

**Form ADV Part 2A: Firm Brochure**

**MOON CAPITAL MANAGEMENT LP**

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**This brochure provides information about the qualifications and business practices of Moon Capital Management LP. If you have any questions about the contents of this brochure, please contact us at the telephone number or email address provided above. 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 Moon Capital Management LP also is available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).**

**Being a “registered investment adviser” or describing ourselves as being “registered” does not imply a certain level of skill or training.**

**THIS BROCHURE SHALL NOT CONSTITUTE AN OFFER TO SELL OR THE SOLICITATION OF ANY OFFER TO BUY ANY SECURITY.**

## **Item 2. Material Changes**

On March 1, 2021, Moon Capital Management LP launched a new pooled investment vehicle (Moon Capital Intrinsic Value Fund LP, Moon Capital Intrinsic Value Offshore Fund Ltd., and Moon Capital Opportunity Master Fund Ltd. being referred to collectively herein as the “Moon Capital Intrinsic Value Fund”). Moon Capital Intrinsic Value Fund began accepting subscriptions from external investors on April 1, 2021.

On April 14, 2021, Moon Capital Management LP paid approximately US\$55,515 to the Capital Markets Board of Turkey as an Administrative Fine based upon Moon Capital Master Fund Ltd. purportedly contravening Articles 24 and 28 of the Communiqué on Margin Purchase, Short Sale, Borrowing and Lending Transactions of Capital Market Instruments Serial V, No: 65. Moon Capital Management LP paid this Administrative Fine on behalf of Moon Capital Master Fund Ltd. (who received an Administrative Fine alongside 11 other market participants) and, as a result, this payment did not result in any cost to the Moon Capital Funds. Please see Item 9 of this Brochure for additional detail.

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#### **Item 4. Advisory Business**

Moon Capital Management LP, a Delaware limited partnership, is an independent global investment management firm that commenced investment operations in April 2005. The firm is headquartered in New York with a research and trading office in Singapore.

Moon Capital Management LP and its affiliates, Moon Capital Advisers LLC and JWM Capital LLC (collectively, “Moon Capital”), provide discretionary investment advisory services to privately offered pooled alternative investment vehicles (the “Moon Capital Funds”). The Moon Capital Funds are: (1) Moon Capital Global Equity Offshore Fund Ltd., Moon Capital Global Equity Fund LP, Moon Capital Global Equity Offshore Intermediate Fund Ltd. and Moon Capital Master Fund Ltd. (collectively, the “Moon Flagship Fund”), (2) Moon Capital Global Equity Partners Offshore Fund Ltd., Moon Capital Global Equity Partners Fund LP, Moon Capital Global Equity Partners Offshore Intermediate Fund Ltd. and Moon Capital Partners Master Fund Ltd. (collectively, the “Moon Partners Fund”), and (3) Moon Capital Performance Plus Master Fund Ltd. (the “Moon Performance Plus Fund”). Each of Moon Capital Master Fund Ltd., Moon Capital Partners Master Fund Ltd. and Moon Capital Performance Plus Master Fund Ltd. may invest a portion of its assets through certain special purpose vehicles, subsidiaries or pursuant to other arrangements for tax, regulatory or other reasons.

Currently, Moon Capital’s only investment advisory clients are the Moon Capital Funds.

The objective of the Moon Partners Fund is to generate superior absolute investment returns by constructing a diversified portfolio of both long and short positions predominantly in publicly listed global equities. Moon Capital seeks to achieve this objective throughout market cycles, with relatively low volatility and a low correlation to equity market indices. Moon Capital seeks investment opportunities in all global markets, with a particular focus on the emerging markets in Asia, Latin America, Eastern Europe, the Middle East and Africa. The Moon Partners Fund’s portfolio is diversified by geography as well as by industry and will generally be comprised of well in excess of 100 individual security positions, both long and short, with a low aggregate net exposure. Although the Moon Partners Fund’s positions are comprised predominantly of publicly listed equities, positions may include other financial instruments, including swaps on individual securities and indices, options, futures, forward agreements for currencies and other derivatives. The Moon Partners Fund may also invest in fixed income, convertible securities, private equity and venture capital investments when the potential for attractive risk-adjusted returns is identified.

The Moon Performance Plus Fund generally invests in a substantially similar investment portfolio to the Moon Partners Fund (“Alpha Portfolio”), with the exception that it seeks to generate net returns in excess of a defined equity benchmark, such as the MSCI ACWI Index (the “ACWI Index”), by combining the Alpha Portfolio with passive exposure to the ACWI Index or other defined equity benchmarks (“Beta Exposure”). Periodically (e.g., every two weeks), Moon Capital increases or decreases the Beta Exposure with the objective of maintaining Beta Exposure equal to the marked-to-market net asset value of the Moon Performance Plus Fund.

