

ITEM 1 – COVER PAGE

PROTEA ASSET MANAGEMENT LLC

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FORM ADV PART 2A

March 30, 2020

This brochure provides information about the qualifications and business practices of Protea Asset Management LLC (the “Adviser”). If you have any questions about the contents of this brochure, please contact the Adviser at (203) 489-2032. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (the “SEC”) or by any state securities authority.

Additional information about Protea is also available on the SEC’s website at www.adviserinfo.sec.gov.

ITEM 2 – MATERIAL CHANGES

This brochure dated March 30, 2020, serves as an annual update to the Adviser’s brochure dated March 2019, and this section of the brochure specifically addresses “material changes” that have taken place since the previous brochure. Material changes include the following notable updates:

Item 4 – General Description of the Adviser & Assets Under Management

Item 5 – Fees and Compensation

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

Item 10 – Other Financial Industry Activities and Affiliations

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ITEM 4 – ADVISORY BUSINESS

1. General Description of the Adviser

The Adviser, a Delaware limited liability company of which Sean Riskowitz is the principal (the “**Principal**”) and controlling member, is the Adviser of certain pooled investment vehicles that are offered to investors on a confidential, private placement basis. The principal offices of the Adviser are located in New York City (satellite offices are in Johannesburg and Los Angeles). The Adviser has been a registered investment adviser since April 2016.¹

The Adviser has discretionary investment management authority over (1) Riskowitz Value Fund LP (“**RVF**”), a Delaware limited partnership (RVF commenced investment activities on January 10, 2011), (2) Riskowitz Offshore Fund Ltd. (“**ROF**”), a British Virgin Islands company which invests substantially all of its assets in RVF, and (3) Ithuba Investments, LP (“**Ithuba**”), a Delaware limited partnership. RVF, ROF, and Ithuba are collectively referred to herein as “**Clients**”. Clients are the only entities to which the Adviser provides advisory services. In the future, the Adviser may serve as the Adviser for additional funds or products, such as co-investment vehicles or any accounts, which may or may not invest alongside Clients and which may or may not be subject to the same terms as Clients. In addition, the Adviser may in the future manage Alternative Investment Vehicles (“**AIVs**”) formed to make one or more investments in lieu of the applicable Client investing directly in such investments, for tax or other structuring reasons.

Riskowitz Capital Management, LLC (“**RCM**”), a Delaware limited liability company of which Sean Riskowitz is the controlling member, is the sole general partner of Ithuba and RVF. RCM is responsible for the management and control of Clients and RCM has delegated investment management authority over Ithuba and RVF to the Adviser and the directors of ROF have delegated investment management authority to the Adviser.

RCM conducts a single advisory business with the Adviser. References throughout this brochure to “the Adviser” refer to the Adviser and RCM collectively unless context requires otherwise.

2. General Description of Advisory Services

The descriptions set forth in this brochure of specific advisory services that the Adviser offers to Clients, and investment strategies pursued, and investments made by the Adviser on behalf of its Clients, should not be understood to limit in any way the Adviser’s investment activities. The Adviser may offer any advisory services, engage in any investment strategy and make any investment, including any not described in this brochure, that the Adviser considers appropriate, subject to each Client’s investment objectives and guidelines. The investment strategies the Adviser pursues are speculative and entail substantial risks. Clients should be prepared to bear a substantial loss of capital. Investments in Clients are only suitable for investors with long-term investment horizons and an ability and appetite to sustain long periods of significant price fluctuations and illiquidity. There can be no assurance that the investment objectives of any Client will be achieved. This brochure generally includes information about the Adviser and its relationships with Clients. While much of this brochure applies to all of those Clients, there is information included herein that only applies to specific Clients.

In providing investment advisory services to Clients, the Adviser formulates its investment objective, directs and manages the investment and reinvestment of each Client’s assets, and provides reports to investors. The Adviser manages the assets of each Client in accordance with the terms of the governing documents applicable to each Client. Limited partnership interests or shares in Clients are not registered

¹ Registration does not imply a certain level of skill or training.

under the U.S. Securities Act of 1933, as amended (the “**Exchange Act**”), and Clients are not registered under the Investment Company Act of 1940, as amended (the “**Investment Company Act**”). Limited partnership interests or shares in Clients are offered on a confidential, private placement basis and are subject to applicable eligibility and suitability requirements for the respective Client. Clients do not offer their interests to the public. Such interests are only offered in private placements to qualified investors. The terms of such offerings and the investments themselves are described in each Client’s offering documents.

Investment advice is provided directly to Clients and not individually to the investors of Clients. The investors have no opportunity to select or evaluate any Client investments or strategies. The investors may not impose restrictions on investing in certain securities or types of securities. The Adviser selects all Client investments and strategies. The Adviser does not participate in any wrap-fee programs.

The Adviser may, in the future, serve as the investment adviser to additional funds or products, which may invest alongside Clients, or which may be domiciled in South Africa or other jurisdictions.

3. General Description of Types of Clients

The investors in Clients include taxable and tax-exempt entities, persons or entities organized in various jurisdictions (including foreign jurisdictions) and ERISA plan assets. Conflicts of interest may therefore arise in connection with decisions that may be more beneficial for one Client or investor than another. In selecting investments appropriate for Clients, the Adviser considers the investment objectives of the applicable Client(s) as a whole, not the investment objectives of such Client’s individual investors. The Adviser generally does not tailor its investment strategy to the needs of individual investors in its Clients.

4. Assets Under Management

As of December 31, 2019, the Adviser managed approximately \$401,800,000 of Client assets on a discretionary basis. The Adviser does not manage any Client assets on a non-discretionary basis.

ITEM 5 – FEES AND COMPENSATION

1. General Description of Client Compensation

The Adviser is entitled to management fees and/or performance-based compensation from the Adviser's Clients. Pursuant to the terms of Client's operating documents, investors generally pay the Adviser management fees quarterly in advance in an amount equal to approximately 1% of their net capital balance as of the start of each quarter. The General Partner is generally entitled to a performance allocation equal to 25% of the annual increase, if any, in the net asset value of each investor's capital account in Clients typically in excess of an annualized 6% hurdle, subject to a high-water mark. The above is a simplified explanation – further detail regarding calculation of fees can be found in the applicable Client's offering documents, which are provided to potential qualified investors.

The fees described above represent the Adviser's typical compensation rates. The Adviser does waive the management fee and performance-based compensation with respect to the capital accounts of members, partners, officers, managers, employees or affiliates of the Adviser or other limited partners and may do so in the future in its sole discretion.

Fees and compensation paid to the Adviser or its affiliates by Clients are generally deducted from the assets of Clients. As discussed above, management fees are generally deducted on a quarterly basis and performance-based compensation is generally deducted on an annual basis or upon a withdrawal of capital from a Client, if earned.

The Adviser may offer co-investment opportunities alongside Clients, to third parties selected by the Adviser in its sole discretion, including, without limitation, existing investors of Clients and/or the existing Other Accounts. Co-investment opportunities may be made available through limited partnerships, limited liability companies or other special-purpose entities formed to make such investments. The Adviser and its affiliates may charge higher or lower management fees and/or performance-based compensation (which may or may not be different than the fees and/or compensation charged to Clients and/or Other Accounts) in respect of such co-investment opportunities.

See Item 10 for information regarding the allocation of trades and investment opportunities between Clients and between Clients and the Other Accounts (defined in Item 10).

The Adviser may in the future form additional investment entities, either in South Africa, the United States or other jurisdictions, over which the Adviser's principal, partners, or other related parties may have sole or joint investment discretion, which may or may not be regulated by the SEC, and from which the Adviser's principal, partners, or other related parties may receive fees.

2. General Description of Client Costs and Expenses

Each Client will bear, or reimburse the Adviser for, all business expenses incurred in the organization of Clients. Clients shall, subject to the Adviser's discretion, pay, or reimburse the Adviser and/or its affiliates for its share of all fees, costs, and expenses (collectively "fees") determined to be allocable to such Client by the Adviser, including, without limitation:

- (i) accounting, administrative, auditing, valuation, and bookkeeping fees (including, without limitation, costs of preparing financial statements);
- (ii) tax, withholding and transfer fees (without limitation, costs of preparing tax returns and K-1s);
- (iii) consulting and other professional fees;

- (iv) trading, accounting, and investment research systems and technology fees;
- (v) legal and compliance fees, including, without limitation, fees incurred in connection with:
 - a. Client agreements;
 - b. any offering of limited partner interests;
 - c. regulatory registrations;
 - d. filings (including, without limitation, fees incurred in connection with regulatory filings made in respect of Clients such as Form PF);
 - e. qualifications and licensing;
 - f. Client contracts and investments;
 - g. any defense of Clients in any inquiry, action or proceeding, and advice;
 - h. regarding all applicable laws and regulations);
- (vi) expenses incurred in connection with the formation of any special purpose vehicles, AIVs and other investment vehicles;
- (vii) expenses incurred in connection with any meetings of investors;
- (viii) insurance and bonding fees;
- (ix) fees paid to the administrator;
- (x) the management fee;
- (xi) fees and expenses incurred in connection with Client reporting obligations;
- (xii) investment management related fees (including, without limitation, fees incurred in connection with:
 - a. the buying, selling and holding of securities and other investments (including, without limitation, all custody, accounting, transfer and legal fees, investment banking fees, bank service fees, commissions, markups and markdowns and interest expense; any other expenses related to the purchase, sale, borrowing or lending, custody or transmittal of Client assets); and
 - b. the discovery, evaluation, acquisition, holding, development, management, monitoring, refinancing and disposition of proposed or actual investments (including, without limitation, investment related travel costs, private placement fees, syndication fees, bank charges, closing and execution costs, sales commissions, appraisal fees, taxes, underwriting commissions and discounts, brokerage fees and information services).

