

# Lancaster Investment Management LLP

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This Brochure provides information about the qualifications and business practices of Lancaster Investment Management LLP. If you have any questions about the contents of this Brochure, please contact Kate Pitt, the Chief Compliance Officer (“**CCO**”) at +44 20 7842 1040 or email [Kate.Pitt@LancasterIM.co.uk](mailto:Kate.Pitt@LancasterIM.co.uk). 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.

Lancaster Investment Management LLP is a registered investment adviser. Please note that the use of the term “registered investment adviser” and description of our firm as “registered” does not imply a certain level of skill or training. You are encouraged to review this Brochure and Brochure Supplements for more information on the qualifications of our firm.

Additional information about Lancaster Investment Management LLP is also available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov), and on the Financial Services Authority’s website at [www.fsa.gov.uk](http://www.fsa.gov.uk).

**Item 2 - Material Changes**

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Because this is our first brochure prepared using the SEC's revised Form ADV Part 2A, we have no material changes in prior filings to report.

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**Item 4 - Advisory Business**

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Lancaster Investment Management LLP ("**Lancaster**," the "**Adviser**," or the "**Firm**"), is a Limited Liability Partnership formed under English law on 22 August 2007. Lancaster is an independent asset management company with its principal place of business in London, UK. The Firm currently provides investment advisory and management services on a discretionary basis to the LAE Master Fund Ltd, via a sub-advisory agreement with Lancaster Management (Jersey) Ltd, an offshore private investment company (the "**Manager**"). LAE General Partners Limited (the "General Partner"), is a company incorporated with limited liability under the laws of the Cayman Islands, is owned by Lancaster Management (Jersey) Limited. . Lancaster Fund LP, a Delaware Limited Partnership, and Lancaster Fund Limited, a company incorporated with limited liability under the laws of the Cayman Islands (the "**Feeder Funds**") invest substantially all of their assets (to the extent not retained in cash) in the ordinary shares of LAE Master Fund Ltd, an exempted company incorporated with limited liability in the Cayman Island company registered as a regulated mutual fund with the Cayman Islands Monetary Authority (the "**Master Fund**"). The Feeder Funds, Master Fund and any managed accounts are herein referred to as the "**Investment Vehicles**." In the future, further feeder funds may be created to invest in the Master Fund.

The Investment Vehicles are managed in accordance with each Investment Vehicles' investment objectives, strategies, restrictions and guidelines. Each Investment Vehicle is managed only in accordance with its own characteristics and is not tailored to any particular private fund investor (each an "**Investor**"). Information about each Investment Vehicle can be found in its offering documents, including its confidential private offering memorandum ("**the Memorandum**").

In addition to managing the Investment Vehicles, Lancaster currently provides discretionary investment advisory services and management services to other investments under different sub-advisory agreements (each a "**Client Account**" and collectively "**Client Accounts**"). Client Accounts are managed separately and only in accordance with their own characteristics. Client Accounts may or may not incorporate the same investment strategy as the Investment Vehicles. Collectively, the Investment Vehicles and the Client Accounts are herein referred to as "**Clients**" when not described otherwise.

Lancaster is authorized and regulated by the Financial Services Authority ("FSA") in the United Kingdom, its Firm Reference Number being 472385.

As of 31 July 2011, the Firm managed approximately US\$376 million on a discretionary basis.

Lancaster Investment Management LLP is wholly owned by its Members, which includes a majority interest (greater than 75%) held by Lancaster Investment Services Ltd, which, in turn, is wholly owned by Lancaster Management (Jersey) Ltd. Lancaster Management (Jersey) Ltd is owned by Matthew Wood (54.01%), James Roycroft (36%) with the balance held by an independent investor.

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**Item 5 - Fees and Compensation**

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***Management fees***

The Firm charges the Master Fund an annual fee consisting of: (1) an advisory fee (the “**Advisory Fee**”); and (2) a performance-based incentive fee (the “**Performance Fee**”) (as described below) with respect to the Feeder Funds on the terms set forth below, subject to possible negotiation by individual investors in the Feeder Funds and the more detailed provisions of the constituting documents of the Feeder Funds.

The Firm charges the Master Fund a Management Fee of either 2% or 1.5% per annum of the Net Asset Value of the shares, depending on the share class invested in. In each case the fee is calculated before deduction of that month’s Management Fee (and before deduction for any accrued Performance Fees) as at the Valuation Day in each month. The fee is payable monthly in arrears.