The Moon Flagship Fund’s entire portfolio consists of existing Special Investments (as defined below), and the Moon Flagship Fund no longer makes new investments in publicly listed global equities.

**There can be no assurance that the investment objective of the Moon Capital Funds will be achieved.**

John W. Moon is the principal owner of Moon Capital. Moon Capital has committed significant resources to establishing a large investment team that includes a number of individuals with extensive experience in their respective fields of expertise, as well as junior analysts to support the work of these senior analysts. As of December 31, 2020, the firm had 21 experienced investment analysts and traders on staff, many of whom have worked with John Moon for years. Additionally, the firm has appointed individuals to senior non-investment roles (for example, Chief Operating Officer, Chief Financial Officer, General Counsel/Chief Compliance Officer and Chief Technology Officer) and has non-investment staff (including its trading operations staff) with qualified specialists and administrative personnel. To further resource these non-investment functions, the firm has invested in the development of proprietary systems that allow for the automation of processes, when possible and desirable, and the efficient sharing of information within the organization. Moon Capital has equipped its offices to a high standard appropriate for an organization of its size as well as providing substantial hardware and software to support the operations of the business while fully providing for disaster contingencies.

As of December 31, 2020, Moon Capital had US\$645,753,743 of net assets under management. All of these assets are managed on a discretionary basis. Moon Capital does not manage any assets on a non-discretionary basis.

Except for certain “side letter” agreements with certain investors granted in recognition of such investors’ internal investment policies that allow such investors not to participate in investment profits and losses attributable to the Moon Capital Funds’ investments in particular industries, Moon Capital does not tailor its advisory services to the individual needs of specific investors in the Moon Capital Funds, nor does it permit investors in the Moon Capital Funds to impose restrictions on investing in certain securities or types of securities.

For more information about the Moon Capital Funds and Moon Capital’s affiliated entities, see Item 8 (Methods of Analysis, Investment Strategies and Risk of Loss) and Item 10 (Other Financial Industry Activities and Affiliations).

## **Item 5. Fees and Compensation**

### **Management Fees**

Pursuant to investment management agreements and the governing documents of the Moon Flagship Fund and the Moon Partners Fund, such Moon Capital Funds pay to Moon Capital a quarterly Management Fee, generally as of the first business day of each calendar quarter, equal to 0.5% (2.0% annualized) of the net asset value of each capital account or series of shares, as applicable. For purposes of calculating the Management Fee, illiquid investments that have been designated as Special Investments (as defined below) are valued at fair value (which may be cost).

The Management Fee for the Moon Flagship Fund is paid to Moon Capital from the proceeds of realization(s) or deemed realization(s) of Special Investments.

If new or additional investors make investments to a Moon Capital Fund on any date other than as of the first day of a calendar quarter, a *pro rata* portion of the Management Fee will be paid out of the subscription amount, based on the actual number of days remaining in such partial quarter. If an investor redeems at any time other than as of the last day of a calendar quarter, a *pro rata* portion of the Management Fee (based on the actual number of days remaining in such partial quarter) attributable to the amount being redeemed will be repaid by Moon Capital to the applicable Moon Capital Fund, for the benefit of the redeeming investor.

Moon Capital, in its discretion, may elect to reduce, waive or calculate differently the Management Fees with respect to affiliated entities, Mr. Moon, his family members, certain professional personnel of Moon Capital and its affiliates and trusts and other entities established for the benefit of such persons (collectively, “Affiliated Investors”) or other investors.

Moon Capital (a) waives Management Fees for Affiliated Investors and (b) has entered, and may in the future enter, modified Management Fee arrangements with investors that are not Affiliated Investors (each, together with its affiliates, an “Unaffiliated Investor”) on terms more favorable than those described herein conditioned upon (i) satisfaction of increased investment minimums by such Unaffiliated Investor(s), (ii) a commitment by such Unaffiliated Investor(s) to remain invested in the relevant Moon Capital Fund for a specified period of time and/or (iii) such other factors as Moon Capital may deem appropriate.

The Moon Performance Plus Fund’s investors are all currently Affiliated Investors from whom Moon Capital does not receive Management Fees.