Expenses incurred on behalf of a subset of Client investors may be allocated exclusively to, or on such other basis as deemed appropriate by the Adviser in its sole discretion, to such subset of Client investors in relation to such Client investors derived benefit therefrom. The Adviser has in the past, and may in the future, elect not to charged certain eligible expenses to Clients. Potential qualified investors are encouraged to review Client's audited financials for a summary of the magnitude of Expenses charged to Clients.

The Adviser bears the cost of any placement fees payable to agents in connection with Clients. The Adviser is responsible for all customary overhead expenses of managing the applicable Client.

It is critical that investors and prospective investors refer to the respective Client's expense allocation policies (as applicable) and/or governing documents for a complete understanding of how the Adviser allocates Client operating expenses. The information contained herein is a summary only and is qualified in its entirety by Client's expense allocation policies (as applicable) and/or governing documents.

ITEM 6 – PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT

The Adviser and its affiliates accept performance-based compensation from every Client. In addition, the Principal does, and other employees or related parties of the Adviser may, accept performance-based compensation from the Other Accounts (defined in Item 10). As a result, the Adviser and its affiliates and employees do not face the conflicts of interest that may arise when an investment adviser accepts performance-based compensation from some Clients, but not from other Clients. However, because the overall average rate at which the Adviser receives performance-based compensation between Clients differs and because the aggregate capital account balance of each Client differs, the compensation the Principal is eligible to receive from certain Clients and or Other Accounts is lower. Because of these differing average performance-based compensation rates, the Adviser and its affiliates, which are in whole or part controlled by the Principal, may have an incentive to:

- direct the best investment ideas to, or allocate or sequence trades in favor of, Clients or Other Accounts that pay higher performance-based fees;
- use trades by a Client or Other Accounts that pays lower performance-based fees to benefit a Client or Other Accounts that pays higher performance-based fees, such as where the higher performance-based fee-paying Client sells a security only after a Client that pays lower performance-based fees has made a large purchase of the security; and
- benefit a Client or Other Accounts that pays higher performance-based fees over a Client or Other Accounts that pays lower performance-based fees, and which has a different and potentially conflicting investment strategy.

The Adviser has an allocation policy that helps address related potential conflicts of interest, and it is described in Item 10 herein.

The performance-based fees described above represent the Adviser's typical compensation rates. The Adviser does waive the performance-based fees with respect to the capital accounts of members, partners, officers, managers, employees or affiliates of the general partner or the Adviser or other Client investors and may do so in the future in its sole discretion.

ITEM 7 – TYPES OF CLIENTS

As previously noted, the Adviser provides investment advisory services to Clients, which are private pooled investment vehicles. Applicable initial and additional subscription minimums, if any, are disclosed in the respective offering memorandum of each of these private pooled investment vehicles and which may be changed from time to time by the Adviser in its sole discretion. Clients have accepted lower subscription amounts under the circumstances described in the applicable Client's offering document and may do so in the future. Each Client relies on an exclusion from the definition of "investment company" provided by the Investment Company Act of 1940. Investors of Clients may include high net worth individuals, pension funds and profit-sharing plans, trusts, charitable organizations, institutions, endowments, fund of hedge funds, foreign sovereign wealth funds, family offices, and other entities.

The Adviser has in the past, and may in the future, enter into negotiated agreements with one or more investors which provide for the waiver or modification of certain terms of the offering of interests, or certain rights and obligations of investors, whereby such investors may be subject to terms and conditions that are more advantageous than those set forth in the offering memorandum of a Client, including without limitation: (a) the right to pay a reduced management fees; (b) the right to purchase additional interests in Client; (c) the right to withdraw from Client with greater frequency; (d) lesser notice or other preferential terms; (e) the right to receive reports from the Adviser or Client on a more frequent basis or to receive reports that include information not provided to other Client investors; (f) the right to pay a reduced performance-based fee; (g) and any such other rights as may be negotiated between the Adviser and the investors in a Client. The modifications are solely at the discretion of the Adviser and may, among other things, be based on the size of the investor's investment in a Client, an agreement by an investor to maintain such investment in a Client for a significant period, or other similar commitments by an investor to a Client. As noted in Items 5 and 6, the employees of the Adviser do not pay fees on their investments in Clients.

Current and qualifying prospective investors are encouraged to review the applicable Client's offering documents for full details.

ITEM 8 – METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

1. General Description of Investment Objectives, Strategies, and Techniques

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

Although the investment objectives and strategies of Clients are not identical, the Adviser generally seeks superior returns and long-term capital appreciation for Clients, generally by investing in publicly traded and private securities, with a primary focus on South African listed securities, that the Adviser believes exhibit valuation discrepancies between current trading prices and intrinsic business (or net asset) value.

The Adviser employs a disciplined, focused and concentrated value investment approach, generally monitoring companies and their competitors over the long-term by principally reviewing publicly available information to evaluate fundamental factors, such as changes in levels of profitability and relative valuations. The securities in which the Adviser invests Clients' assets are predominantly those traded on the Johannesburg Stock Exchange although the Adviser may invest in securities traded on other exchanges, including other emerging market exchange, or in private unlisted securities. There is no assurance, however, that Clients will achieve their investment objectives or be profitable. Past performance is no assurance of future results.

Clients do not have an overarching strategy or asset allocation model that specifies what percentage of their portfolios should be invested in each investment category. Client allocations among different investment categories is a function of their potential risk and reward compared with available opportunities in the marketplace as well as a function of the Considerations detailed in Item 10 (2).

In terms of investment techniques, the Adviser does not engage in short selling, but it has and does use leverage and may use derivatives, most commonly to hedge currency exposure, and it may do so from time to time in the future in its full and sole discretion without notice.

2. General Description of the Types of Investment Securities

The Adviser is generally authorized to invest or trade in all types of equity and debt securities, both publicly traded and private securities, on behalf of Clients, including common and preferred stock; debt securities convertible into or exchangeable for common or preferred stock or other types of securities; privately issued securities; bonds, notes, zero coupon bonds and other fixed-income securities; options, including options on equity and indices; warrants and other rights; forward and futures contracts; and exchange-traded funds and other investment company securities, public or private. Clients may also invest in securities sold pursuant to initial public offerings, backstop rights offerings (commonly referred to as insured or underwriting rights offerings) and may lend money to companies in which they are invested, or desire to be invested, to support their investment strategy.

3. Material, Significant or Unusual Risks Associated with the Investment Strategy

The following risk factors do not purport to be a complete list or explanation of the risks involved in an investment in Clients advised by the Adviser. These risk factors include only those risks the Adviser believes

to be material, significant or unusual and relate to particular significant investment strategies or methods of analysis employed by the Adviser. Additional risks and uncertainties not currently known to the Adviser or that the Adviser currently believes to be immaterial may also materially and adversely affect the Adviser's investment strategies and the value of investments in Clients. Please refer to Client's offering documents for a more complete description of the risk factors applicable to an investment in Clients. As with other investments, an investment with the Adviser involves a high degree of risk including, but not limited to, those listed below. There can be no assurance, based on these risks, as well as other risks inherent in any investment, that the Adviser will meet the Adviser's investment objectives or otherwise be able to successfully carry out the Adviser's investment program. An investor should only invest with the Adviser if the investor can withstand a total loss of its investment.

(a) General Risks

Although the Adviser's investment approach is driven in part by fundamental analysis, as well as value investing considerations and other factors, the Adviser will not necessarily impose fixed requirements as to levels of revenues or earnings, cash flow, market capitalization or other fundamentals applicable to all investments. Accordingly, it is possible, if not likely, that many investments could occur in issuers of higher levels of investment risk. Given the nature of the Adviser's investment approach, investors must be prepared to assume the risks inherent in such investments. Moreover, the Adviser's strategy is intended to realize price appreciation over the long term, as much as ten years. It may be a long period of time, if ever, before the securities markets reflect the increased values identified through the Adviser's investment methodology and investors need to be prepared to invest for the long term, in order to potentially realize those returns.

(b) Limited Operating History and Limited Prior Application of Investment Approach

The General Partner and Riskowitz Value Fund LP commenced operations in January 2011 and therefore have an operating history limited to the time since then (the Adviser was subsequently formed in 2012). There can be no assurance that the investment strategy and methodology will continue to prove successful over time under various or different market conditions and events. Moreover, investing in a Client can be regarded as a risky investment and investors could lose all or substantially all of their investment. In general, past investment performance is no assurance of future results.

(c) Dependence on Key Individuals

Investors in Clients will have no authority to make decisions or to exercise business discretion on behalf of Clients. The authority for all such decisions is delegated to the Adviser and the Principal, associates and other employees. The future performance depends on the continued service of such persons, in particular the Sean Riskowitz. The departure, death, or incapacitation of any such persons could have an adverse effect on the profits of Clients.

(d) Dependence upon Individual Judgment and Skill

Although the Adviser utilizes a variety of methodologies, including an intrinsic value approach involving financial analysis, in its investment decision-making, the ultimate selection of investments for Client will involve, to a considerable degree, subjective factors and judgment on the part of the Principal. Accordingly, success of Clients will be substantially dependent on the investment skills and judgment of the Principal.