Fees are deducted from the Investors’ accounts by instructing the Investment Vehicles’ custodian(s).

Lancaster and its employees do not accept compensation, including sales charges or service fees, from any person for the sale of securities or other investment products.

***Other fees***Administrator

The Administrator receives from the Master Fund a fee of up to 0.10 per cent per annum, calculated monthly, of the Net Asset Value of the Master Fund, subject to a minimum monthly administration fee of US\$8,000. The Administrator will also be reimbursed for any reasonable out-of-pocket expenses necessarily incurred in the performance of its duties.

Prime Brokers and Custodians

Each of the Prime Brokers and Custodians receives such fees as may be agreed with the Master Fund from time to time which will be paid at normal commercial rates. The Prime Brokers and Custodians receive prime brokerage fees which are based upon a combination of transactions charges and interest costs. The Prime Brokers and Custodians charge interest on debit balances at a rate agreed with the Master Fund.

Other Fees and Expenses

Other fees and expenses that may be charged relate to (a) the charges and expenses of legal advisers and auditors, (b) transaction charges including brokers’ commissions (if any), borrowing charges on securities sold short and any issue or transfer taxes chargeable in connection with any securities transactions, (c) all taxes and corporate fees payable to governments or agencies, (d) Directors’ fees (if any) and expenses, (e) interest on borrowings, including borrowings from any Prime Broker and Custodian, (f) fees and expenses incurred in connection with soliciting subscriptions for Shares, (g) communication expenses with respect to investor services and all expenses of meetings of Shareholders and of preparing, printing and distributing financial and other reports, proxy forms, prospectuses and similar documents, (h) the cost of insurance (if any) for the benefit of the Directors, (i) litigation and indemnification expenses and extraordinary expenses not incurred in the ordinary course of business and (j) all other organisational and operating expenses.

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**Item 6 - Performance-Based Fees**

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Lancaster is also entitled to receive a Performance Fee, payable annually in arrears, in respect of each period of twelve months ending on 31 December in each year (a “Calculation

Period"). The Performance Fee is deemed to accrue on a monthly basis as at the Valuation Day in each month and is calculated on a Share-by-Share basis. The Performance Fee is payable within 14 calendar days after the last day of each Calculation Period or, in the case of Shares redeemed during the relevant Calculation Period, within 14 calendar days after the date of redemption.

The Performance Fee in respect of each Share is equal to 20 per cent of the excess of the Adjusted Net Asset Value per Share at the end of a Calculation Period over the Prior High Net Asset Value per Share of the relevant series. The Prior High Net Asset Value per Share of each series of Shares will be the greater of (i) €100 or US\$100, being the Net Asset Value per Share of that series of Shares at the time of issue and (ii) the Net Asset Value per Share of that series as of the first Business Day immediately following the end of the previous Calculation Period in respect of which a Performance Fee was paid in respect of that series.

The Manager and the Investment Manager may waive Performance Fees at their absolute sole discretion.

If the Management Agreement is terminated before the end of any Calculation Period, the Performance Fee in respect of the then current Calculation Period will be calculated and paid as though the date of termination were the end of the relevant period.

Performance based fee arrangements may create an incentive for Lancaster to recommend investments which may be riskier or more speculative than those which would be recommended under a different fee arrangement. Such fee arrangements may also create an incentive to favor higher fee paying accounts over other accounts in the allocation of investment opportunities. Lancaster has procedures designed and implemented to ensure that all clients are treated fairly and equally, and to prevent this conflict from influencing the allocation of investment opportunities among clients.

It is currently not expected that any further hourly, flat or asset-based fees will be charged to the Investment Vehicles.

## Item 7 - Types of Clients

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Investors in the Investment Vehicles and Client Accounts may include high net worth individuals and a variety of institutional investors. Such investors must meet the requirements for an “accredited investor” as defined under Regulation D of the Securities Act of 1933, as amended (the “**1933 Act**”) and a “qualified purchaser” as defined in Section 2(a)(51) of the Investment Company Act of 1940, as amended (the “**Investment Company Act**”).

Investments may be made in different share classes, depending on the size of the minimum investment to be made and the withdrawal rights to be granted. Investors may also select share classes which are eligible to participate in the profits and losses of “new issue” securities.