### **Incentive Allocations**

Moon Capital is entitled to receive a percentage of investment profits in the form of performance-based allocations (the “Incentive Allocations”) from the Moon Flagship Fund and the Moon Partners Fund. Accordingly, an amount, generally calculated as of the end of each fiscal year (other than an unrecovered loss year in which the “modified high water mark” is in effect), equal to 20% (in the case of the Moon Flagship Fund) or up to 30% (in the case of the Moon Partners Fund) of the net realized and unrealized appreciation in the net asset value of the applicable Moon Capital Fund during each fiscal year (adjusted for any redemptions made during the fiscal year) will be reallocated from the net asset value of the capital account or series of shares, as applicable, of investors in such Moon Capital Funds to Moon Capital. In calculating appreciation upon which the Incentive Allocation is based, appreciation or depreciation from realized (or deemed realized) illiquid investments that have been designated as Special Investments will be included, but unrealized appreciation or depreciation of such Special Investments will not be included. The net asset value of the capital account or series of shares, as applicable, of investors will be reduced as a result of the Incentive Allocation. A full Incentive Allocation will only be paid with respect to the net realized and unrealized appreciation in the net asset value of the applicable Moon Capital Fund in excess of the “modified high water mark”.

The Incentive Allocations are subject to a “modified high water mark” calculation. Generally, this modified high water mark comes into effect if the net asset value of an investor’s series of shares or capital account in a Moon Capital Fund decreases in any given year (other than as a result of a redemption). In this case, the Incentive Allocations in future years will be reduced to 10% (in the case

of the Moon Flagship Fund) or up to 15% (in the case of the Moon Partners Fund) of the net realized and unrealized appreciation in the net asset value of an investor's capital account or series of shares in a Moon Capital Fund for a calendar year until that investor recovers the previously incurred loss in the net asset value of that investor's capital account or series of shares plus an additional amount equal to 150% of such previously incurred loss (adjusted for redemptions). After the modified high water mark is overcome (by recovering the net loss plus the additional 150% of such loss), the Incentive Allocation percentage reverts to 20% (in the case of the Moon Flagship Fund) or up to 30% (in the case of the Moon Partners Fund) on subsequent increases in net asset value. The modified high water mark will be appropriately adjusted for redemptions.

Thus, notwithstanding the fact that past losses have not been fully recovered, a capital account or series of shares may be subject to a reduced Incentive Allocation.

In the event a Moon Capital Fund is terminated other than as of the end of a fiscal year or an investor redeems other than as of the end of a fiscal year, an Incentive Allocation will be reallocated to Moon Capital with respect to the redeemed amount through the date of termination or the redemption date, as applicable.

If an investor has an interest in a Special Investment, but no longer has an interest in the applicable Moon Capital Fund, the amount that must be recovered before an Incentive Allocation will be made will revert back to the original, unadjusted amount. Accordingly, the amount of new losses that must be recovered will equal actual losses dollar-for-dollar without increasing the modified high water mark by 150%. Any appreciation in excess of such actual losses will be subject to the full Incentive Allocation rate. The Incentive Allocation will be made upon the realization or deemed realization of the Special Investment.

Moon Capital, in its discretion, may elect to reduce, waive or calculate differently the Incentive Allocations with respect to certain Affiliated Investors or other investors.

Moon Capital (a) waives Incentive Allocations for Affiliated Investors and (b) has entered, and may in the future enter, modified Incentive Allocation arrangements with Unaffiliated Investors on terms more favorable than those described herein conditioned upon (i) satisfaction of increased investment minimums by such Unaffiliated Investor(s), (ii) a commitment by such Unaffiliated Investor(s) to remain invested in the relevant Moon Capital Fund for a specified period of time and/or (iii) such other factors as Moon Capital may deem appropriate.

The Moon Performance Plus Fund's investors are all currently Affiliated Investors from whom Moon Capital does not receive Incentive Allocations.

The Incentive Allocations may create an incentive for Moon Capital to make investments that are riskier or more speculative than would be the case in the absence of the Incentive Allocations.

Withdrawals by Unaffiliated Investors may be subject to a fee of 4.75%, to the extent the Unaffiliated Investor seeks to withdraw an amount in excess of the standard quarterly withdrawal tranche, and such fee will be retained by the relevant Moon Capital Fund for the benefit of remaining investors. Moon Capital may reduce or waive such fee in its discretion.