(e) Failure to Identify Suitable Investment Opportunities

Client investment strategies depend on the ability of the Adviser to successfully identify attractive investment opportunities. Any failure to identify appropriate investment opportunities and make appropriate investments would increase the amount of Client assets invested in cash or cash equivalents

and, as a result, may reduce their rates of return. Clients will face competition for investments from, for example, strategic buyers and/or investment banks. Many of these competitors may be substantially larger and have greater financial resources than are available to Clients. There can be no assurance that the Adviser will be able to identify and make investments that are consistent with Client investment objectives or generate attractive returns for their investors or that Clients will not be significantly impacted by competitive pressures for investment opportunities.

(f) General Economic and Market Conditions

The success of Client activities will be affected by general economic and market conditions, such as overall rates of growth and demand for investment company products and services, interest rates, availability of credit, credit defaults, inflation rates, economic uncertainty, changes in laws (including laws relating to taxation of Client investments), trade barriers, currency exchange controls, and national and international political, environmental and socioeconomic circumstances (including wars, terrorist acts or security operations). The financial condition of the Adviser may be adversely affected by a significant general economic downturn and it may be subject to legal, regulatory, reputational and other unforeseen risks that could have a material adverse effect on the Adviser's business and operations and thereby could impact a Client. Moreover, a sustained downturn in the South African, U.S. or global economy (or any particular segment thereof) or weakening of credit markets could adversely affect Client's profitability, impede the ability of Client's investments to perform under or refinance their existing obligations, and impair Client's ability to effectively exit investments on favorable terms. Any of the foregoing events could result in substantial or total losses to Client in respect of certain investments, which losses will likely be exacerbated by the presence of leverage in a particular investments' capital structure. To the extent that any investments are dependent on corporate debt markets, any market turmoil, coupled with the threat of an economic slow-down, as well as a perceived increase in counterparty default risk, may have an adverse impact on the availability of credit to businesses generally, which in turn may adversely affect or restrict the ability of such investments to raise or refinance debt capital or the ability of Client to sell or liquidate investments at favorable times or at favorable prices or which otherwise may have an adverse impact on the business and operations of Client, restrict Client's investment activities and impede Client's ability to effectively achieve its investment objective. Patterns of price movements in the global capital markets may result in corresponding volatility in Client's returns and its level of capital. Security positions may at times prove more difficult to sell in a timely or efficient manner and could thus impair Client's ability to fully realize portfolio gains or limit losses. One or more institutions, including brokerage Advisers and banks, with which Clients will do business, or to which securities have been entrusted for custodial purposes, may encounter financial difficulties that would impair the operational capabilities or the capital position of a Client. Client's investments may undergo significant short-term declines and experience considerable price volatility. Under current and recent market and economic conditions, an investment in a Client should only be considered by investors prepared to experience possible short-term volatility and fluctuations in value in the interest of seeking long-term capital appreciation.

(g) Regulatory Restrictions on the Beneficial Ownership of Securities May Impair Clients' Ability to Achieve their Respective Investment Objectives

The investment strategies pursued by Clients may be affected by applicable regulations governing the beneficial ownership of public securities, which may inhibit Clients' ability to freely acquire and dispose of certain securities. For example, South African regulations, similar to U.S. regulations, restrict board members (or similar insiders) of South African listed companies and their affiliates, from trading in shares of such company during certain periods where potential material, non-public information ("MNPI") may be present ("**Blackout Period**"). The execution of the Adviser's investment strategy, which often involves participation in the directorship and/or management of Client investments, including Sean Riskowitz's role as chief executive officer and executive director of Conduit Capital Limited, Tyrone Moodley and Adrian

Maizey's Board of Directors memberships on Conduit Capital Limited, a Client investment, subjects the Adviser, and as a result Clients, to these trading restrictions. These restrictions also prohibit Clients from transacting in shares of any such company, including Conduit, during the relevant Blackout Period, affecting the liquidity of these positions. This risk typically (with few exceptions) applies to any listed company, regardless of the exchange on which it is listed or the jurisdiction in which it is located, including the U.S. When a Client is affected by such rules and regulations, it will likely not be able to transact in ways that could realize value for the applicable Client. Given the illiquid nature of the securities in which Clients' invest, securities which are thinly traded, an inability for Clients to transact in the securities of the companies in which they invest can materially and negatively impact the price and volatility of the securities during Blackout Periods. Investors in Clients are encouraged to refer to Item 8. 3. (j), (k), (l), (y), and (gg) in particular (but not exclusively) regarding the implicit and explicit risks associated with the illiquid nature of Clients' portfolios and investment strategy. In addition, any changes to government regulations could make some or all forms of strategies unlawful or impractical. Accordingly, such changes, if any, could have an adverse effect on the ability of a Client to achieve its investment objective.

(h) Debt Investments in Portfolio Companies

Clients have, and the Adviser does expect to make significant investments in debt or convertible debt securities of companies. Such debt may be unsecured and structurally or contractually subordinated to substantial amounts of senior indebtedness, all or a significant portion of which may be secured. Moreover, such debt investments may not be protected by financial covenants or limitations upon additional indebtedness and there is no minimum credit rating for such debt investments. Other factors may materially and adversely affect the market price and yield of such debt investments, including, without limitation, investor demand (lack of a buyer), changes in the financial condition of companies, government fiscal policy and domestic or worldwide economic conditions.

(i) Concentration Risks

Client portfolios are highly concentrated in a number of respects. First, there is a high geographic and country concentration, as the Adviser's investment focus is upon, but is not limited to, South African and Southern African companies. The Adviser expects to limit core positions to equity and debt securities of a relatively small number of issuers. There is no limitation, moreover, on the amount of Client assets that can be invested in a single company, single industry, sector or type of security. Accordingly, the portfolio could be further concentrated as to sectors, industries and companies, as well as the form of its investments. Moreover, appreciation or depreciation in particular issuers, industries or sectors may have the effect of further increasing Client portfolio concentrations. While portfolio concentration may in some circumstances increase portfolio gains, significant concentration can expose an investment portfolio to higher levels of certain risks. Accordingly, Client portfolios may, at times, be exposed to significant country, issuer, sector and/or industry risks in particular areas in which the portfolio may be concentrated. The investment technique of concentrating investment positions increases the volatility of investment results over time and may exacerbate the risk that a loss in any such position could have a material adverse impact on a Client's assets, and, in turn, the value of any investment in a Client. Although it may at times choose to do so, the Adviser is under no obligation to hedge any of Client's positions to mitigate these risks.

(j) Price Volatility

Share prices are often influenced by factors other than fundamentals, including overall investor sentiment, sudden favor or disfavor of a company or industry, predictions or rumors and heavy trading pressure from particular investors (including Client trades). Such patterns of price movements may result in corresponding volatility in Clients' returns and its level of capital. Such returns may not necessarily correlate with returns on major indices or more diversified investment vehicles. The share prices of Client portfolio are volatile

for various reasons including that they are thinly traded and subject to currency fluctuations, most notably the fluctuations between the USD and South African Rand. Clients are not suitable for investors seeking low volatility nor liquid investments.

(k) Substantial or Control Investments Risks

The Adviser (including its affiliates) causes Clients and Other Accounts, either alone or together with others, to acquire a substantial or “control” position in companies and secures the appointment of persons to such company’s management team or board of directors. In doing so, the investors in Clients may be required to acknowledge and agree that the Adviser has (and may in the future acquire) fiduciary duties to such other company and to such other company’s shareholders (which shall include members, unitholders, partners and similar persons) in addition to the duties that the Adviser owes Clients. Such fiduciary duties may require the Adviser to take actions that are in the best interests of the relevant company or its shareholders and the Adviser shall endeavor to act in such situations in the best interests of all parties concerned in accordance with the duties it owes to each such party. The Adviser’s actions in such situations may not be in the best interests of Clients.

The investors in Clients have in the past (and may in the future) be required to acknowledge the existence of conflict of interests between the duties that the Adviser owes to such companies and their shareholders, on the one hand, and those that it owes to Clients, on the other.

The Adviser also attempts to build strong relationships with company management (and expects to do so in the future). In certain cases, the Adviser’s attempts to influence a company’s management have resulted (and are expected to result in the future) in the Adviser taking a seat on a company’s board of directors or on the company’s management team. In such a case, there exists the risk that Clients will be restricted in transacting in or withdrawing their investment in that company as a result of, among other things, legal restrictions on transactions by company directors or affiliates. Because there is substantial uncertainty concerning the outcome of transactions involving the target companies in which Clients may invest, there exists a potential risk of loss by Clients of their entire investment in such companies.

The acquisition of a significant stake in a class of securities of a single issuer which, depending on the jurisdiction, could require the filing of a Schedule 13D, 13G, or similar statement with the relevant regulatory body (in the case of South Africa, for example, a Takeover Regulation Panel “TRP” 121-1 statement), could impose certain limitations on a Client’s ability to trade in such securities, including the restrictions of Section 16 of the Exchange Act in regards to U.S. publicly traded securities. The accumulation of a significant position in the shares of a single issuer could lead to litigation or disputes in the event the Adviser desires to influence the issuer and may adversely impact the flexibility of a Client to acquire or dispose of such securities.

Controlling stakes in investments involve a number of other risks, such as the risk of liability for environmental damage, product defect, failure to supervise management, violation of governmental regulations and other types of liability in which the limited liability characteristic of business operations may be ignored. In addition, in connection with the disposition of these investments, Clients may make representations and warranties about such investments’ business and financial affairs typical of those made in connection with the sale of any business or may be responsible for the contents of disclosure documents under applicable securities law. Clients may also be required to indemnify the purchasers of such investments or underwriters to the extent that any such representations and warranties or disclosure documents turn out to be incorrect, inaccurate or misleading. All of these risks or arrangements may create contingent or actual liabilities and materially affect Clients and any investment held by Clients.