Minimum subscription amounts and redemption terms for the share classes are broadly:

- Minimum subscription amount of \$1,000,000. Subsequent redemptions may be made on the first business day of each month upon at least 30 calendar days’ prior written notice to the Administrator.
- Minimum subscription amount of \$5,000,000. Subsequent redemptions may be made on the first business day of January, April, July and October in each year upon at least 60 calendar days’ prior written notice to the Administrator.

In each case the minimum additional investment is \$50,000 (all minimums subject to exception in the discretion of the General Partner or Manager). In addition to the above, redemptions may also be made on the first business day of each month following a Key Man Event or on such other day or days as the Directors of the Investment Vehicles may from time to time determine.

The above requirements do not apply to direct or indirect investments by the General Partner, the Manager or the Investment Manager or any of their respective partners, directors, employees or connected persons, as the case may be.

Prospective investors should read the Memorandum and Prospectus for further information.

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

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***Methods of analysis and investment strategies***

Lancaster's method of analysis includes deep fundamental research of potential investee companies. This is carried out with a view to ascertaining their intrinsic value, with a particular focus on drivers of profitability, cash generation and capital allocation. The main sources of information Lancaster uses include:

- Annual reports, prospectuses, filings with regulators
- Company press releases
- Meetings with companies
- News sources
- Research materials provided by third parties

The main focus of investments is large cap stocks, and consequently the Master Fund expects to have a high degree of liquidity under normal market conditions. The principal investments of the Master Fund are long and short positions in equities, equity derivatives and indices. The Master Fund's investments is sector agnostic, the geographic focus of the Master Fund is primarily Europe and the typical investment horizon is 1-3 years.

***Risk of Loss Factors***

The Feeder Funds invest all of their assets (to the extent not retained in cash) in the ordinary shares of the Master Fund and accordingly is not diversified. The nature of the Master Fund's investments involves certain risks and the Master Fund utilises investment techniques (such as leverage, short selling and the use of derivatives) which may carry additional risks. **An investment in Shares therefore carries substantial risk and is suitable only for persons who can assume the risk of losing their entire investment.**

The following summary of certain risks does not purport to be a complete enumeration or explanation of the risks involved in an investment in the Fund. Prospective investors are urged to consult their professional advisers and the Fund prospectus before deciding to invest in the Fund. They should consider, among others, the following risk factors before subscribing for Shares:

**Leverage**

The Master Fund may employ leverage for the purpose of making investments. The use of leverage creates special risks and may significantly increase both the Feeder Fund's and the Master Fund's investment risk. Leverage creates an opportunity for greater yield and total return but, at the same time, will increase both the Feeder Fund's and the Master Fund's exposure to capital risk. Any investment income and gains earned on investments made through the use of leverage that are in excess of the costs associated therewith may cause the Net Asset Value of the Shares to increase more rapidly than would otherwise be the case. Conversely, where the associated costs are greater than such income and gains, the Net Asset Value of the Shares may decrease more rapidly than would otherwise be the case.

**Counterparty Risk**

The Master Fund is subject to the risk of the inability of any counterparty (including the Prime Brokers and Custodians) to perform with respect to transactions, whether due to insolvency, bankruptcy or other causes.

**Currency Exposure**

A portion of the Master Fund's assets may be invested in securities denominated in various currencies and in other financial instruments the prices of which are determined with reference to such currencies. The Master Fund, however, values its investments and other assets in Euros. Accordingly, the value of such investments and assets may be affected favourably or unfavourably by fluctuations in exchange rates. The Investment Manager may or may not hedge the foreign currency exposure of the Master Fund to currencies other than the base currency, the Euro. Shareholders should therefore not expect that such exposure



will be hedged. To the extent unhedged, the value of the Master Fund's net assets will fluctuate with Euro exchange rates as well as with price changes of the Master Fund's investments in the various local markets and currencies. Forward foreign exchange contracts and options may be utilised to hedge against currency fluctuations. There can be no guarantee that instruments suitable for hedging currency or market shifts will be available at the time when the Master Fund wishes to use them or will be able to be liquidated when the Master Fund wishes to do so. Moreover, in most emerging countries the markets for certain of these hedging instruments are not highly developed and in many emerging countries no such markets currently exist. In addition, the Master Fund may choose not to enter into hedging transactions with respect to some or all of its positions. Currency exchange costs will be incurred when the Master Fund changes investments from one country to another.