## Expenses

Each Moon Capital Fund bears its own and its *pro rata* share of its and its related funds' operating and other expenses, including, but not limited to the following expenses: (i) costs and fees of evaluating potential investments and of making, holding, or selling investments (including custom and non-custom research on specific companies and industries provided by third parties including, without limitation, broker-dealers and independent research providers that may be engaged on an exclusive or non-exclusive basis (including arms-length, external research arrangements that provide for performance-based service payments); (ii) adviser, consultant, custodian, subcustodian, transfer agent, disbursal, brokerage, registration, legal and other similar fees and expenses attributable to such investments; (iii) costs and expenses for internal and external portfolio and accounting systems and services, transaction matching services and fix engine software (including licensing fees and support costs related thereto); (iv) costs and expenses for internal and external order management and risk management systems (including costs of full-time and/or part-time consultants engaged in the development and maintenance thereof); (v) Bloomberg fees, research and software expenses and other expenses incurred in connection with data services providing real-time price feeds, real-time news feeds, securities and company information and company fundamental data; (vi) expenses related to third-party proxy processing services; (vii) all investment-related travel (including hotel and subsistence costs and expenses), inter-office travel by Moon Capital personnel for research purposes; correspondence, and other transaction costs, and expenses incurred in connection with the acquisition, monitoring, or disposition of any investments; (viii) premiums for directors' and officers' liability insurance or other similar insurance policies (to the extent permitted by applicable law and consistent with the provisions of Section 410(b) of ERISA, if applicable); (ix) expenses of registering or qualifying securities for sale, blue sky filing fees, and printing expenses; (x) legal fees and expenses attributable to the applicable Moon Capital Fund; (xi) costs and expenses relating to investor communications and meetings with or for existing investors; (xii) costs of litigation or other matters that are the subject of Moon Capital's or its affiliates' indemnification rights; (xiii) organizational expenses; (xiv) fees and expenses of such Moon Capital Fund's fund administrator; (xv) the Management Fee applicable to such Moon Capital Fund entity; (xvi) taxes; (xvii) costs and expenses arising from compliance with applicable investment laws or regulations (e.g., substantial shareholder filings); (xviii) fees and expenses of the independent members of such Moon Capital Fund's board of directors; (xix) audit preparation expenses; (xx) expenses relating to the offering and sale of shares or interests; and (xxi) extraordinary expenses and costs of winding-up and liquidating Moon Capital and its affiliates.

A portion of research-related expenses may be paid for using "soft dollars," as described more fully in Item 12 (Brokerage Practices).

Expenses of each Moon Capital Fund (excluding the Management Fee) generally will be shared by all of the investors in such Moon Capital Fund *pro rata* in accordance with their shares or interests. Any expenses which the Moon Capital Fund's general partner or board of directors, as applicable, determines in its reasonable discretion should be allocated to a particular investor or group of investors (including investment expenses relating specifically to a Special Investment and investor-related taxes), will be charged solely against such investor or group of investors.

To the extent any of the expenses listed above are borne by Moon Capital or its affiliates, the applicable Moon Capital Fund shall reimburse Moon Capital or its affiliates for such expenses.



To the extent that any of the expenses listed above are incurred on behalf of multiple Moon Capital Funds, such expenses will be allocated among such Moon Capital Funds *pro rata*, based on such Moon Capital Funds' respective capital under management (irrespective of leverage) or as otherwise determined to be fair and equitable by Moon Capital.

Certain expenses borne by the Moon Capital Funds may indirectly benefit Moon Capital and its personnel. For example, the entire cost of MoonWeb, Moon Capital's proprietary OMS, risk management and operations platform, is borne by the Moon Capital Funds although Moon Capital receives operational benefits from such platform. In circumstances where the assets of a Moon Capital Fund are treated as "plan assets" for purposes of ERISA (any such Moon Capital Fund, an "ERISA Fund"), expenses that may indirectly benefit Moon Capital and its personnel will not be borne by such ERISA Fund if such allocation of expenses would violate the provisions of ERISA. The Moon Partners Fund is currently an ERISA Fund.

Moon Capital and its personnel can be expected to receive certain intangible and / or other benefits and / or perquisites arising or resulting from its or their activities on behalf of the Moon Capital Funds which will not be subject to Management Fee offset or otherwise shared with the Moon Capital Funds. For example, credit cards used to incur Moon Capital Fund expenses, hotel chains or other merchants may provide for "points," or other "rewards" and airline travel may result in "miles" or credit in loyalty / status programs, and in each case such benefits and / or amounts will, whether or not de minimis or difficult to value, inure exclusively to Moon Capital and / or such personnel (and not the Moon Capital Funds or investors in the Moon Capital Funds) even though the cost of the underlying service is borne by the Moon Capital Funds. Moon Capital endeavors to deploy points, miles or similar rewards accrued by it, where possible, in a manner that facilitates its ability to execute on Moon Capital's business overall, including its responsibilities to the Moon Capital Funds, which includes defraying expenses that are not in and of themselves Moon Capital Fund expenses.

For more information, see Item 8 (Methods of Analysis, Investment Strategies and Risk of Loss), Item 10 (Other Financial Industry Activities and Affiliations), Item 12 (Brokerage Practices) and Item 17 (Voting Client Securities).