(l) Risks Associated with Directorships on Boards of, or Executive or Non-Executive Positions with, Portfolio Companies

The Adviser has in the past obtained rights to participate substantially in, and to influence substantially, the conduct of management and the board of directors of issuers of securities acquired by Clients and expects to do so in the future. Members, partners, officers, managers, employees or affiliates of the Adviser and its affiliates or designees serve as directors and/or executives of, or in a similar capacity with, companies in which Clients invests (including but not limited to Conduit Capital Limited and Taste Holdings Limited) and are expected to do so on the future. In the likely event that material non-public information is obtained with respect to such companies, or Clients become subject to trading restrictions pursuant to the internal trading policies of such companies or as a result of applicable law or regulations, Clients may be prohibited for a period of time from purchasing or selling the securities of such companies, which prohibition may have an adverse effect on Clients.

(m) Investments in Undervalued Assets

Clients may invest in undervalued assets. The identification of such investment opportunities is a difficult task, and there is no assurance that such opportunities will be successfully recognized or acquired. While investments in undervalued assets offer the opportunity for above-average capital appreciation, these investments involve a high degree of financial risk and can result in substantial losses. Returns generated from such investments may not adequately compensate investors in Client for the business and financial risks assumed. An investor should be aware that it may lose all or part of its investment in Client. Clients may be forced to sell, at a substantial loss, assets which the Adviser believes are undervalued, if they are not in fact undervalued. In addition, Client may be required to hold such assets for a substantial period of time before realizing their anticipated value. During this period, a portion of Client funds would be committed to the assets purchased, thus possibly preventing Clients from investing in other opportunities.

(n) Related Party Transaction Risks

The Adviser has in the past (and may in the future) recommend that Clients purchase securities or other assets from or sell securities or other assets to, or engage in other transactions with businesses that are affiliated with the Adviser or its partners and employees (such as Other Accounts (defined in Item 10)) when the Adviser believes such transactions are appropriate and in the best interests of each Client. In such an event, the Adviser may recommend that such transaction(s) be affected by directing the legal transfer of the securities or other assets between Clients (and or businesses related to the Adviser) directly or by transferring the economic return of the securities or other assets between Clients (and or businesses related to the Adviser). The Adviser may have a potentially conflicting division of loyalty and responsibility regarding both parties to such related party transactions.

(o) Co-Investments Risks

The Adviser may allocate all or a portion of a given investment opportunity to co-investors. The allocation of all or a portion of an investment opportunity to co-investors could result in lower returns for Clients than had Clients taken the full opportunity for themselves. Furthermore, unless separately negotiated with Clients or investors in Clients, the Adviser generally reserves the right to allocate co-investment opportunities among Clients, investors in Clients and third parties as the Adviser may determine in the Adviser's sole discretion. The Adviser may charge co-investors some combination of a management fee and performance-based compensation. Depending upon the compensation arrangement applicable to co-investors as compared to the compensation arrangement applicable to the relevant Clients, the Adviser may have an incentive to allocate an investment opportunity to a co-investment vehicle rather than to Clients. Where a co-investment is consummated with one or more existing Clients, investment-related expenses are

generally expected to be allocated pro-rata between such Client and the participating co-investors. Where a co-investment is sought but ultimately fails to reach consummation, the relevant Client account will generally bear all investment-related expenses pertaining to the applicable investment, whether or not such Client ultimately consummates such investment. There can be no assurances that a contemplated co-investment will reach consummation.

(p) Due Diligence Performed by the Adviser Before Investing May Not Reveal All Relevant Facts in Connection with an Investment

When assessing an investment opportunity, the Adviser has relied and will continue to rely on resources that may provide limited or incomplete information. In particular, the Adviser has relied and will continue to rely on publicly available information and data filed with various government regulators. Although the Adviser has evaluated and will continue to evaluate information and data as it has deemed or deems appropriate and has sought and will continue to seek independent corroboration when reasonably available, the Adviser has not and may choose not to evaluate all publicly available information and data with respect to any investment and has often not been and will often not be in a position to confirm the completeness, genuineness or accuracy of the information and data that it did or will evaluate. As a result, there can be no assurance that due diligence investigations carried out by the Adviser will reveal or highlight all relevant facts that may be necessary or helpful in evaluating investment opportunities for Clients. Any failure to identify relevant facts may result in inappropriate investment decisions, which may have a material adverse effect on the value of any investment in Clients.

(q) Clients' Trading Orders May Not Be Timely Executed

Clients' investment and trading strategies depend on its ability to establish and maintain an overall market position in financial instruments selected by the Adviser. Clients' trading orders may not be executed in a timely and efficient manner due to various circumstances, including, for example, trading volume surges or systems failures attributable to that Client, the Adviser, Client's counterparties, brokers, dealers, agents or other service providers. In such event, Client might only be able to acquire or dispose of some, but not all, of the components of such position, or if the overall position were to need adjustment, Client might not be able to make such adjustment. As a result, Client would not be able to achieve the market position selected by the Adviser, which may result in a loss. Please see Section 10 for risks and considerations regarding trades directed or executed by Sean Riskowitz on behalf of Conduit Capital Limited.

(r) ERISA Plan Asset Consequences and Risks

At times that the investment in any class of equity interests in a Client by Benefit Plan Investors equals or exceeds 25% of the aggregate value of that class (excluding investments by the Adviser and its affiliates), the Adviser will qualify as a "qualified plan asset manager" (as defined under Prohibited Transaction Class Exemption 84-14 (the "QPAM Exemption")). At such times, the Adviser will be an ERISA fiduciary, with respect to investors that are employee benefit plans subject to Title I of ERISA, in that class of equity interests in a Client. As an ERISA fiduciary, the Adviser will be required to conform its decisions and actions in managing a Client to the fiduciary responsibility provisions and prohibited transaction restrictions imposed on ERISA fiduciaries, notwithstanding anything contained herein to the contrary. In addition, restrictions imposed on a Client under ERISA could limit certain investment opportunities in select circumstances. Investors who are subject to ERISA should consult their own advisors as to the effect of ERISA on an investment in a Client.

(s) Institutional Risk

The institutions, including brokerage firms and banks, with which Clients do business, or to which securities have been entrusted for custodial purposes, may encounter financial difficulties that impair Clients' operational capabilities or the capital position. Clients will attempt to limit its transactions to well-capitalized and established banks and brokerage firms in an effort to mitigate such risks.

(t) Service Provider Risks

Clients and their service providers may be subject to possible service interruptions that could negatively impact Clients' abilities to receive and process investment information, to make and execute investment decisions and record and monitor Clients' transactions and investments in an accurate and timely manner. Service interruptions may result from: market-place failures in the various exchanges and electronic trading platforms utilized by Clients; systems failures with brokers or counterparties; interruptions of telephone and communication systems, including internet, email and instant messaging; computer viruses and software failures; problems with data storage, backup and retrieval systems; failures in trade reporting, confirmation and trade break reporting systems; limitations in the ability to access the office premises and systems; damage from floods, fire, vandalism and terrorism; and any other unforeseeable and unavoidable unusual events.

(u) No Hedging or Shorting of Individual Securities

As discussed herein, as a means of lessening investment risk, as well as to concentrate upon the undervalued aspects of potential investments, the Adviser does not intend to employ short selling or its equivalent in other instruments. Such techniques, however, can have the effect of lowering the exposure of a portfolio to overall market direction as well as price depreciation in the stocks of particular companies or industries. As Client portfolio will essentially be "long-only," they will be subject to a variety of directional and similar risks which will not be hedged. Although the Adviser may express negative market sentiment by increasing cash positions, such a step, although reducing overall exposure, would not hedge Client's remaining equity positions. The Adviser may however enter into portfolio level currency hedge derivative positions to hedge Clients' exposure to non-US currencies, mostly to the South African Rand.

(v) Foreign Investment and Emerging Markets Risk

Client portfolios will generally be invested in a portfolio of equity securities of companies located primarily in South Africa, or with substantial South African operations, or may invest a significant portion of their assets in securities issued by companies located in other emerging market countries. Investments in foreign issuers are subject to greater risk than U.S. investments for many reasons, including changes in currency exchange rates and unstable political, social and economic conditions, which may significantly disrupt the financial markets or interfere with Clients' ability to enforce their rights against foreign issuers. Foreign (non-U.S.) investments may also be subject to the risks of a lack of adequate or accurate company information, smaller, less liquid and more volatile securities markets, currency controls, less secure foreign banks or securities depositories than those in the United States and weaker controls on investment and currency transfers. Transaction costs and other execution expenses are expected to be higher in South Africa and other emerging markets than those available in the U.S. and other developed markets. Investments in foreign issuers may also decrease, if not restricted, Client's ability to borrow against its assets.

(w) Political and Economic Issues

Client portfolios will be subject to a broad variety of political and economic concerns relating to its focus upon South Africa, including uncertainties arising from political or diplomatic developments, social and religious instability, changes in governmental policies, high rates of inflation, infrastructure limitations,

shortages of qualified workers, taxation and interest rates and developments in law or regulations. The government has exercised and continues to exercise significant influence over many aspects of the economy, including substantial labor regulation over the work force. Accordingly, the foregoing factors, including government actions, bureaucratic obstacles and labor matters, could have a significant effect on the economy and/or specific issuers in which Clients invest, which could adversely affect Client investments in South Africa.

(x) Capital Market Risks

Investments in foreign issuers are subject to greater risk than U.S. investments for many reasons, including changes in currency exchange rates and unstable political, social and economic conditions, which may significantly disrupt the financial markets or interfere with Client's ability to enforce their rights against foreign issuers. Foreign investments may also be subject to the risks of a lack of adequate or accurate company information. The markets for South African securities are smaller, less liquid, less regulated and more volatile than the securities markets of the most developed countries. Such conditions can affect the liquidity of Client's investments and its ability to timely realize profits or minimize losses.