Many emerging markets have underdeveloped capital market structures where the risks associated with holding currency are significantly greater than in other, less inflationary markets. Currency exchange rates are highly volatile and subject to severe event risks, as the political situation with regard to the relevant foreign government may itself be volatile. Moreover, if the cash flow of the assets is contingent, it may be difficult to quantify the attendant cross-currency risk, compounding the risk of changes in underlying currencies by the other risks in the portfolio. Correlations between these risks are difficult to quantify and, therefore, difficult to hedge. An inaccurate estimation of the correlation may lead to a faulty hedge and a consequent loss in the portfolio. It should also be noted that, in highly volatile markets, predictions of correlation based on historical data can diverge dramatically from observed market moves.

The Shares are denominated in Euro, US Dollars and Pound Sterling and are issued and redeemed in those currencies. The Investment Manager may seek to hedge the foreign exchange exposure of the assets of the Feeder Funds with the aim of minimising the impact of fluctuations in the exchange rate between the US Dollar, the Euro and Pound Sterling on the Net Asset Value per Share of the US\$ and Pound Sterling Shares. Prospective investors whose assets and liabilities are predominately in other currencies should take into account the potential risk of loss arising from fluctuations in value between the Euro, US Dollar or Pound Sterling, as the case may be, and such other currencies.

#### Debt Securities

The Master Fund may invest in debt securities which may be unrated by a recognised credit-rating agency or below investment grade and which are subject to greater risk of loss of principal and interest than higher-rated debt securities. The Master Fund may invest in debt securities which rank junior to other outstanding securities and obligations of the issuer, all or a significant portion of which may be secured on substantially all of that issuer's assets. The Master Fund may invest in debt securities which are not protected by financial covenants or limitations on additional indebtedness. The Master Fund may invest in distressed debt securities which are subject to the significant risk of the issuer's inability to meet principal and interest payments on the obligations (credit risk) and may also be subject to price volatility due to such factors as interest rate sensitivity, market perception of the creditworthiness of the issuer and general market liquidity risk (market risk).

The Master Fund is therefore subject to credit, liquidity and interest rate risks. In addition, evaluating credit risk for debt securities involves uncertainty because credit rating agencies throughout the world have different standards, making comparison across countries difficult. Also, the market for credit spreads is often inefficient and illiquid, which can make it difficult to accurately calculate discounting spreads for valuing financial instruments.

#### Derivatives

The Master Fund utilises both exchange-traded and over-the-counter derivatives, including, but not limited to, futures, forwards, swaps (including credit default swaps), options and contracts for differences, as part of its investment approach. These instruments can be highly volatile and expose investors to a high risk of loss. The low initial margin deposits normally required to establish a position in such instruments permit a high degree of leverage. As a result, depending on the type of instrument, a relatively small movement in the price of a contract may result in a profit or a loss which is high in proportion to the amount of funds

actually placed as initial margin and may result in unquantifiable further loss exceeding any margin deposited.

Other risks associated with derivative use relate to (i) an inability to ensure prompt liquidation of positions and (ii) imperfect correlation between instruments and the investments or market sectors being hedged.

#### Distressed and High-Yield Securities

Investments in the securities of financially troubled companies may involve substantial financial and business risks, which are often heightened by an inability to obtain reliable information about the companies and their true financial condition. Investments in companies that are or become involved in bankruptcy or reorganisation proceedings also may be adversely affected by the laws of one or more jurisdictions relating to, among other things, “fraudulent conveyances” and other voidable transfers or payments, lender liability and the bankruptcy court’s power to disallow, reduce, subordinate or disenfranchise particular claims. In addition, the markets for distressed and high-yield securities are subject to abrupt and erratic price movements and excessive price volatility, and are frequently illiquid. Distressed securities investing requires active monitoring and may, at times, require participation in bankruptcy or reorganisation proceedings by the Investment Manager.

#### Highly Volatile Markets

The prices of derivative instruments, including options prices, are highly volatile. Price movements of forward contracts and other derivative contracts in which the Fund may invest are influenced by, among other things, interest rates, changing supply and demand relationships, trade, fiscal, monetary, and exchange control programs and policies of governments, and national and international political and economic events and policies. In addition, governments from time to time intervene, directly and by regulation, in certain markets. Such intervention is often intended directly to influence prices and may, together with other factors, cause all of such markets to move rapidly in the same direction because of, among other things, interest rate fluctuations. The Master Fund is also subject to the risk of the failure of any of the exchanges on which its positions trade or of their clearing houses.