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

Other than the Moon Performance Plus Fund, the Moon Capital Funds compensate Moon Capital with performance-based Incentive Allocations. If different Moon Capital Funds have investors with different "high water marks" for purposes of calculating Incentive Allocations, Moon Capital could have an incentive to favor the Moon Capital Fund whose investors are most likely to pay performance-based compensation when allocating investment opportunities. The potential to earn performance-based compensation could also give Moon Capital an incentive to invest client assets in a more speculative and/or aggressive manner than would be the case if compensation were not performance-based, particularly in any period after investment losses have been suffered. Finally, performance-based compensation is based in part on unrealized gains and losses, so Moon Capital could have an incentive to inflate the value of client assets in connection with fair value determinations. Moon Capital recognizes these potential conflicts of interest and has enacted policies and procedures designed to ensure that Moon Capital acts fairly when allocating investment opportunities and valuing client assets.

Certain Moon Capital investment professionals are compensated in part based on the performance of the portion of the Moon Capital Fund portfolios over which they exercise responsibility, which could create incentives to invest in a more speculative and/or aggressive manner than would be the case if compensation were not performance-based, particularly in any period after investment losses have been suffered. Moon Capital has determined this compensation structure is effective in providing incentives that correspond appropriately to the Moon Capital Funds' investment objectives, and believes that this compensation structure appropriately aligns the interests of the investment professionals with investors in the Moon Capital Funds.

For more information, see Item 5 (Fees and Compensation) and Item 10 (Other Financial Industry Activities and Affiliations).

## **Item 7. Types of Clients**

As described in Item 4 (Advisory Business), Moon Capital currently provides investment advisory services solely to the Moon Capital Funds, which are subject to the Incentive Allocations and Management Fees. Moon Capital may offer investment advisory services to other entities, private investment funds or separately managed accounts in the future.

For more information, see Item 4 (Advisory Business), Item 8 (Methods of Analysis, Investment Strategies and Risk of Loss) and Item 10 (Other Financial Industry Activities and Affiliations).

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

### **Methods of Analysis and Investment Strategies**

Moon Capital employs a fundamental, long-term valuation-based stock selection approach to investing in global equity markets. Mr. Moon has been running a similar global long/short equity strategy since 1997, first at his own firm and then at Oaktree Capital Management prior to the launch of the Moon Flagship Fund on April 1, 2005.

The objective of the Moon Partners Fund is to generate superior absolute investment returns by constructing a diversified portfolio of both long and short positions predominantly in publicly listed global equities. Moon Capital seeks to achieve this objective throughout market cycles, with relatively low volatility and a low correlation to equity market indices. Moon Capital seeks investment opportunities in all global markets, although a particular focus of the Moon Partners Fund is the emerging markets in Asia, Latin America, Eastern Europe, the Middle East and Africa. The Moon Partners Fund's portfolio is diversified by geography as well as by industry and will generally be comprised of well in excess of 100 individual security positions, both long and short, with a low aggregate net exposure. Although the Moon Partners Fund's positions are comprised predominantly of publicly listed equities, positions may include other financial instruments, including swaps on individual securities and indices, options, futures, forward agreements for currencies and other derivatives. The Moon Partners Fund may also invest in fixed income, convertible securities, private equity and venture capital investments when the potential for attractive risk-adjusted returns is identified. From time to time, the Moon Partners Fund may acquire assets or securities that Moon Capital believes either lack a readily assessable market value or should be held until the resolution of a special event or circumstance (each, an "Illiquid Investment"). Moon Capital does not anticipate that the cost of Illiquid Investments

(excluding the portion of Illiquid Investments that have been designated as Special Investments) will exceed 10% of the Moon Partners Fund's net asset value at the time such Illiquid Investments are acquired.

The Moon Performance Plus Fund generally invests in a substantially similar investment portfolio to the Moon Flagship Fund and Moon Partners Fund ("Alpha Portfolio"), with the exception that it seeks to generate net returns in excess of a defined equity benchmark, such as the MSCI ACWI Index (the "ACWI Index"), by combining the Alpha Portfolio with passive exposure to the ACWI Index or other defined equity benchmarks ("Beta Exposure"). Periodically (e.g., every two weeks), Moon Capital increases or decreases the Beta Exposure with the objective of maintaining Beta Exposure equal to the marked-to-market net asset value of the Moon Performance Plus Fund.

The Moon Flagship Fund's portfolio consists of existing Special Investments, and the Moon Flagship Fund no longer makes new investments in publicly listed global equities.

