may be incurred in connection with the purchase, sale or holding of investments by a Fund. Some of the Funds that invest in Mongolia use certain due diligence, consulting, regulatory, licensing and other services provided by a consulting firm based in Mongolia. The Funds will also incur other charges imposed by custodians, brokers and other third parties, such as custodial fees, transaction related expenses, withholding and transfer taxes, and wire transfer and other fees. Such charges, fees and commissions are exclusive of and in addition to the fees payable to the Advisors. The Advisors do not receive a portion of these other commissions, fees and costs. (Please refer to the “Brokerage Practices” section (Item 12) below for additional information.)

Expenses are allocated among the Funds in proportion to their participation in a particular investment, in proportion to their respective net asset values, or in such other manner as the Advisors determine to be equitable.

Principals or employees of Firebird may from time to time act as directors of portfolio companies or provide advisory, consulting, or other services to portfolio companies, and charge fees to portfolio companies determined on an arms length basis, subject to Firebird’s Code of Ethics and compliance policies and procedures.

## **Early Withdrawal and Related Charges**

Investors in the Funds are not subject to early withdrawal charges.

Firebird Advisors may impose a withdrawal charge on any withdrawal payments to a withdrawing investor from Firebird Fund. The purpose of the charge is to reflect actual or estimated costs to the Firebird Fund associated with funding withdrawals, including brokerage commissions and other transaction costs associated with liquidating portfolio positions. Withdrawal charges are collected for the account of the Firebird Fund, and no amount is payable to Firebird Advisors.

## **Termination of Advisory Services**

The Investment Management Agreements with the Advisors (other than Firebird PE) are typically renewable automatically for one-year terms unless terminated with the approval

of a specified percentage of the underlying investors in each Fund upon providing the specified amount of written notice of such termination. Each Management Support Agreement remains in effect until terminated by the applicable Amber Fund at any time, or by any of the parties to the agreement upon the breach of the agreement by another party or under certain other specified circumstances.

### **Other Compensation**

Employees of the Advisors do not receive compensation in connection with the sale of securities or other investment products. The applicable Advisor may pay a portion of the performance allocation and/or the management fee attributable to investors in the Funds, who were introduced as investors, to persons who made such introductions.

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

Each Fund, and the investors in the Funds, are subject to performance-based compensation arrangements as described above under “Performance Allocation.”

The performance-based compensation payable by the client to the Advisors or their affiliates may create an incentive for the Advisors to make or recommend investments that are riskier or more speculative than would have been the case in the absence of a right to performance-based compensation. In many cases, the performance-based compensation is based upon both realized and unrealized gains (net of realized and unrealized losses), in which event the applicable Advisor may receive performance-based compensation based upon unrealized appreciation in particular positions which is not in fact achieved upon eventual disposition of such positions.

As described above, different Firebird Funds pay performance-based compensation arrangements at different rates. This may create an incentive to favor, or to allocate certain riskier or more speculative investments to, the Fund that is subject to the higher rate. However, as described further in the “Trade Allocation” section of Item 12 below, each Advisor will allocate all investment opportunities among its clients in a manner that it considers fair and equitable to all clients, considering all factors potentially applicable to each client.

## **Item 7 – Types of Clients**

The Advisors offer their investment advisory and/or management support services, as applicable, only to private investment funds that are exempt from registration under the Investment Company Act. New investors in the Funds must be accredited investors (as defined in Regulation D under the Securities Act), and if they are U.S. persons (as defined by applicable regulations), must also be qualified clients (as defined under the Advisers Act) or qualified purchasers (as defined under the Investment Company Act), or certain employees of the Advisors or other affiliated entities.

Investors in the Funds include high net worth individuals; pension and profit sharing plans; charitable organizations and foundations; corporations, partnerships, LLCs or other businesses; and trusts.

Eligibility requirements and minimum investment amounts are set forth in the governing documents for each Fund. Minimum contribution amounts are typically subject to reduction by the applicable Advisor, provided that contribution amounts may not be reduced below certain statutorily required minimums.

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

### **Methods of Analysis**

Each Advisor uses the following methods of analysis in formulating investment advice and/or providing management support services, as applicable:

*Fundamental Analysis:* The Advisors attempt to measure the intrinsic value of a security by looking at economic and financial factors (including the overall economy, prospects for markets in the geographic regions where the Funds invest, industry conditions, and the financial condition and management of the company itself) to determine if the company is underpriced (indicating it may be a good time to buy) or overpriced (indicating it may be time to sell). Because the investment strategy of each Fund is based in part on the overall prospects for the markets of the regions in which it invests, the Advisors also consider the fundamentals of each country: the macro economy and fiscal and monetary policy, as well as the impact of political factors. Fundamental analysis is the primary foundation of the Advisors' research efforts.

*Qualitative Analysis:* The Advisors evaluate non-quantifiable factors such as the quality of management, labor relations, and strength of research and development factors not readily subject to measurement, in an attempt to predict changes to share price based on that data. A risk of using qualitative analysis is that the Advisors' subjective judgment may prove incorrect.

*Technical Analysis:* The Advisors analyze past market movements and apply that analysis to the present to supplement their fundamental research in an attempt to recognize recurring patterns of investor behavior and potentially predict future price movement.