#### Illiquidity

It is not anticipated that there will be an active secondary market for the Shares and it is not expected that such a market will develop.

#### Investment Management Risk

The investment performance of the Feeder Funds and the Master Fund is primarily dependent on the services of Matthew Wood. In the event of Mr Wood’s death, incapacity, departure, insolvency or withdrawal, the performance of the Fund and the Master Fund may be adversely affected.

#### Illiquid Investments

The Master Fund may make investments that are subject to legal or other restrictions on transfer or for which no liquid market exists. The market prices, if any, of such investments tend to be more volatile and it may not be possible to sell such investments when desired or to realise their fair value in the event of a sale.

#### Tax Considerations

The Master Fund may be subject to withholding or other taxes on income and/or gains arising from its investment portfolio, including without limitation taxes imposed by the jurisdiction in which the issuer of securities held by the Master Fund is incorporated, established or resident for tax purposes. Where the Master Fund invests in securities that are not subject to withholding or other taxes at the time of acquisition, there can be no assurance that tax may not be withheld or imposed in the future as a result of any change in applicable laws, treaties, rules or regulations or the interpretation thereof. The Master Fund will not be able to recover such tax and so any change would have an adverse effect on the Net Asset Value of the Shares. Where the Master Fund sells securities short that are subject to withholding tax at the time of sale, the price obtained will reflect the withholding tax liability of the purchaser. In

the event that in the future such securities cease to be subject to withholding tax, the benefit thereof will accrue to the purchaser and not to the Master Fund.

#### US Tax-Exempt Investors

Certain prospective investors may be subject to US federal and state laws, rules and regulations which may regulate their participation in the Feeder Funds or their engaging directly or indirectly, through an investment in the Feeder Funds, in investment strategies of the types which the Master Fund may utilise from time to time. Each type of such investor may be subject to different laws, rules and regulations and should consult with their own advisors as to the advisability and tax consequences of an investment in any Feeder Fund. Investment in the Fund by entities subject to ERISA requires special consideration. Trustees or administrators of such investors are urged carefully to review the matters discussed in the Prospectus.

#### **Item 9 - Disciplinary Information**

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The Firm has not been subject to any disciplinary action, whether criminal, civil or administrative (including regulatory) in any jurisdiction. Likewise, no persons involved in the management of the Firm have been subject to such action.

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

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Matthew Wood is the Chief Investment Officer of Lancaster and is also a Director of the offshore Feeder Fund and the Master Fund.

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

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Lancaster's Code of Ethics sets out the procedures in place governing personal trading. The Code of Ethics is available to clients or prospective clients upon request and includes the following provisions:

- All personal brokerage accounts used by staff and their spouses and dependent children ("related persons") must be notified to the Firm.
- Prior approval may be required before a trade can be executed.
- Copies of contract notes are received by the Firm.
- Initial and annual holdings reports are submitted to the Firm by all staff. These are checked back to the original approvals and contract notes where appropriate.

Both the Manager an Investment Manager (and/or their directors, employees, related entities and connected persons and their respective directors and employees) may subscribe, directly or indirectly, for Shares (and/or Management Shares). The Firm may promote funds to clients in which related persons may also have an investment. This is disclosed to the client at the time of investment. No securities are bought or sold for Client Accounts in which the Firm's related persons have a material financial interest. Such activity is considered to be an alignment of interest between the related persons and the client.

Personal trading rules do not permit Lancaster staff to purchase securities for their own accounts at times when the Client Accounts managed have positions in such securities.

Lancaster's Code of Ethics, including the personal trading policy, is available upon request.

**Item 12 - Brokerage Practices**

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Brokers with whom Lancaster trades are selected on the basis of the following execution factors, with particular emphasis being given to the price:

- Price
- Costs
- Speed
- Likelihood of execution and settlement
- Size
- Nature
- Other considerations relevant to the execution of an order

Lancaster may effect transactions or arrange for the effecting of transactions through brokers with whom it has arrangements whereby the broker agrees to use a proportion of the commission earned on such transactions to discharge the broker's own costs or the costs of third parties in providing certain services to the Investment Manager. The services which can be paid for under such arrangements are those permitted under the FSA rules, namely those that relate to the execution of transactions on behalf of customers or the provision of investment research to the Investment Manager. The benefits provided under such arrangements assist the Investment Manager in the provision of investment management services to the Master Fund and to other third parties. Specifically, the Investment Manager may agree that a broker shall be paid a commission in excess of the amount another broker would have charged for effecting such transaction so long as, in the good faith judgement of the Investment Manager, the amount of the commission is reasonable in relation to the value of the brokerage and other services provided or paid for by such broker. Such services may take the form of research, analysis and advisory services and, depending on the precise nature of the services, may also take the form of market price services.