### **Investment Methodology**

Moon Capital's investment methodology is primarily based upon detailed fundamental research of listed equities. In addition to researching larger companies, Moon Capital also develops expertise in small and medium capitalized companies. The core investment philosophy is to profit from mispricings in individual securities across select global markets. These opportunities are identified by Moon Capital's team of analysts who specialize along industry lines. The investment team's objective is to understand the portfolio companies' business trends and valuation metrics intimately, and to profit from valuation discrepancies which may arise. The foundation of the investment team's valuation approach is Discounted Cash Flow (DCF) analysis. The research process involves extensive company contact and visits, in-depth industry analysis and the use of in-house developed research and quantitative systems to generate DCF valuation targets. Detailed financial models are the backbone of valuation and DCF analysis. The resulting judgment of Moon Capital's team of analysts regarding the market undervaluation or overvaluation of the equity of an individual company is the key input to Moon Capital in structuring the portfolio.

The structure of Moon Capital's investment organization is designed to capitalize on Moon Capital's sector-specific research skills while managing risk through well-constructed, diversified portfolios. The overall portfolio of the Moon Partners Fund and the Moon Performance Plus Fund includes multiple sub-portfolios, including: (1) a sub-portfolio over which Mr. Moon exercises full discretion (the "JWM Sub-Portfolio"); (2) multiple dedicated sector-based sub-portfolios over which certain respective senior investment team members (each, a "Sector Head") exercise discretion (each, a "Sector Sub-Portfolio"), subject to the ultimate oversight of Mr. Moon; (3) a fundamental systematic strategy sub-portfolio that uses the valuations and risk/reward metrics derived from fundamental models of companies maintained by our investment team as inputs (the "Valuation Sub-Portfolio"), subject to the ultimate oversight of Mr. Moon. This structure enables Moon Capital to capitalize on the particular expertise of the respective Sector Heads and other members of Moon Capital's investment team. Moon Capital's processes and culture encourage productive collaboration and constructive debate among Mr. Moon and the Sector Sub-Portfolio teams. Moon Capital retains the authority to invest in additional sectors and/or new opportunity sets in Mr. Moon's discretion.

Capital allocation decisions among the JWM Sub-Portfolio, each Sector Sub-Portfolio and the Valuation Sub-Portfolio, including the risk and other parameters applicable to such capital allocations, are made by Mr. Moon in his sole discretion. The size of each Sector Sub-Portfolio and the Valuation Sub-Portfolio, and of the Sector Sub-Portfolios and Valuation Sub-Portfolio in aggregate, are also determined by Mr. Moon in his sole discretion. Though positions held in the JWM Sub-Portfolio may be held in a Sector Sub-Portfolio and/or Valuation Sub-Portfolio as well, the JWM Sub-Portfolio may hold positions from time to time that are not also held in a Sector Sub-Portfolio and/or the Valuation Sub-Portfolio.

Mr. Moon conducts an ongoing dialogue with each Sector Head regarding the appropriate sizing of investment positions. In addition, Mr. Moon is responsible for monitoring and managing the aggregate risks of the Moon Capital Funds' portfolios. In making portfolio management decisions, Mr. Moon regularly consults with the Sector Heads and other members of the investment and non-investment staff, and reviews data including, among other things, real-time performance of portfolios and their component positions; investment research; factor risk analysis; the liquidity of portfolios and their component positions; gross and net exposures (particularly beta-adjusted net exposures), in the aggregate as well as by industry sector and region; volatility; value at risk (VaR); currency risk; and counterparty risk.

The portfolios of the Moon Partners Fund and the Moon Performance Plus Fund are actively traded and trades may be placed at any time. Trading may be accomplished through a variety of methods, including manual trading, electronic direct market access, algorithmic trading engines and program trading desks as is deemed appropriate for each particular strategy.

Moon Capital utilizes various strategies to hedge market, interest rate and currency exchange risks to protect against the possible effect that changes may have on the market value of portfolios. Such strategies may include the use of options, futures, forward currencies and other derivative products. Although such instruments are used primarily for hedging purposes, they may at times be used for speculative purposes as well. The Moon Partners Fund may also participate in unlisted or illiquid investments when, in the judgment of Moon Capital, there is a potential for long-term investment gains. Debt securities (fixed income and convertible securities) the Moon Partners Fund and the Moon Performance Plus Fund may invest in may include instruments of a speculative nature with respect to issuer capacity to pay interest and principal, including bonds of foreign corporate and sovereign issuers.