*Risks for all Forms of Analysis:* The securities analysis methods that the Advisors use may rely on the assumption that the companies in which they invest, the rating agencies that review securities, and other publicly-available sources of information are providing accurate and unbiased data. While the Advisors attempt at all times to be alert to indications that data may be incorrect, there is always a risk that their analysis may be compromised by inaccurate or misleading information. This is especially the case with

respect to investments in many of the emerging markets in which the Firebird Funds invest. (See “Risk of Loss - Quality of Information” in this Item 8.)

### **Investment Strategies**

The Advisors use the following strategies, among other considerations, in managing each client’s assets, consistent with the client’s investment objectives and risk tolerance as stated in the confidential private placement memorandum for each client Fund:

*Long-Term Purchases:* The Advisors often purchase securities with the idea of holding them in the client’s account for at least one year and in some cases significantly longer. Typically the Advisors use this strategy when:

- they believe the securities to be currently undervalued; and/or
- they want exposure to a particular asset class over time, regardless of the current projection for the asset class.

A risk of a long-term purchase strategy is that by holding the security for this length of time, the Funds may not take advantage of short-term gains that could be profitable. Moreover, if the predictions are incorrect, a security may decline sharply in value before a decision is made to sell.

*Fixed Income Transactions:* While the Funds trade primarily in equity securities, the confidential private placement memorandum for certain Funds provides the flexibility to invest in fixed income and hybrid securities, which can include a wide array of debt instruments, including investment grade debt, government securities, corporate debt, money market instruments, non-investment grade (or high yield) debt and others. To varying degrees, fixed income securities are subject to interest rate and credit and liquidity risks, among others.

The lead portfolio manager(s) of each Fund generally has (have) final authority over all portfolio decisions, including sizing of positions, allocation of capital among sectors and maintenance of targeted gross and net exposures.

*Margin Transactions:* Certain of the Advisors may purchase securities for Fund portfolios with money borrowed from the Fund’s custodian or brokerage account as a short term borrowing mechanism, for example to help fund redemptions. This may allow the Fund to buy more securities than the Fund would be able to buy with the cash that is available, and may allow the Advisor to purchase securities for the Fund without selling other holdings.

## **Risk of Loss**

### *Risks Applicable to All Funds Managed by the Advisors*

The PPM for each Fund sets forth in greater detail the risks associated with an investment in that Fund. All investors in the underlying Funds are provided with a copy of the PPM prior to investing, and are encouraged to review it thoroughly. Investors are also encouraged to review the PPM with their financial consultants, and members of the applicable Advisor are also available to respond to questions an investor may have regarding the nature of the Fund's investments and the associated risks. Set forth below are some of the risks that apply to many of the Funds managed by the Advisors, although not every risk applies to all Funds. It is by no means an exhaustive list, nor is it a substitute for a thorough review of the PPM for the applicable Fund.

*General Risk of Loss:* As with any investment, investing in securities involves a risk of loss. Future returns are not guaranteed and the client Fund may lose money on investments. The securities markets are volatile and clients should consider carefully the amount of risk and/or loss they are willing to bear. The Advisors in no way guarantee performance, and the value of assets may fluctuate and be worth less than the amount originally invested. A client should only invest assets it will not need for current purposes and that can be invested on a long-term basis. These risks apply to underlying investors in the client Funds as well.

*Selection of Securities:* Because the Funds invest primarily in equity securities, the Advisors believe that the primary risk of loss is associated with securities selection. The price of a company's stock could decline or underperform for many reasons, including, among others, poor management, financial problems, declines in the geographic markets where the Funds invest or business challenges. If a company declares bankruptcy or becomes insolvent, its stock could become worthless. The Advisors attempt to minimize this risk through the construction of each Fund's portfolio.

*Quality of Information:* Investors in Russia, Mongolia, the Baltic States and other emerging markets in which the Funds invest generally have access to less reliable or less detailed information, including both general economic data and information concerning the operations, financial results, capitalization and financial obligations, earnings and securities of specific enterprises. The quality and reliability of information available to the Advisors will, therefore, generally be lower than the quality and reliability of comparable information relating to investments in the United States and other more developed countries. Obligations of companies to publish information are also more limited, thus further restricting opportunities for the Advisors to carry out due diligence. Also, the quality and reliability of official data published by the government and government agencies is generally not equivalent to that of more developed countries.

*International and Emerging Markets Risks:* Investments in non-U.S. markets are subject to the risks generally associated with international investing, such as currency fluctuation, limited liquidity, price volatility, and restrictions on foreign investment. To the extent

such investments are in emerging markets, they also include risks not generally associated with investment in more developed countries. In particular, many emerging nations are undergoing rapid institutional change, involving the restructuring of economic, political, financial, and legal systems in ways that are not always simple to interpret. Regulatory and tax environments are subject to rapid or frequent change without review or appeal in even the most stable common law jurisdictions. Many emerging markets suffer from underdevelopment of capital markets, tax codes, and clearing and settlement arrangements. The risk of expropriation and nationalization remains a threat. Guarding against such risks is made more difficult by generally low levels of corporate disclosure and unreliability of economic and financial data.