(y) Liquidity Risks

The Adviser's strategy involves investing in small and mid-cap Southern African securities. Such securities are illiquid and, even if the prices of such securities increase, no guarantee can be made that there will be sufficient liquidity in the markets to allow Clients to dispose of all or any of these securities, to realize any increase in the price of such securities, or to meet any investor withdrawal requests timely or in cash. Transactions in these illiquid securities do impact the prices of these securities, often times materially. Clients are most often the largest shareholder or a material shareholder in the companies in which they invest and any transaction by Clients in the securities of these companies can materially impact the prices thereof. In the event that a Client investor redeems capital and in the event Clients do not have sufficient cash to fund the withdrawal in cash, absent an agreement otherwise between the Adviser and the investor to orderly unwind positions to meet the investor's withdrawal request, then the Adviser may and is likely left with little choice but to distribute shares in-kind to the withdrawing investors. The distribution of securities in-kind will likely trigger a filing notifying the market of the distribution which could and will likely decrease the securities price. In addition, if the withdrawing investor then sells those securities in a non-orderly fashion, it could and likely would cause the price of the securities to decline, which would decrease the value of Client's portfolio to the extent of its exposure to the security redeemed. Current and prospective investor are therefore reminded that the Adviser's strategy is intended solely for those investors who have an appetite for illiquid and volatile investments and a long-term investment horizon, in excess of five years, and that although investor liquidity terms grant investors the option to redeem a *portion* of their capital account as early as three years from the date of their investment, a large withdrawal by any one or a group of investors around the same time may and likely will result in a decline in the value of Client portfolios for a period of time. Investments in Clients are only suitable for investors with long-term investment horizons and an ability and appetite to sustain long periods of significant price fluctuations and illiquidity.

(z) Limitations on Investment Techniques

The Adviser will not under normal circumstances engage in certain investment techniques commonly used by hedge fund managers, such as short selling, and typically will not use margin or utilize derivatives on a broad basis. In addition, certain investment funds offered in South Africa are currently restricted from using certain investment techniques, such as engaging in certain derivatives transactions. There is no assurance that such restrictions will not apply to Clients or that new restrictions will not be implemented that would

apply to Clients. Accordingly, the Adviser may not have available the full panoply of investment tools it would have when investing in developed markets.

(aa) Small-Cap Securities Risks

The Adviser invests in small-cap securities which are potentially riskier than large-cap stocks for several reasons including, but not limited to the following. First, when it comes to trading, small-cap stocks have less liquidity as elaborated on elsewhere herein. This means enough shares at the right price may be unavailable when Clients wishes to buy – or it may be difficult to sell shares quickly at favorable prices. Second, in comparison to large-cap companies, small-cap firms generally have less access to capital and, overall, not as many financial resources. This makes it difficult for smaller companies to obtain the necessary financing to bridge gaps in cash flow, fund new market growth pursuits or undertake large capital expenditures. This problem can become more severe for small-cap companies during lows in the economic cycle. Third, small-cap stocks often lack operational history and have the potential for their unproven business model to prove faulty, making it difficult for smaller companies to effectively compete with larger companies. Fourth, because small companies are not as likely to have an established, loyal customer base, they are more vulnerable to consumer preference changes. Fifth, less information about small companies is commonly available to the public compared to larger cap stocks, and this makes an informed evaluation of small-cap stocks more difficult for potential investors. This also makes the distribution of false information by parties adverse to the issuer easier. Six, lack of analyst coverage, lack of data, and the lack of liquidity make for wider bid-ask spreads in the shares of small caps stocks and they may be more vulnerable to price manipulation when compared to more liquid securities (which may adversely impact the value of Client's portfolio for periods of time and increase the volatility thereof).

(bb) Competition for Investment Opportunities

As noted herein, in the view of the Adviser, South Africa is an investment area that remains less exploited by investors than many others. However, the South African market can be expected to enjoy growing popularity among global investors. Although this development could increase investment returns and liquidity, increased market competition can have the effect of reducing or eliminating pricing inefficiencies and render more difficult the identification of attractive investments at favorable prices. When investing in South Africa, the Adviser will be competing against a number of investment institutions worldwide, including many with substantially greater resources.

(cc) Foreign Non-U.S. Currency Risks

Investments in South African securities will mostly be denominated in the South African and yet the base currency of Clients is the U.S. Dollar. Clients may therefore be affected unfavorably by exchange control regulations or changes in the exchange rate between South Africa (or other foreign currencies) and the U.S. Dollar. Changes in non-U.S. currency exchange rates influence values within Client portfolios from the perspective of U.S. investors. Changes in non-U.S. currency exchange rates may also affect the value of dividends and interest earned, gains and losses realized on the sale of securities and net investment income and gains, if any, of Clients. The rates of exchange between the U.S. Dollar and other currencies are determined by the forces of supply and demand in the non-U.S. exchange markets. These forces are affected by the international balance of payments, interest rate differentials, and other economic and financial conditions, government intervention and other political and diplomatic conditions, speculation and other factors including those described above, over which the Adviser has no control.

(dd) Tax Risks

South Africa imposes withholding taxes upon dividends and certain interest payments received by foreign investors, which are generally applicable to Client investments. Under a double tax treaty with the U.S., certain investors may be able to qualify for a 15% rate of withholding tax. However, the foregoing tax regime may change and there may be other governmental taxes and charges imposed in South Africa (or other jurisdictions in which the Adviser invests) that could also impact Clients.

(ee) Risks Associated with Insuring (Backstopping) Rights Offerings

The Adviser will at times enter into agreements to insure rights offerings as part of its strategy to efficiently increase its exposure to an investment (also commonly referred to as “underwritten rights offerings” or “underwritten claw-back rights offerings”). Such agreements may be entered into with or without prior notice to, or the consent or approval of, individual investors in Clients and typically obligate Clients to acquire any shares not acquired by existing shareholders as part of a secondary rights offering. In the event that the market price of the security insured is below the price at which the Adviser agreed to acquire the excess shares, Clients will experience an immediate loss on the securities acquired equal to the difference between the market price and the price at which the Adviser agreed to acquire the shares, which may be material. Any such loss would be offset to the extent of the fee Clients typically receive for backstopping the rights offering.

(ff) Valuation of Private Investments

Client investments include interests in privately held securities and other private instruments, including convertible notes, which are valued by the Adviser. The process of valuing such securities for which price quotations are not available is based on inherent uncertainties and conflicts. The resulting values may differ from values that would have been determined had an active market existed for such securities and may differ from the prices at which such securities may ultimately be sold. Third-party pricing information may at times not be available for certain Client assets. Because the Adviser does assess management fees and performance-based fees directly upon its valuation determinations, a conflict is present. The Adviser is generally required to report the value of Client assets based on applicable Generally Accepted Accounting Principles and has adopted a policy regarding the valuation of Client assets in order to provide a basis for establishing valuations reported. Clients’ valuation of these positions may differ materially from the value ultimately realized upon the liquidation of such investments, particularly as certain of such investments tend to have realization and/or events which cause their value to increase or decrease suddenly in a manner not previously reflected in the net asset value at which investors have recently subscribed and/or withdrawn. There will often be no trading market for illiquid longer-term investments, and they might only be able to sell these positions, if at all, at materially disadvantageous prices. Current investors may obtain a copy of the Adviser’s valuation policy by contacting the Chief Compliance Officer at the contact information listed on the first page of this document.

(gg) Valuation of Securities in Illiquid Markets

Clients invest in securities that, while they are listed securities and trade on an exchange, are very thinly traded. The market prices, if any, for these securities tend to be volatile and, while that price may be ascertainable, Clients may not be able to sell them when it desires to do so or to realize what it perceives to be their fair value in the event of a sale. The sale of illiquid securities often requires more time and results in higher brokerage charges or dealer discounts and other selling expenses than does the sale of securities with an active market.

Pursuant to Client operating agreements, securities or other investments without an active trading market, are assigned fair value by the General Partner based upon: (i) recent sale price(s), (ii) opinions of brokers who trade actively in the securities, (iii) comparison with market values for similar companies, (iv) the investment risk and/or potential, (v) marketability (if any) and/or (vi) such other factors as the General Partner, in its sole discretion, deems appropriate.

If a Limited Partner withdraws any or all of its investment from a Client at a time when a Client holds illiquid investments, the General partner may, in its discretion, determine that the Limited Partner's pro rata share of one or more of those illiquid investments should be transferred to a separate liquidating fund (a "Liquidating Fund") established by a Client for withdrawing Limited Partners, in lieu of distributing the illiquid investments in kind or distributing other assets of the Partnership. Withdrawing Limited Partner's that are beneficial owners of a Liquidating Fund will be subject to the Incentive Allocation, which will be paid upon a realization of the illiquid investment(s) in the Liquidating Fund however, the Limited Partner's interest in the Liquidating Fund will not be considered an interest in the Client or give the Limited Partner any rights under the Client operating agreements.

The General Partner may also, in the event the General Partner determines to distribute the proceeds of a Limited Partner's redemption in kind, also establish a special purpose vehicle, on such terms at the General Partner determines, to facilitate the retention of such withdrawal payment until the same is reduced to cash.

There is no guarantee that the value realized by a Client on the eventual disposition of an illiquid investment will be any higher than that which would be realized upon an immediate disposition of the investment. A withdrawing Limited Partner receiving an interest in a Liquidating Fund will not receive any amount in respect of such interest until the related illiquid investment is realized.