### **Leverage**

The Moon Partners Fund and Moon Performance Plus Fund use various forms of financial leverage in their investment programs, such as purchasing securities on margin, entering into options, swaps, forwards, futures and other derivative instruments that are inherently leveraged, and other forms of indirect leverage. Such Moon Capital Funds may borrow money from banks or brokerage firms or finance positions and/or lend funds through repurchase and reverse repurchase agreements. The amount of leverage (such Moon Capital Fund's gross long and short exposures, in the aggregate, in relation to such Moon Capital Fund's capital) will vary depending on market conditions and investment opportunities, as well as the types of investments held by such Moon Capital Fund and the total market value of such investments. Leverage may be limited with respect to specific investments due to margin rule considerations, market conditions or other factors. While leverage presents opportunities for

increasing the total return on investments, it has the effect of potentially increasing losses as well. Accordingly, any event which adversely affects the value of an investment could be magnified to the extent leverage is utilized. The cumulative effect of the use of leverage with respect to any investments in a market that moves adversely to such investments could result in a substantial loss which would be greater than if the investments were not leveraged.

### **Special Investments**

The Moon Partners Fund reserves the right to designate certain illiquid investments as “Special Investments” upon acquisition (or a commitment to fund such acquisition) or other significant corporate event upon which the Moon Partners Fund takes action (such as an investment decision to continue to hold shares in a company being privatized) (each, a “Special Investment”) and issue “side pocket” shares or interests with respect to each such Special Investment. Investors in the Moon Partners Fund are given the opportunity on an annual basis to make an election to opt-in to participate in Special Investments acquired by the applicable Moon Capital Fund (an “Opt-In Election”) that are designated after the date of such Opt-In Election.

For each investor that has made an Opt-In Election, the maximum annual portion of such investor’s investment that may be exchanged for “side pocket” shares or interests shall not exceed 6% of the net asset value of such investor’s capital account or series of shares (excluding the value of “side pocket” shares or interests attributable to Special Investments designated in prior years), as applicable, and determined based on the net asset value of such series of shares or capital account, as applicable, on the date of each Opt-In Election (in the case of an initial Opt-In Election that does not fall on January 1) and on January 1 of each year thereafter. Any Special Investment for which the Moon Partners Fund enters into a formal commitment to invest shall be allocated, in the sole discretion of Moon Capital, to investors that have an effective Opt-In Election at the time such formal commitment is made, provided Moon Capital promptly notifies such investors of the designation of such Special Investment.

Only investors that have made an Opt-In Election will participate in Special Investments (including any follow-on investments related to such Special Investments) made by the Moon Partners Fund which are so designated in the applicable year.

### **General**

The descriptions contained herein of specific strategies that the Moon Capital Funds are or may be engaged in should not be understood as in any way limiting the Moon Capital Funds’ investment activities. The Moon Capital Funds may engage in investment strategies that are not described herein, but that Moon Capital considers appropriate.

The investment program of the Moon Capital Funds is speculative and may entail substantial risks. Since market risks are inherent in all securities investments to varying degrees, there can be no assurance that the investment objective of the Moon Capital Funds will be achieved. In fact, certain investment practices described above can, in some circumstances, potentially increase the adverse impact on the Moon Capital Funds’ investment portfolios.

Certain disclosures below in this Item 8 do not apply to the Moon Flagship Fund, since it no longer makes new investments in publicly listed global equities, and its entire investment portfolio consists of Special Investments.

### **Risk of Loss**

An investment in a Moon Capital Fund involves a high degree of risk, including the risk of loss of the entire amount invested. An investor in a Moon Capital Fund should be aware that it may lose all or part of its investment in such Moon Capital Fund. No guarantee or representation is made that the Moon Capital Funds' investment program will be successful. The Moon Capital Funds' investment program may utilize such investment techniques as option transactions, margin transactions, short sales, leverage, forward and futures contracts, which can, in certain circumstances, increase the adverse impact to which the Moon Capital Funds' portfolios may be subject. All investments involve the risk of loss of capital.

### **Certain Risks**

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

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

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

**Legal Risk.** Many of the laws that govern private and foreign investment, securities transactions (including, without limitation, laws relating to filing obligations), creditors' rights and other contractual relationships in non-U.S. countries, particularly in developing countries, are new and largely untested. As a result, the Moon Capital Funds may be subject to a number of unusual risks, including inadequate investor protection, contradictory legislation, incomplete, unclear and changing laws, ignorance or breaches of regulations on the part of other market participants, lack of established or effective avenues

for legal redress, lack of standard practices and confidentiality customs characteristic of developed markets, absence of customary legal documentation in connection with investment transactions and lack of enforcement of existing regulations.