Some of the Funds may also seek to invest in non-U.S. markets that are currently subject to trade-related or other economic sanctions imposed by the United States or other governments. The Funds will obtain all necessary exemptions and licenses from the appropriate governments and agencies prior to making such investments. However, there is no assurance that the Funds will be able to obtain any required licenses or approvals, and such licenses may be subject to unilateral revocation or cancellation, or may be subject to unfavorable conditions. In the event that such a license is cancelled, the Funds may be compelled to dispose of their investments within a specified period of time, regardless of prevailing market conditions.

*Limited Diversification and Leverage:* Many of the Funds are not restricted in the amount of capital that they may commit to any single security, and at times the Funds may hold a relatively large concentration in a particular security. Losses incurred in those investments could have a material adverse effect on the Funds' overall financial condition. This is because the value of interests in the Funds will be more susceptible to any single occurrence affecting one or more of those issuers than would be the case with a more diversified investment portfolio. In addition, the Funds may use leverage in their investment program. The use of leverage generally will increase the adverse impact of a decline in the value of the Funds' investment portfolio.

*Small Cap Companies:* There is no limitation on the size or operating experience of the companies in which certain of the Funds may invest. Some small companies in which the Funds may invest may lack management depth or the ability to generate internally or obtain externally the funds necessary for growth. Companies with new products or services could sustain significant losses if projected markets do not materialize. Such companies may have, or may develop, only a regional market for products or services and may be adversely affected by purely local events. Such companies may be small factors in their industries and may face intense competition from larger companies and entail a greater risk than investment in larger companies.

*Settlement Risk:* In the event a Fund's custodian does not offer services with respect to either the jurisdiction or type of security in which the Fund is investing, the Fund will make other arrangements for holding its securities, which may include using a local custodian or holding them in its own name or in the name of a local broker. To the extent a local custodian is used, such custodial arrangements may offer limited protection, and



this is especially true in an emerging market where on-site registration of shares is required. In certain jurisdictions, no formal custodial relationship may be available. In such instances, the Fund will make arrangements appropriate for such jurisdiction, which may include having securities held by the broker executing trades for the Fund. The lack of an independent custodian in such cases may increase the risks stemming from possible bankruptcy or default of brokers, misappropriation of securities, or difficulties in proving or exercising the rights of ownership of securities.

*Political and Economic Risks:* Financial turmoil in any large emerging market country tends to adversely affect prices in the equity markets of all emerging market countries, as investors move their money to more stable, developed markets. As has happened in the past, financial problems or an increase in the perceived risks associated with investing in emerging economies could dampen foreign investment in those countries and adversely affect such countries' economies. In addition, during such times, businesses that operate in emerging markets can face severe liquidity constraints as foreign funding is withdrawn. Thus, even if the economy in one of these emerging markets countries remains relatively stable, financial turmoil in any large emerging market country could seriously disrupt the ability of companies within a particular country or region to obtain financing.

Abrupt changes of policy with regard to taxation, a government's fiscal and monetary stance, currency repatriation and other economic regulations have occurred in the past and remain possible, including expropriation, nationalization, confiscation of assets or changes in legislation regarding the permissible share of foreign ownership of companies or assets.

*Nationalization:* It is possible that private companies in which certain of the Funds hold or will hold an interest may be placed under some form of state control or that the assets of such companies may be confiscated by the state without or with inadequate compensation to shareholders.

*Legal Risks:* Certain countries in which the Funds invest are still developing the legal framework required to support a market economy. The following are some of the risks and uncertainties relating to these still developing legal systems:

- inconsistencies between laws and regulations issued by different government offices;
- a lack of jurisdictional and administrative guidance on interpretation of legislation, as well as a lack of sufficient commentaries on judicial rulings;
- a judiciary that is relatively inexperienced in interpreting newly adopted or significantly revised laws that establish the legal framework for the operation of a market economy;
- substantial gaps in the legal framework due to the absence of implementing regulations for certain legislation;
- a lack of judicial independence from political and social commercial forces;

- alleged corruption within the judiciary and the governmental authorities;
- difficulties in the enforcement of judicial orders and international arbitration awards;
- a high degree of discretion vested in governmental authorities, leaving significant opportunities for arbitrary and capricious government action; and
- bankruptcy procedures that are not well developed and are subject to abuse.

*Currency Risk:* To the extent that a Fund invests directly in foreign currencies or in securities denominated in, or that trade in, foreign (non-U.S.) currencies, it is subject to the risk that those currencies will decline in value relative to the U.S. Dollar, or in the case of hedging positions, that the U.S. Dollar will decline in value relative to the currency being hedged. In addition, the Fund may not be able to enforce forward and other derivative contracts entered into by the Fund with banks in the local jurisdiction in order to hedge the value of local currencies against the U.S. Dollar.

*Lack of Market Economy:* Certain of the emerging markets in which some of the Funds invest have only a recent history of operating within a market-oriented economy. In general, relative to companies operating in more developed economies, companies in these countries may be characterized by a lack of experienced management, modern technology and a sufficient capital base with which to develop and expand their operations.

*Accounting Practices:* Accounting standards in emerging markets frequently do not correspond to international accounting standards or generally accepted accounting practices in all material respects. In addition, auditing requirements and standards differ from those generally accepted in the international capital markets and, consequently, information available to investors in developed capital markets is not always obtainable in respect of companies in emerging markets.