(hh) Epidemics, Pandemics, Outbreaks of Disease and Public Health Issues

Our business activities as well as the Funds and their operations and investments, could be materially adversely affected by pandemics, epidemics and outbreaks of disease in Asia, Europe, North America and/or globally or regionally, such as novel coronavirus, or COVID-19, Ebola, H1N1 flu, H7N9 flu, H5N1 flu, Severe Acute Respiratory Syndrome, or SARS, and/or other epidemics, pandemics, outbreaks of disease, viruses and/or public health issues. Specifically, novel coronavirus, or COVID-19, has spread (and is currently spreading) rapidly around the world since its initial emergence in China in December 2019 and has severely negatively affected (and may continue to materially adversely affect) the global economy and equity markets (including, in particular, equity markets in Asia, Europe and the United States). Although the long-term effects or consequences of novel coronavirus (or COVID-19) and/or other epidemics, pandemics and outbreaks of disease cannot currently be predicted, previous occurrences of other pandemics, epidemics and other outbreaks of disease, such as H5N1 flu, H1N1 flu, SARS and the Spanish flu, had a material adverse effect on the economies and markets of those countries and regions in which they were most prevalent. Any occurrence or recurrence (or continued spread) of an outbreak of any kind of epidemic, communicable disease or virus or major public health issue could cause a slowdown in the levels of economic activity generally (or cause the global economy to enter into a recession or depression), which would adversely affect the business, financial condition and operations of the Adviser and the Funds. Should these or other major public health issues, including pandemics, arise or spread farther (or continue to spread or materially impact the day to day lives of persons around the globe), the Adviser and the Funds could be adversely affected by more stringent travel restrictions, additional limitations on the Adviser's operations or business and/or governmental actions limiting the movement of people between regions and other activities or operations (or to otherwise stop the spread or continued spread of any disease or outbreak).

ITEM 9 – DISCIPLINARY INFORMATION

None of the Adviser, RCM or any of the Adviser's associated persons has ever been sanctioned or reprimanded by any regulator or self-regulatory organization, nor has any such person been sued (or, to the Adviser's knowledge, threatened with litigation) by any Client or by any local state or federal authority on behalf of a Client.

ITEM 10 – OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

I. Material Conflicts of Interest Created by Additional Investment Activities

The Principal is the chief executive officer of Conduit Capital Limited (“Conduit”) and, together with certain employees or persons affiliated with the Adviser, including Adrian Maizey and Tyrone Moodley, is a member of the board of directors of Conduit (Tyrone Moodley is also member of the board of directors of Constantia Insurance, Conduit’s principal asset). Conduit is a South African publicly listed investment holding company that owns subsidiaries involved primarily in the insurance industry and makes investments in South African publicly listed securities. Conduit’s long-term ambition is to develop a high quality, diversified insurance group supported by a value-oriented, non-insurance investment portfolio. Sean Riskowitz has investment discretion over Conduit’s securities portfolio comprised primarily of South African publicly listed securities and Adrian Maizey is chairman of Conduit’s board’s investment committee. Clients each hold a direct investment in Conduit. Conduit’s investment portfolio is similar (but not identical) to Clients’ investment portfolios and the concentration of positions in the Conduit’s portfolio are different to Clients’ concentration positions.

Conduit compensates the Principal and certain employees or persons affiliated with the Adviser (in the form of remuneration and reimbursement for out-of-pocket expenses) in exchange for:

- serving as a Director on Conduit’s board of directors;
- providing consulting services to Conduit; and/or
- serving as an Officer or employee of Conduit.

The compensation paid to Sean Riskowitz by Conduit, which is publicly disclosed by Conduit, and any compensation received by certain employees or persons affiliated with the Adviser, is determined by Conduit’s remuneration committee, a sub-committee of its board of directors, in its sole discretion. Sean Riskowitz receives a fixed base salary from Conduit for performing his CEO responsibilities and he is eligible to participate in Conduit’s short-term and long-term incentive plans, which are both primarily performance based, for senior management to the extent determined by Conduit’s remuneration committee. Sean Riskowitz is not separately compensated for his service as a director of Conduit. Adrian Maizey and Tyrone Moodley are compensated for their services as Conduit directors and Adrian Maizey as a consultant to Conduit.

The compensation paid to Sean Riskowitz, Adrian Maizey and Tyrone Moodley by Conduit, which is publicly disclosed by Conduit and Taste is determined by Conduit’s remuneration committee in its sole discretion.

Any compensation paid to the Adviser and or its employees or affiliates by portfolio companies, like the compensation of any employee, reduces portfolio companies net income (including Conduit’s). Net income, among other factors including the contributions made by executives, influences the share price and, therefore, the value of the investment by Clients. Both the amount and the form of compensation paid to the Adviser and or its employees or affiliates will continue to be subject to the review and approval of portfolio companies’ boards and remuneration committees and may be changed in the future. No employee or affiliate of the Adviser is a member of the remuneration committee. Investors in Clients do not, and will not, have the right to review or approve compensation paid to the Adviser and or its employees or affiliates by portfolio companies.

The Principal and certain employees or persons affiliated with the Adviser personally own shares of portfolio companies or have investment discretion over affiliated accounts holding shares of portfolio companies (including Conduit, Taste Holdings Limited, and Trustco Group Holdings securities, each Client

investments) and will at times transact in shares for their own or affiliated accounts. Any such personal transaction is subject to (1) approval from the chairman of the board of the portfolio company (in the case the Adviser holds a board seat) and (2) the Adviser's internal compliance policies and procedures relating to personal trades.

The Principal and certain employees or persons affiliated with the Adviser may similarly in the future transact in the securities of the companies held by Clients or enter into private transactions with companies held by Clients. In the event that a company in which Client's invests needs financial or human capital in order to execute on its objectives, then, in the event Clients are not able to participate or contribute for whatever reason, including because of a lack of liquidity, overconcentration, regulatory, tax, or any other relevant reasons, then the Principal of the Adviser and/or certain employees or persons affiliated with the Adviser may personally make a contribution in order to support the company, as was the case in the past with Taste and Trustco Group Holdings. In return, the Principal and/or certain employees or persons affiliated with the Adviser will typically be compensated by the investee company. Any such personal transaction will also be subject to the Adviser's internal compliance policies and procedures relating to personal trades. In connection with such transactions, the Principal and certain employees or persons affiliated with the Adviser have in the past and may in the future receive additional compensation from the portfolio companies held by Clients. While such personal transactions may create a conflict of interest, the Adviser has adopted appropriate policies and procedures to mitigate such risks.

As noted above, the Adviser and its affiliates manage and participate in other investment activities, namely Conduit and its subsidiaries, which compete with Client's investment activities, and the Adviser and its affiliates intend in the future to be engaged in these and such similar other investment activities, including commingled private equity or family office investment vehicles (collectively, "Other Accounts"). The Other Accounts of the Adviser and its affiliates create conflicts of interest with Clients over (a) the time devoted to managing Clients and (b) in certain cases, the allocation of purchases and sales between Clients and between Clients and the Other Accounts. Further, the Adviser's judgment may be affected by additional conflicts of interest, such as, for example, the following:

(a) The Adviser and the Principal have fiduciary duties to Clients and the Other Accounts. Therefore, the interests of Clients and the Other Accounts in selecting, negotiating and administering investments may conflict in some circumstances. The managers, members, officers, employees and affiliates of the Adviser also may engage in transactions for their own accounts. The Adviser may give advice and take action with respect to any Other Accounts that may differ from advice given or the timing or nature of action taken with respect to Clients. It is the policy of the Adviser, however, to the extent practicable, to allocate investment opportunities to Clients over a period of time on a fair and equitable basis relative to the Other Accounts (described in detail below). The Adviser is not obligated, however, to acquire for Clients any security that it or its managers, members, officers, employees or affiliates may acquire for its or their own accounts or for any Other Accounts, if it is not practical or desirable to acquire a position in such security for Clients, based on the sole opinion of the Principal (for example private investments with expected investment holding periods that exceed the lock-up periods of the Clients and for which the Clients' do not have the liquidity to participate, or for which the Principal does not have conviction). For example, the Adviser and its managers, members, officers, employees and affiliates may participate in many transactions that otherwise may be considered investment opportunities of Clients. The Adviser has no fiduciary duty to, and may not, present to Clients transactions that may be appropriate to it as investment opportunities. In addition, the Adviser selects investments for each of its Clients based solely on investment considerations for that Client. The Adviser may have different types of Clients, including separate accounts and private funds. These Clients may have different investment strategies and expected levels of trading.

(b) The Adviser, on behalf of Clients, has discretion in determining which investments are made by Clients or the Other Accounts, sold to others or made by it or its Affiliates, with or without the participation of persons or entities other than Clients. Clients' offering documents permit the Adviser or its affiliates to make any investment, whether or not in competition with Clients or in a manner that would limit or eliminate Clients' opportunity to make the investment, without any accountability to Clients or any other entity.

(c) The Adviser, Principal, employee, or any related person can buy or sell securities that it also recommends to its Clients. Additionally, it can recommend securities (or other investment products) to advisory Clients in which the Adviser, employee, or any related person has some other proprietary (ownership) interest. Furthermore, the Adviser or any related person can recommend purchase or sale of securities to advisory Clients for which the Adviser or any related person has any other sales interest. A Client will not make an investment unless the Adviser believes that such investment is an appropriate investment considered from the viewpoint of such Client.

(d) The existence of multiple Clients and Other Accounts that generally all invest in the same securities can create a material conflict of interest with respect to the allocation of investment opportunities among accounts. The Adviser allocates investment opportunities among the Adviser's Clients as described below.