In abiding by the above, the Firm also complies with its policy to stay within the safe harbor provisions of Section 28(e) of the Exchange Act in the US, which governs what constitutes research in respect of which commission payments may be made.

It is Lancaster's policy that no Client for whom we have investment decision responsibility, shall receive preferential treatment over any other client. In allocating securities among clients, it is our policy to ensure that all Clients should be treated fairly and that wherever possible, all clients should receive equivalent treatment.

**Item 13 - Review of Accounts**

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***Review of Accounts***

The Directors review the operations of the Investment Vehicles at regular meetings. For this purpose, the Directors receive periodic reports from the Investment Manager detailing the performance of the Master Fund and providing an analysis of its investment portfolio. The Investment Manager will provide such other information as may from time to time be reasonably required by the Directors for the purpose of such meetings.

***Reporting***

The financial year of the Investment Vehicles ends on 31 December in each year.

Annual financial statements of the Investment Vehicles will be made up to 31 December in each year. An annual report and the audited financial statements of the Investment Vehicles will be sent to Shareholders as soon as practicable and in any event within six months of the financial year end (or within 120 days of financial year end to US Investors). Unaudited semi-annual financial statements for the Investment Vehicles as at 30 June in each year will also be sent to Shareholders.

Additionally, each Shareholder will receive a monthly newsletter, which includes unaudited performance results.

The Investment Vehicles may enter into separate agreements with certain Shareholders, including without limitation, those deemed to involve a significant or strategic relationship, to provide them with additional or different information and reporting than is provided to other Shareholders of the Investment Vehicles. Such information may provide the recipient greater insights into the Investment Vehicles or their activities than is included in standard reports to Shareholders, thereby enhancing the recipient's ability to make investment decisions with respect to the Investment Vehicles and with respect to the investment of its own assets.

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

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Lancaster has engaged Palmer Capital LLP to act as its third party marketer. Palmer Capital is part of the Oakley group which holds a stake in Lancaster. Lancaster does not pay Palmer Capital a fee for the referral of a client to Lancaster. Palmer Capital LLP will provide prospective clients with a current copy of Lancaster's Part 2 of Form ADV and the solicitor's written disclosure statement and Lancaster will obtain a signed and dated acknowledgement from each referred client of the receipt of such disclosure statements, as required by Rule 206-4(3) of the Advisers Act.

We do not currently provide advice to parties other than the Investors in the Investment Vehicles. The Firm also does not provide other advisory services to the Investors in the Investment Vehicles.

**Item 15 - Custody**

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The Master Fund has appointed UBS AG and Morgan Stanley & Co. International plc as Prime Brokers and Custodians. The allocation of the assets of the Master Fund between the Prime Brokers and Custodians will be determined by the nature and type of the transactions and in the discretion of the Investment Manager.

**Item 16 - Investment Discretion**

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Under the Investment Management Agreement, Lancaster has full discretion, subject to the overall review and control of the Directors, to manage the assets of the Investment Vehicles on a discretionary basis in pursuit of the Fund investment objective, approach and process, as described in the Prospectus.

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

**Item 17 - Voting Client Securities**

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Lancaster is permitted to vote proxy for the Investment Vehicles and each Fund and Client Account. Lancaster has established proxy voting policies and procedures and the CCO oversees the proxy voting process. The proxy voting procedures are designed to ensure that proxies are voted in the best interest of the Client. In addition, the proxy voting policy includes guidelines for the CCO to follow if a material conflict of interest arises between Lancaster and/or its Partners and employees and its clients to ensure any material conflict is resolved in the best interest of the client.

Clients may obtain a copy of Lancaster's policies by contacting Kate Pitt, Lancaster's CCO, at +44 20 7842 1040 or by email at [Kate.Pitt@LancasterIM.co.uk](mailto:Kate.Pitt@LancasterIM.co.uk).

**Item 18 - Financial Information**

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Registered investment advisers are required in this Item to provide you with certain financial information or disclosures about Lancaster's financial condition. Lancaster has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients, and has not been the subject of a bankruptcy proceeding.