*Taxation:* Tax law and practice in many of the emerging markets in which the Funds invest are not as clearly established as those of more developed nations. It is possible, therefore, that the current interpretation of the law or understanding of practice may change, possibly with retroactive effect. Accordingly, it is possible that the Funds could become subject to taxation that is not currently anticipated.

*Investments through Holdings Companies:* In certain of the Funds, investments may be made in portfolio companies through wholly-owned or jointly-owned holdings companies under certain circumstances, including in order to minimize exposure to certain taxes, to facilitate future sales of portfolio companies, or to facilitate an initial offering of stock of the holding company on an international stock exchange. These subsidiaries may be formed under the laws of jurisdictions other than the United States; may have different depositaries, administrators and/or auditors than the Funds, or may have no such depositary, administrator or auditors. Therefore, the use of these

subsidiaries may subject the Funds to additional risks that would not have been incurred if investments were made directly.

*Restricted Securities:* Certain of the Funds may invest in securities that are acquired from companies in offerings which are not registered under U.S. or other securities laws, or which are subject to legal or contractual restrictions on resale. Such securities may be illiquid, may not be actively and widely traded, may only be traded by a limited number of institutional investors, or may not be traded at all. The market for such securities, or for the common shares into which convertible securities are convertible, may be “thin” and may be dominated by a limited number of broker-dealers acting as market-makers. These Funds may not be readily able to dispose of such non- or thinly-traded securities, and in some cases, may be contractually prohibited from disposing of such securities for a specified period of time. An exchange or regulatory authority may suspend trading in a particular security or contract, order immediate liquidation and settlement of a particular contract, or order that trading in a particular contract be conducted for liquidation only. Companies may default on their obligation, or may be unable, to register unregistered securities. Registered securities may also be “deregistered” after they are acquired by the Funds.

Investments in the Funds themselves are also illiquid. The Advisors do not expect there to be any secondary market for interests in any of the Funds. Consequently, investors in the Funds are able to dispose of their interests only by means of withdrawals or transfers in accordance with the provisions of the applicable PPM and in certain Funds only once an initial commitment period has passed. In addition, the Advisors generally have the power to suspend withdrawals or to cause compulsory withdrawals in certain circumstances. In some Funds, the Advisor can impose a gate on withdrawals if, on any withdrawal date, investors in such Fund request withdrawals in excess of a specified percentage.

*Non-U.S. Dollar Denominated Investments:* Certain of the Funds will invest in debt and equity securities denominated in currencies other than the U.S. Dollar and in other financial instruments, the price of which is determined with reference to currencies other than the U.S. Dollar. However, these Funds value their securities and other assets in U.S. Dollars. To the extent unhedged, the value of the Funds’ assets will fluctuate with U.S. Dollar exchange rates as well as with price changes of the Funds’ 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 Funds’ investments are held will reduce the effect of increases and magnify the effect of decreases in the prices of the Funds’ securities in the local markets. Conversely, a decrease in the value of the U.S. Dollar will have the opposite effect of magnifying the effect of increases and reducing the effect of decreases in the prices of the Funds’ non-U.S. Dollar securities. Currencies of emerging market countries may be less liquid than currencies of developed countries, which may adversely affect the Funds’ ability to enter or exit an investment when it desires to do so.

*Hedging Transactions:* Certain of the Funds may utilize financial instruments such as forward contracts, options, futures and swaps for hedging purposes or as part of their

trading strategies. Hedging against a decline in the value of a portfolio position does not eliminate fluctuations in the values of portfolio positions or prevent losses if the values of such positions decline, but establishes other positions designed to gain from those same developments, thus moderating the decline in the value of the portfolio positions. Hedging transactions may also limit the opportunity for gain if the value of the portfolio position should increase. The success of the Funds' hedging transactions is subject to the movements in the direction of securities prices and currency and interest rates. The degree of correlation between price movements of the instruments used in a hedging strategy and price movements in the portfolio position being hedged may vary. These Funds may not seek to establish a perfect correlation between such hedging instruments and the portfolio holdings being hedged. Such imperfect correlation may prevent these Funds from achieving the intended hedge or expose the Funds to risk of loss.

*Futures and Options Trading:* Futures and options prices are highly volatile. Such volatility may lead to substantial risks and returns, generally much larger than in the case of equity or fixed-income investments. Price movements for futures are influenced by, among other things: changing supply and demand relationships; weather; agricultural, trade, fiscal, monetary, and exchange control programs and policies of governments; United States and foreign political and economic events and policies; changes in national and international interest rates and rates of inflation; currency devaluations and revaluations; and emotions of the marketplace. None of these factors can be controlled by the Funds and the Advisors cannot make any assurances that their advice will result in profitable trades for the Funds or that the Funds will not incur substantial losses.

Regarding options, the purchaser of an option is subject to the risk of losing the entire purchase price of the option, while the writer of an option is subject to an unlimited risk of loss, namely the risk of loss resulting from the difference between the premium received for the option and the price of the futures contract or other asset underlying the option which the writer must purchase or deliver upon exercise of the option. Thus, an investment in the Funds is suitable only for those investors with speculative capital who understand the risks of futures and options markets. In certain Funds, futures and options may be used for hedging purposes only.