2. Conflicts of Interest Created by Multiple Clients and Additional Investment Activities (Allocation Issues)

It is the objective of the Adviser, subject to various considerations described below, to allocate new investment opportunities fairly and equitably over time among Clients and among Clients and the Other Accounts.

This means that a proposed investment opportunity will generally be allocated among those Clients and Other Accounts for which participation in the investment opportunity is considered appropriate, taking into account, among other considerations, (a) the risk-reward profile of the proposed investment opportunity in light of a Client's or Other Accounts' objectives (whether such objectives are considered solely in connection with the specific investment opportunity or in the context of such Client's or Other Accounts' overall holdings); (b) the potential for the proposed investment to create an imbalance in a Client's or Other Accounts' portfolio; (c) cash balances, liquidity requirements of Clients or Other Accounts or anticipated cash flows (including as a result of actual or anticipated subscriptions and redemptions or withdrawals, as applicable); (d) tax considerations; (e) regulatory restrictions that would or could limit a Client's or Other Accounts' ability to participate in the proposed investment opportunity; (f) any need to re-size risk in Clients' or Other Accounts' portfolios; and (g) the differing mandates of each Client or Other Account ((a) – (g) collectively, together with any other considerations or circumstances deemed relevant by the Adviser in its sole discretion, the “**Considerations**”).

The Considerations may result in allocations among Clients and among Clients and the Other Accounts being made on a different basis. As result of the Considerations, a Client may increase its exposure to an existing investment position, while Other Accounts (or any such Other Accounts) may not participate in such increase or may even reduce its exposure, or vice versa. The Considerations may result in the net performance of each Client and Other Accounts varying materially from that of another, as well as differing expenses, tax considerations, and other factors.

In cases where a limited amount of a security or other instrument is available for purchase, the allocation of such security to a particular Client and/or one or more Other Account may necessarily reduce the amount thereof available for purchase by any other particular Client. There is no pre-defined rule determining the

percentage allocation of a particular investment opportunity among each Client and among Clients and the Other Accounts. No particular Client or Other Accounts will generally be entitled to investment priority with respect to any particular investment opportunity. It is not expected that Clients or Other Accounts will participate pro rata (or even at all) in every investment opportunity that is undertaken by Clients and/or an Other Account.

Because Clients are domiciled and operate in the United States and Conduit (over which Sean Riskowitz has ultimate trading authority) is domiciled and operates in South Africa and, as a result (1) operate in different time zones; (2) use different brokers for executing trades; (3) are distinct businesses (Conduit is an operating business with dynamic cash needs; and (4) have different capital available to invest, Clients and Conduit typically do not trade at the same time of the day nor is there an ability to allocate trades across Clients and Conduit. As such, during any given day or over any given period, trades in the same securities by Clients and Conduit may be at different times and different prices, based on the best information available to the Principal at that time, but which may create the unintended appearance of a conflict with one another.

In connection with redemptions, the Adviser may sell certain securities that would otherwise be held in order to satisfy redemption payments. In those situations, if it is determined to be in the best interests of a Client, then the Adviser shall, allocate such sales of the particular security solely to such Client, and not to any other Client or Other Accounts. Sales by a Client to satisfy redemption payments may cause the various Entities holding such security to no longer be in balance in respect of such security.

For purposes of its allocation policy, the Adviser may determine to treat more than one security and/or financial instrument as one single investment opportunity, if, among other things, the relevant securities or financial instruments are deemed by the Adviser to bear similar characteristics. In addition, at the inception of an investment vehicle, or upon the acceptance of a significant inflow of investor capital by a Client or Other Accounts, until the subscription proceeds have been substantially invested, the Adviser may, in application of the allocation and rebalancing policies described herein, and as a result of having regard to cash balances or liquidity and other operational factors of the new investment vehicle, allocate to that vehicle certain securities and financial instruments in excess of the vehicle's *pro rata* share of such securities and financial instruments.

The Adviser and its affiliates may in the future establish special-purpose vehicles, or SPVs, to offer investment and co-investment opportunities in one or more securities or financial instruments alongside or separate from Clients to third parties selected by the Adviser in its sole discretion, including, without limitation, existing investors of Clients and/or the Other Accounts. This may be the case, for example, where the Adviser and its affiliates propose to acquire a large position in an issuer (or a position in an issuer with a large market capitalization) without causing Clients to become overly exposed to that issuer or where the Adviser and its affiliates propose to acquire a position in a private issuer which the Adviser deems unsuitable, in whole or in part, in the Adviser's sole discretion, for Clients to hold because of, for example, a mismatch between Clients' liquidity terms and the anticipated investment horizon and liquidity of the investment. Such vehicles may be privately or publicly offered and may offer different economic or other terms as compared to Clients. The Adviser retains the discretion to allocate investment opportunities among special-purpose vehicles and Clients in accordance with the Considerations described herein. There is no pre-defined rule determining the percentage allocation between special-purpose vehicles and Clients. As such, a special-purpose vehicle may not participate in an opportunity allocated to Clients that may yield a high return for Clients or may participate in an opportunity that generates a significant loss. Similarly, it is possible that the special-purpose vehicle accumulates securities and financial instruments at a faster or slower pace than Clients or increases or maintains its exposure to an existing investment position while one or more Clients do(es) not participate in such increase or decreases its exposure. In addition, given their specific purposes, such special purpose investment vehicles may be allocated more or less than their pro

pro rata share of certain securities and financial instruments and there may be no rebalancing between such vehicles and Clients. Conversely, upon a determination to wind-up a special purpose investment vehicle, such vehicle may divest its securities and financial instruments at a faster or slower rate than Clients, or may do so at a time when Clients are purchasing such securities and financial instruments. Clients may have established a position in an issuer prior to the launch of a special-purpose vehicle or may invest in the issuer at the same time as such vehicle. In certain situations, Clients may also participate in the special-purpose vehicle rather than or in addition to investing alongside it. To the extent, however, a Client is not eligible to participate in such a vehicle while Other Accounts are, the allocation will occur on a non-pro rata basis.

(a) *Order Aggregation and Average Pricing.* The Adviser may (but is not obligated to), when placing an order with the same broker, bunch orders for the purchase or sale of the same securities for Clients and one or more Other Accounts, where the Adviser deems this to be appropriate, in the best interests of Clients and consistent with applicable regulatory requirements. When a bunched order with the same broker is filled, each participating account (including Clients) will generally participate at the average gross price for the bunched order on the same business day. Clients pay their pro rata share of transaction costs. Orders placed for the Other Accounts, which do not use the same broker as Clients (the Other Accounts are domiciled in South Africa), cannot be aggregated and are therefore not aggregated with Client trades. The commission and transaction costs of the Other Accounts, which are dictated by the Other Accounts' broker and applicable regulations, are different from those of Clients

(b) *Rebalancing and Cross Trades.* Subject to certain terms and conditions and to the extent permitted by law and as deemed advisable by the Adviser, the Adviser expects in the future (but is under no obligation) to conduct rebalancing or cross-transactions among Clients and the Other Accounts (as applicable). Such transactions involve one Client purchasing securities or other financial instruments held by one or more other Clients or Other Accounts (including Conduit) or selling securities or other financial instruments to one or more Clients or Other Accounts (including Conduit). To reduce or eliminate transaction costs, such transactions may be executed directly between such account rather than through an exchange as and when permissible. The Adviser has in the past executed cross trades using prices as of the preceding day and the 30-day VWAP and generally expects to execute future such transactions using similar predetermined pricing times and dates as dictated by the facts and circumstances on hand at the time of entering into the transaction, with the intention of generally allocating and holding such securities or other financial instruments on a fair and equitable basis over time. Neither the Adviser nor any of its affiliates receive any compensation in connection with cross-transactions, absent the incentive and management fees which the Adviser is eligible to receive pursuant to the terms of the applicable Client's operational documents. The Considerations described herein, however, may result in a different methodology for the intended result of cross-transactions. In particular, the Adviser and its affiliates may take into account cash balances or cash requirements of each Client (or Other Accounts). In addition, the Adviser may abstain from effecting a cross-transaction, or only effect a partial cross-transaction, if it determines in its sole discretion that a cross-transaction or a portion thereof is not in the best interests of a Client or Other Accounts or as a result of tax, regulatory, risk or other considerations. As a consequence, the portfolio of investments held by a Client has in the past differed and will likely in the future at any time differ, significantly from those held by the Other Accounts. Investors in Riskowitz Value Fund do not, and will not, have the right to review or approve such rebalancing or cross-transactions among Clients and the Other Accounts (including Conduit). However, rebalancing or internal cross-transactions that involve Ithuba Investments LP do require the consent of its investor. At the inception of an investment vehicle, or upon the acceptance of a significant inflow of capital by a Client or Other Accounts, the Adviser may execute an initial rebalancing or cross-transaction between the investment vehicle and Clients or Other Accounts in accordance with the rebalancing policy described herein.

(c) *Principal Transactions.* To the extent that cross-transactions may be viewed as principal transactions due to the ownership interest in a Client or Other Accounts by the Adviser and its personnel, the Adviser will either not effect such transactions or comply with the requirements of Section 206(3) of the U.S. Investment Advisers Act of 1940, as amended, including that the Adviser will notify the relevant Client or Other Accounts, as applicable (or an independent representative of that Client or Other Accounts) in writing of the transaction and obtain the consent of Client or Other Accounts (or an independent representative of Client or Other Accounts), and any other applicable law or regulation.

(d) *Time Commitments.* The Principal intends to devote such efforts as he deems necessary to effectively manage Clients, but is also responsible, for management of the Other Accounts. Such responsibilities may have the effect of reducing the time he devotes to the investment activities of Clients. The Adviser may retain additional personnel as the Principal deems necessary.