*Markets:* Stock prices are volatile and are affected by the real or perceived impacts of such factors as economic conditions and political events. The stock market tends to be cyclical, with periods when stock prices generally rise and periods when stock prices generally decline. Any given stock market segment may remain out of favor with investors for a short or long period of time, and stocks as an asset class may underperform bonds or other asset classes during some periods.

*Swaps and Derivatives:* Certain of the Funds may invest in swaps and other "synthetic" or derivative instruments, including contracts for differences, credit derivatives, over-the-counter options, non-deliverable forward contracts and other customized financial instruments issued by banks, brokerage firms or other financial institutions, both for hedging purposes and as an alternative to direct investments in the underlying securities. A swap is an agreement between the Fund and a financial intermediary whereby cash

payments periodically are exchanged between the parties based upon changes in the price of an underlying asset (such as an equity security, a fixed-income security, an index of securities, a currency, or another asset or group of assets with a readily determinable value). The risks associated with derivative transactions are potentially greater than those associated with the direct purchase or sale of the underlying securities because of the additional complexity and potential for leverage. Swaps and other derivatives are subject to the risk of non-performance by the swap counterparty, and may create credit risk (the risk that a counterparty on a derivative transaction will not fulfill its contractual obligations), as well as legal, operational, reputational and other risks beyond those associated with the direct purchase or sale of the underlying securities to which their values are related. Swaps and other forms of derivative instruments are not guaranteed by an exchange or clearing house. It may not be possible to dispose of or close out a swap or other derivative position without the consent of the counterparty, and the Fund may not be able to enter into an offsetting contract in order to be able to cover its risk.

#### *Additional Risks Applicable to the Amber and Mongolia Funds*

*Control Person Liability:* The Amber and Mongolia Funds may acquire significant or controlling interests in some portfolio companies. The exercise of such powers in a portfolio company may, in certain countries and under certain circumstances create additional risks of liability for environmental damage, product defects, failure to supervise management, violation of governmental regulations (including securities laws) or other types of liability in which the limited liability generally characteristic of business ownership may be ignored. If the Funds become subject to such liability, parties seeking to have the liability satisfied may have recourse to the Funds' assets generally and not be limited to any particular asset, such as the investment giving rise to the liability.

*Co-investments:* Co-investments made by the Amber and Mongolia Funds may be subject to the risk that the Funds may not have sole control of the assets, and that the realization of the investment may take longer than the realization of an investment under the sole control of the Funds. This could occur if the co-investors in the investment generally agree upon an exit procedure requiring notification of the other co-investors and, possibly, giving the other co-investors a right of first refusal, or a right to initiate a buy-sell procedure.

#### **Valuation and Pricing**

The Advisors (other than Firebird PE) typically use available pricing services or sources to determine the market value of a Fund's portfolio. The Advisors may rely on various services from outside vendors for information such as latest market prices, ratings, and other relevant factors. While these vendors are generally reliable, from time to time information they provide may be inaccurate or stale, which may affect the pricing and categorization of portfolio holdings. To the extent that the holdings of any Fund include illiquid securities, the Advisors will determine a price for those portfolio holdings using "fair value" pricing methods. In these situations, the Advisors will seek quotations from independent dealers where available, and will also elicit input from senior management

within the firm to determine what they believe to be a representative or “fair” price for the holding. These determinations may involve a significant amount of judgment and in some cases may not result in an accurate price. Certain of the Funds regularly hold securities or instruments that have no trading market or are otherwise difficult to value. For these types of securities, the Advisors will typically value the security based on available market prices for other similar securities and/or using a model that is based on industry observable inputs. In addition, particularly to the extent that they represent a substantial Fund holding, the Advisors may obtain an appraisal from an independent broker-dealer or an independent valuation service, which may be based in part on models prepared by the applicable Advisor.

Under the terms of the Management Support Agreements, Firebird PE is not responsible for performing valuations of securities in the portfolios of the Amber Funds, which are performed by Amber Management or Amber Management II, as applicable, and/or the Funds’ administrator.

## **Item 9 – Disciplinary Information**

Registered investment advisors are required to disclose whether there are any legal or disciplinary events that would be material to a client’s or a prospective client’s evaluation of the advisor or the integrity of its management. The Advisors have no history of any disciplinary action in the United States to disclose.

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

As discussed in response to Items 4 and 7 above, the Advisors act as investment manager or advisor to several hedge and private equity funds. Providing management and advisory services contemporaneously to several funds can create potential conflicts of interest, especially in the case of Funds that co-invest in the same markets and, in some cases, in the same companies, and especially in the case of Funds making investments in private companies or less liquid public companies. The effect of these potential conflicts can be magnified in smaller and less liquid markets. In some of the smaller and less liquid markets in which some of the Funds invest, such as Mongolia, the investment activities of one Fund may potentially affect the investment activities of other Funds. In the case of the Mongolia Funds, in particular, portfolio companies in which one Fund is invested have entered into, and may enter into, transactions with portfolio companies in which another Fund is invested. The Advisors will at all times act in a manner that they consider fair and equitable in allocating investment opportunities among and/or making recommendations to their clients. See the discussion of potential conflicts related to management of multiple accounts in Item 11 below, and the discussion of the Advisors’ trade allocation practices in Item 12 below.

Mr. Sawikin and Mr. Hague are principals of Amber Trust and Amber Trust Management II, which serve as the investment manager to Amber I and Amber II, respectively.

Mr. Hague serves on the Board of Directors of SDM Bank, in which certain of the Funds hold a significant position.

From time to time, the Advisors and their principals or affiliates may invest in non-publicly traded securities in which the Funds invest at the same time or at different times. The Advisors will not, however, purchase or sell any securities on terms more favorable than those received by the Funds, if such purchase or sale is occurring concurrently with a purchase or sale by the Funds.

Employees of the Advisors and their affiliates may serve as officers, advisors, directors, or in comparable management functions for portfolio companies in which the Funds invest, and may receive compensation, including stock options, in connection therewith. Employees of the Advisors and their affiliates may also from time to time serve on the board of directors or creditors committee of a portfolio company.

The Advisors and their employees may receive small gifts from third parties such as broker-dealers, investment companies, banking institutions, accounting firms and law firms. (See Item 14 for additional details and clarification.) Some of the investors in the Funds may also work for one of these third parties. Some of these third parties and their affiliates, such as brokerage firms, may invest in the Funds, and may provide financing or other services to the Funds or to the Advisors.

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

Firebird has adopted a Code of Ethics pursuant to Rule 204A-1 under the Advisers Act, that is applicable to all of the Advisors, in an effort to avoid possible conflicts of interest, the inappropriate use of material non-public information and to ensure the propriety of its employees' and clients' trading activities. The Code of Ethics is distributed to each employee at the time of hire and employees receive annual training in issues related to the Code of Ethics. The Code of Ethics is based on the principle that officers, directors and other personnel of the Advisors owe a fiduciary duty to their clients and investors in the Funds and must place the interests of the clients and investors above their own.

As an investment manager to various Funds, the Advisors may give advice, or take action or refrain from taking action, that may differ from advice given, action taken or not taken or the timing of any action for any other Fund. The Advisors may recommend or effect transactions on behalf of a Fund in securities which may conflict with action taken on behalf of another Fund. The Advisors may also engage in cross transactions pursuant to which the securities of one Fund are purchased by another Fund managed or advised by one of the Advisors. In such circumstances, the applicable Advisor(s) will obtain the approval of the board of directors of the relevant Funds. To the extent that there is no

public market for the securities involved in such transaction, the Advisor(s) will use their normal fair valuation methods to value the security and may also obtain an independent valuation of the securities being purchased or sold.

The Advisors are not broker-dealers and do not act as a broker or dealer in connection with client transactions. The Advisors and/or persons related to any of them, including their principals, officers, directors and employees, may buy, sell, or have a financial interest in securities recommended to clients either by investing directly in the Funds managed by the applicable Advisor, or, to a very limited extent, through independent transactions in personal accounts subject to Firebird's Code of Ethics described below.

Firebird's Code of Ethics prohibits any employee, or the immediate family member of any employee, except under limited circumstances with the prior approval of the Chief Compliance Officer and Fund Manager, from buying or selling (i) any publicly-traded equity security that is held in a client portfolio, (ii) any publicly traded equity security of an issue based in Russia, the former Soviet Republics, Eastern Europe or Mongolia, or (iii) any U.S. publicly-traded equity security on the same day that such equity security is being actively considered as a potential investment for a client. The Code of Ethics further prohibits employees or their immediate family members from buying or selling any non-public securities, or the bonds issued by entities the interests of which are owned by a Fund, without prior approval. The Advisors believe that these prohibitions effectively address the material potential conflict of interest with their clients that may arise as a result of personal trading by employees.

The Code of Ethics also prohibits any employee or their immediate family members from participating in initial public offerings ("IPO"s).

Employees are required to provide Firebird with a complete report of their securities holdings at the time they are hired. Employees also provide Firebird with duplicate copies of trade confirmations and account statements for all of their brokerage accounts. Employees are also required to provide quarterly and annual securities holdings reports. Most types of securities are subject to these reporting requirements.

The Code of Ethics also prohibits all employees from serving on the board of any company or from maintaining other outside affiliations, without prior approval.

It is possible that employees may own securities that are subsequently purchased for or recommended to a client Fund. In such cases, no security may be sold by an employee before a client for whom the transaction is deemed appropriate and advisable has had the opportunity to make any desired transactions.

The Code of Ethics establishes sanctions if its requirements are violated, up to and including dismissal from employment. Employees are required to certify annually that they have complied with the Code of Ethics.



Firebird has also adopted a policy governing the use of industry experts and consultants, which is designed to avoid possible conflicts of interest and/or the inappropriate use of material non-public information.

The foregoing is only a summary of the provisions of the Code of Ethics and is qualified in its entirety by the detailed provisions appearing in the full text of the Code. Clients and prospective and existing investors in the client Funds may obtain a copy of the Code of Ethics by contacting Firebird's Chief Compliance Officer.

The Advisors treat as confidential all information provided by clients and investors in the Funds. Such confidential information will not be disclosed to any non-affiliated third party, except as necessary in connection with the operation of each Fund or investor account, as permitted by clients or underlying investors in the Fund, as required by law or requested by any regulatory authority, or in the case of Firebird PE as disclosed to any other advisor to the Amber Funds.