3. Conflicts Regarding Valuations and Other Matters

Whereas the Administrator (as defined below) is responsible for calculating net asset values of Clients, the General Partner has final decision-making authority as to the valuation of Client investments, subject, however, to the valuation procedures set forth in each Client's operating agreement. Although in the case of exchange-traded securities, these values will generally be determined by current market prices, the General Partner has considerable discretion in determining asset values for certain other types of investments. This role of the General Partner will create conflicts of interest since the value assigned to investments will affect, among other things, the capital account values of investors and the General Partner, as well as the incentive allocation to the General Partner. There can be no assurance that the value assigned to an investment at a certain time in accordance with Client operating agreements will equal the value that Clients are ultimately able to realize upon such investment's disposition. In general, Client operating agreements provides the General Partner with broad discretion as to determination or resolution of a wide variety of matters, including economic and tax allocations, investor withdrawals (on other than regular withdrawal dates), distributions and other issues, any of which could significantly affect a particular investor or investors.

4. Conflicts Regarding the Allocation of Profits and Losses

In addition to sharing in net profits on the basis of its capital, the General Partner is generally entitled to receive an annual performance-based incentive allocation equal to 25% of the net profits initially allocated to each investor for each fiscal year in excess of an annualized simple 6% "hurdle rate" but is allocated net losses solely on the basis of its invested capital. Although this type of relative allocation of profits and losses has largely become a customary standard for private investment partnerships, it may create an incentive for the Adviser (an affiliate of the General Partner) to make speculative or riskier investment decisions on behalf of Clients and thus a potential conflict with the interests of the investors. Since the allocation is based upon portfolio gains, both realized and unrealized (net of realized and unrealized losses), it is possible that the General Partner may receive an incentive allocation based upon unrealized appreciation in particular positions which is not in fact achieved upon eventual disposition of such positions. In such event, Client operating agreements does not require the General Partner to return past incentive allocations. Although the Principal believes the terms of the General Partner's incentive allocation are typical of investment partnerships generally, such terms have been determined unilaterally by the General Partner and do not reflect arm's length negotiation.

5. Conflicts Regarding the Receipt of Remuneration from Portfolio Companies

While receiving management and performance-based fees from Clients, certain employees or persons affiliated with the Adviser do also receive remuneration and reimbursement for out-of-pocket expenses from portfolio companies in exchange for:

- serving as a Director on a portfolio company's Board of Directors;
- providing consulting services to a portfolio company;
- personal investments in the company (as described in Item 10 (1); and
- serving as an Officer or employee of a portfolio company.

A conflict would arise if the Adviser's investment recommendations were influenced by the receipt of these and similar fees from portfolio companies.

**ITEM 11 – CODE OF ETHICS, CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT
TRANSACTIONS AND PERSONAL TRADING**

The Adviser has established a Code of Ethics pursuant to Rule 204A-1 under the Investment Advisers Act of 1940, as amended, as part of the Adviser's overall compliance program. The Code of Ethics includes policies and procedures relating to personal securities trading by Adviser personnel and protection against the misuse of material nonpublic information. The Code of Ethics is designed to prevent, among other things, any improper conduct whenever any potential conflict of interest may exist with respect to any Client. In addition, the Code of Ethics requires the Adviser and/or all supervised persons of the Adviser to safeguard and prevent dissemination of non-public information, to refrain from engaging in self-interested transactions without prior approval, to develop adequate internal accounting controls and maintain proper books and records, and to refrain from insider trading. The Code of Ethics also outlines the duties of care and loyalty that the Adviser and its supervised persons are required to follow with respect to Clients, including the Adviser's obligation to exercise a high degree of care, to seek best execution, to safeguard Client assets, to act in the best interest of Clients and to render impartial advice to Clients. Current investors may obtain a copy of the Code by contacting the Chief Compliance Officer at the contact information listed on the first page of this document.

ITEM 12 – BROKERAGE PRACTICES

The Adviser generally has full investment discretion with respect to the initiation of all portfolio securities transactions for Clients, and generally has full authority to select broker-dealers to execute such transactions. The Adviser may allocate Clients' brokerage business to broker-dealers on the basis of certain considerations, including but not limited to securities allocations, familiarity with the investment techniques employed by Clients; block positioning or other special execution capabilities or other services provided to Clients; confidentiality; price quotes; the size of the transaction and ability to find liquidity; the broker's promptness of execution; the nature of the market for the financial instrument; the timing of the transaction; the difficulty of execution; the broker-dealer's expertise in the specific financial instrument or sector in which Clients seek to trade; the extent to which the broker makes a market in the financial instrument involved or has access to such markets; the broker's skill in positioning the financial instruments involved; the broker-dealer's financial stability; the broker-dealer's reputation for diligence, fairness and integrity; the quality of service rendered by the broker-dealer in other transactions for the Adviser; the broker-dealer's willingness to correct errors; the broker-dealer's; and other factors deemed appropriate by the Adviser. The Adviser may, but need not, solicit competitive bids and does not have an obligation to execute trades solely based on the lowest available commission cost or spread.

The Adviser currently utilizes the services of a single broker given (1) the level of service provided by the Broker; (2) the limited number of reliable market alternatives given (a) the market in which the securities are traded and (b) the limited ancillary banking services utilized by the Adviser and Clients; (3) the cost of onboarding new brokers; (4) the inefficiency and complexity associated with using multiple brokers; (5) and the limited aggregate United States Dollar value of the securities traded by the Advisers on behalf of Clients.

Clients may, from time to time, enter into block trades with a broker. The factors that the Adviser considers in selecting a broker for block sale transactions are consistent with the above enumerated considerations with a particular focus on the ability of the selected broker to execute the full size of the block trade or to render the diligence, speed and other services to Clients that are associated with these block trades. Given the nature of these block trades, including additional services and the ability to locate demand for the block, Clients may pay, from time to time, commissions that are in excess of ordinary course, small order, brokerage commissions. These block trade commissions will either be paid by Clients directly or indirectly through a discount to then current market price of the securities being sold. In each case, Clients will only pay fees or commissions that are deemed by the Adviser to reflect the value of the services received by Clients in these block trades.

The Adviser does not rely on research, if any, provided by brokers and therefore does not consider a broker's research capabilities when selecting a broker. The Adviser does not receive any soft-dollar benefits.

Brokerage commissions for Johannesburg Stock Exchange listed equities typically amount to a flat fee per trade plus fixed number of basis points on the value of the shares traded (this fee structure is subject to change by the market, regulators, or others). Therefore, as it is not a per share commission, the net price per share allocated between Clients will not be the same when the number of shares allocated to each account are not the same (even though the gross price per share is the same).

Please see Item 10 (3) for a description of the Adviser's order aggregation procedures.

ITEM 13 – REVIEW OF ACCOUNTS

The Adviser's Principal regularly review and monitor Clients' portfolios and adherence to the Adviser's investment strategy. The reviews occur as part of the Adviser's regular business activities and may also be triggered by any unusual activity or special circumstances.

The Adviser provides annual audited financial statements as promptly as shall be practicable after the last day of each Client's fiscal year end. In addition, the Adviser provides estimates of each Client's performance to certain Client investors on a monthly basis, and other information as the Adviser may, from time to time, deem advisable and desirable. Investors in Clients are also provided with capital account statements and an unaudited report of the investment performance of Client on a no less than a quarterly basis.

ITEM 14 – CLIENT REFERRALS AND OTHER COMPENSATION

The Adviser does not currently have any formal arrangements directly or indirectly with any person for Client referrals but expects to in the future. The Adviser does not receive any compensation from any person or entity that is not a Client for providing investment advice or other services to Clients. Any such compensation, if received by the Adviser, will be given or rebated to Clients on an equitable basis.

ITEM 15 – CUSTODY

The Adviser is deemed to have custody of the assets of RVF (and, indirectly, the assets of the ROF) as well as Ithuba. Clients and investors in Clients will not receive statements from Clients' custodians with regard to portfolio holdings and transactions. Instead, each Client is subject to an annual audit, and the audited financial statements are distributed to each investor. The audited financial statements will be prepared in accordance with generally accepted accounting principles and distributed to each investor within 120 days of each Client's fiscal year end.

ITEM 16 – INVESTMENT DISCRETION

The Adviser maintains discretionary authority over all of Clients' accounts. Aside from the investment limitations set forth in Clients' offering and operating documents, the Adviser does not permit Clients or their investors to limit the Adviser's investment discretion with respect to the assets the Adviser manages.

ITEM 17 – VOTING CLIENT SECURITIES

The Adviser has adopted a proxy voting policy designed to ensure that the Adviser complies with the requirements of Rule 206(4)-6 and Rule 204-2 promulgated pursuant to the Investment Advisers Act of 1940, as amended, and fulfill the Adviser's obligation thereunder with respect to proxy voting, disclosure and recordkeeping. In voting proxies, the Adviser's objective is to ensure that the Adviser's proxy voting activities on behalf of Clients are conducted in a manner consistent, under all circumstances, with the best interest of Clients. If the Adviser determines that it or Clients have, or may be perceived to have, a conflict of interest when voting a proxy, the Adviser will address matters involving such conflicts of interest on a case-by-case basis. Clients may obtain a copy of the Adviser's proxy voting policies and procedures, and information regarding how the Adviser voted particular proxies on behalf of the accounts, on request.

ITEM 18 – FINANCIAL INFORMATION

The Adviser does not require or solicit prepayment of more than \$1,200 in fees six months or more in advance. Therefore, the Adviser is not required to include a balance sheet for the Adviser's most recent fiscal year.