From time to time, the Advisors may come into possession of material, non-public information, which, if disclosed, might affect an investor's decision to buy, sell or hold a security. This may occur, for example, where an affiliated person is a director or officer of a company, the stock of which may be held by a client. In the event that an Advisor does come into possession of material non-public information, all Advisors may be unable to use this information for the benefit of their clients. Thus, the possession of this information may cause a Fund to be frozen in a security position or be unable to engage in a transaction in that position until such time as the information is made public. The Advisors ordinarily will only permit an employee to serve on the board of a portfolio company if they believe that the benefits of serving on the board of a portfolio company outweigh these potential negative consequences. In addition, all employees are aware of the fiduciary duty owed to clients of the Advisors.

## **Item 12 – Brokerage Practices**

The securities transactions of the Advisors' client Funds are expected to generate a substantial amount of brokerage commissions and other transaction-based compensation, all of which will be paid for by the relevant fund.

Firebird PE, in its role of providing management support services to the Amber Funds, has no responsibility for selecting brokers, or placing orders for securities transactions. The other Advisors, however, are obligated to seek to obtain best execution for each Fund. Best execution generally means lowest transaction cost (commission) for brokerage services rendered combined with best market price in order to minimize total purchase cost or maximize total sales proceeds. Other brokerage and trading services may be considered in analyzing execution practices, including but not limited to the promptness of execution, special expertise of the broker, confidentiality of trading activity, clearance and settlement, order positioning and financial stability. In many of

the markets in which the Advisors trade, there may be only a limited number of brokers available to execute transactions on terms acceptable to the Advisors.

The Advisors (other than Firebird PE) will seek to execute securities transactions for the Funds in such a manner that the Fund's net cost or proceeds in each transaction is the most favorable under the circumstances. Firebird's best execution policy applies to all transactions in all instruments, regardless of the Fund or the Advisor. The Advisors are not required to seek competitive bids and do not have an obligation to seek the lowest available commission cost. Thus, in any transaction, a Fund may pay commissions to a broker in an amount greater than an amount another broker might charge.

In selecting a counterparty and market through which to effect a trade, and in determining whether a transaction represents the best execution, the Advisors are permitted to consider a range of quantitative and qualitative factors, including but not limited to the following:

### **Counterparty Considerations**

- Size and type of transaction
- Special expertise of the broker
- Access to liquidity
- Execution efficiency
- Capital utilization
- Clearance and settlement capabilities
- Reasonableness of commission rate or spread
- Financial responsibility
- Proprietary research
- Access to company managements

### **Market Considerations**

- Characteristics of the market(s) in which the security may be traded
- Nature of post-trade settlement, custody and foreign exchange structures

The Advisors (other than Firebird PE) place trades through accounts with different executing brokers for the benefit of their client Funds. The Advisors direct delivery of funds or securities to a custodian that is responsible for custody, clearance and settlement services including matching trades with executing brokers and delivering account confirmations and statements to the applicable Advisor.

The Advisors do not use soft dollars to pay for third-party research. However, they may execute portfolio transactions with broker-dealers that, in connection with the execution of such transactions, provide brokerage or research services that fall within the "safe harbor" of Section 28(e) of the U.S. Securities Exchange Act of 1934, as amended. Under Section 28(e), an investment adviser is generally deemed to have acted lawfully and in a manner consistent with its fiduciary duties under federal and state law if the

adviser determines in good faith that the commissions charged by a broker are reasonable in relation to the value of the brokerage and research products or services provided by such broker. For purposes of Section 28(e), research products or services provided by a broker 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 the investment adviser in the performance of its investment decision making responsibilities, without regard to whether the research products or services benefit the account bearing the commission charge.

Brokers may refer investors to Funds managed by one of the Advisors, or may engage in other transactions with one of the Advisors or other Funds managed or advised by the Advisors. From time to time, providers of brokerage services also provide incidental consulting services and other advice with respect to the Advisors' operations and/or other matters on a formal or informal basis. The provision of such services or advice may not be subject to formal agreements and may not be compensated, depending on the extent of the services provided. Some broker-dealers may recommend that the Advisors be invited to make presentations and proposals for potential investors' business, which could raise a conflict of interest. Provision of services, including investor referrals, could provide the Advisors with an incentive to select the broker-dealer for client transactions without regard to best execution. The Advisors will not allocate brokerage transactions to a provider of such services as compensation for investor referrals or other services in violation of the duties of the Advisors to their clients and underlying investors.

### **Trade Allocation Policies**

Firebird PE has no responsibility for allocating investment opportunities between the Amber Funds. The other Advisors allocate investment opportunities among the Funds in a fair and equitable manner over time. Although the Advisors seek to allocate investment opportunities in a manner that they believe to be in the best interest of their clients, there can be no assurance that a particular investment opportunity will be allocated in a particular manner. In the absence of legal or other limitations, the Advisors typically aggregate investment trades if they place an order for more than one client Fund simultaneously and allocate them among each Fund taking into account, among other things, available cash, total assets under management in the Fund, liquidity requirements, the investment guidelines and restrictions of the Fund, tax and regulatory considerations, and the size of the position acquired. Such trades are allocated at the average execution price. Each Fund bears any costs associated with special limitations (e.g., investment or trading restrictions) associated with that Fund. Generally allocations are determined by the portfolio manager in accordance with these policies. Allocations are determined prior to a trade and documented on the trade date.

Under certain circumstances, when the portfolio manager believes it is in the best interest of both Funds, the Advisors may seek to execute cross transactions between Funds, including rebalancing trades between Funds managed by one Advisor or between two Funds managed by different Advisors. Transactions between client Funds of one Advisor or between two Funds managed by different Advisors are only permitted with the

approval of the Funds' outside Directors and are executed at the last closing price on the day of the transaction, for listed securities, or based on normal fair valuation methods used by the Fund. None of the Advisors or any of their affiliated entities receives any compensation as a broker in connection with the execution of these transactions.

### **Item 13 – Review of Accounts**

The lead portfolio manager(s) of each of the Advisors and employees of Firebird PE review(s) the portfolio of each of their Funds on a regular basis for appropriateness of holdings and transactions in light of each Fund's investment strategy. The financial statements for each Fund are audited annually by an independent public accountant.

The Advisors of certain Funds provide unaudited monthly or quarterly written reports to clients and investors in the Funds which include the performance of the Fund and other financial data and information. Investors in each Fund also receive the Fund's audited financial report and, in the case of any Fund treated as a partnership for U.S. federal income tax purposes, the information necessary for the investor to complete an annual U.S. federal income tax return, if applicable.

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

Employees attend conferences at which they may be given gifts and/or trinkets that are less than \$50 in value. Employees may also receive gifts or similar items including entertainment from other professionals, as long as they are less than \$300 in value per gift or instance and less than \$1,000 per donor per year. The receipt of these gifts could create an incentive for the Advisors to refer business to these professionals when it may not be in the client's best interest to do so. Employees are required to report all such gifts and Firebird conducts a periodic review to ensure that business is not being referred to a third party as a result of improper gift giving.

The Advisors may have relationships with third parties pursuant to which such third parties are compensated for soliciting investors to invest in the Funds. The Advisors have historically used, and currently intend to use, third party marketers and/or consultants for capital raising. Any solicitation arrangements will be disclosed to clients to the extent required by Rule 206 (4-3) under the Advisors Act. All investments referred through these third-party relationships will be subject to the Funds' standard terms and conditions. While the Advisors may pay a fee to such third party marketers and/or consultants, investors in the Funds will not be subject to any incremental fees or allocations payable to any of the Advisors as a result of the solicitation agreement.

## **Item 15 – Custody**

All assets of the Funds will be held by a bank, broker, securities registry or other qualified custodian, except that certain privately offered securities may be recorded on the books of the issuer or its transfer agent in the name of the relevant client and are not required to be maintained with a qualified custodian.

Certain of the Advisors may be deemed to have custody of the assets of certain of the Funds as a result of the status of the Advisor or an affiliate as the general partner of the Fund. Each Fund will be audited annually and expects to distribute audited financial statements to investors no later than 120 days after the end of each fiscal year.

## **Item 16 – Investment Discretion**

Firebird PE does not exercise investment discretion with respect to its clients. Each Advisor's fiduciary duty requires it to give investment advice that is suitable and appropriate to each Fund, and to have an adequate basis in fact for its investment recommendations. The Advisors have been granted discretionary authority to manage the securities accounts of the Funds pursuant to an investment management agreement entered into with each Fund. Pursuant to this grant of discretionary authority, the Advisors are authorized to purchase and sell securities, select brokers, and negotiate commission rates subject to the guidelines set forth in the private placement memorandum for each Fund.

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

As investment manager or advisor to the Funds, the Advisors have responsibility for making investment decisions that are in the best interest of each Fund. As part of the investment management services they provide to the Funds, the Advisors generally have the responsibility to vote proxies related to shares held in the Funds' portfolios. As a fiduciary, each of the Advisors has a duty to manage assets solely in the best interest of its clients. Accordingly, each of the Advisors has a duty to vote proxies in a manner that it believes to be in the best interest of the client. Firebird may amend its proxy voting policies at any time. Firebird PE makes proxy recommendations to Amber Management and Amber Management II in accordance with the policies set forth below, but is not responsible for voting proxies for the Amber Funds.

As required by the Advisers Act, Firebird has adopted a proxy voting policy which provides that the Advisors will act in the best interest of their clients in determining whether and how to vote on any proxy voting matter. The Advisors retain the proxy voting records for six years or such other period as may be required by applicable law or regulation.

The lead portfolio manager(s) for the applicable Advisor consults with the investment team concerning the best method to resolve any actual or apparent conflicts of interest between the interests of the Advisor and its client Funds, in a manner that affords priority to the interests of the Funds. If the conflict is personal to the lead portfolio manager(s), the lead portfolio manager(s) will designate others to address the issues presented by the proxy vote.

Clients and underlying investors in the client Funds may obtain a copy of the proxy voting policy and information on how the Advisors voted client securities upon request from Firebird's Chief Compliance Officer.

### **Item 18 – Financial Information**

The Advisors do not charge or solicit pre-payment of fees from any client six months or more in advance. The Advisors have no financial commitment that is reasonably likely to impair any of their abilities to meet contractual and fiduciary commitments to their clients. The Advisors have not been the subject of a bankruptcy proceeding.

### **Item 19 – Requirements for State-Registered Advisers**

Not applicable.