Regulatory controls and corporate governance of companies in developing countries may confer little protection on investors. Anti-fraud and anti-insider trading legislation is often rudimentary. The concept of fiduciary duty is also limited when compared to such concepts in developed country markets. In certain instances, management may take significant actions without the consent of investors. There can be no assurance that this difficulty in protecting and enforcing rights will not have a material adverse effect on the Moon Capital Funds and its operations. Furthermore, it may be difficult to obtain and enforce a judgment in certain non-U.S. countries in which assets of the Moon Capital Funds are invested.

**Taxation by Non-U.S. Jurisdictions.** Taxation of dividends, interest and capital gains received by non-residents varies among emerging countries and, in some cases, tax rates are high compared to developed countries. In addition, developing countries typically have less well-defined tax laws and procedures. With respect to certain countries, there is a possibility of expropriation, confiscatory taxation and imposition of withholding or other taxes on dividends, interest, capital gains or other income.

**Risk of Errors and Omissions in Information.** Companies in emerging countries are generally subject to less stringent and less uniform accounting, auditing and financial reporting standards, practices and disclosure requirements than those applicable to U.S. companies. Consequently, there is less publicly available information about an emerging country company than about a U.S. company. Furthermore, the quality and reliability of official data published by the government or securities exchanges in emerging markets may not accurately reflect the statistics being reported.

**Investment and Repatriation Restrictions.** Some emerging countries have laws and regulations that currently preclude direct foreign investment in the securities of their companies. However, indirect foreign investment in the securities of companies listed and traded on the stock exchanges in these countries is permitted by certain emerging countries through investment funds which have been specifically authorized to do so. Since the Moon Capital Funds invest in such investment funds, the investors will bear not only the expenses of such Moon Capital Fund, but also will indirectly bear similar expenses of the underlying investment funds.

In addition to the foregoing investment restrictions, prior governmental approval for foreign investments may be required under certain circumstances in some emerging countries, and the extent of foreign investment in local companies may be subject to limitation in other emerging countries. Foreign ownership limitations also may be imposed by the charters of individual companies in emerging countries to prevent, among other concerns, violation of foreign investment limitations. Some attractive equity securities may not be available to the Moon Capital Funds because U.S. investors hold the maximum amount permitted under current laws or because of minimum eligibility requirements for investing in certain types of securities in some emerging countries.

Repatriation of investment income, assets and the proceeds of sales by foreign investors may require governmental registration and/or approval in some emerging countries. The Moon Capital Funds could be adversely affected by delays in or a refusal to grant any required governmental registration or

approval for such repatriation or by withholding taxes imposed by emerging market countries on interest or dividends paid on securities held by the Moon Capital Funds or gains from the disposition of such securities.

**Government Involvement in the Private Sector.** Government involvement in the private sector varies in degrees among the emerging countries in which the Moon Capital Funds may invest. Such involvement may include government ownership, wage and price controls or imposition of trade barriers or other protectionist measures.

**Fixed Income Securities.** The Moon Capital Funds may invest in bonds or other fixed income securities. Fixed income securities pay fixed, variable or floating rates of interest. The value of fixed income securities in which the Moon Capital Funds invest will change in response to fluctuations in interest rates. In addition, the value of certain fixed-income securities can fluctuate in response to perceptions of credit worthiness, political stability or soundness of economic policies. Fixed income securities are subject to the risk of the issuer's inability to meet principal and interest payments on its obligations (*i.e.*, credit risk) and are subject to price volatility due to such factors as interest rate sensitivity, market perception of the creditworthiness of the issuer and general market liquidity (*i.e.*, market risk).

**Convertible Securities.** The Moon Capital Funds may invest in convertible securities. Convertible securities are bonds, debentures, notes, preferred stocks or other securities that may be converted into or exchanged for a specified amount of common stock of the same or different issuer within a particular period of time at a specified price or formula. A convertible security entitles its holder to receive interest that is generally paid or accrued on debt or a dividend that is paid or accrued on preferred stock until the convertible security matures or is redeemed, converted or exchanged. Convertible securities have unique investment characteristics in that they generally (i) have higher yields than common stocks, but lower yields than comparable non-convertible securities, (ii) are less subject to fluctuation in value than the underlying common stock due to their fixed-income characteristics and (iii) provide the potential for capital appreciation if the market price of the underlying common stock increases.

The value of a convertible security is a function of its "investment value" (determined by its yield in comparison with the yields of other securities of comparable maturity and quality that do not have a conversion privilege) and its "conversion value" (the security's worth, at market value, if converted into the underlying common stock). The investment value of a convertible security is influenced by changes in interest rates, with investment value declining as interest rates increase and increasing as interest rates decline. The credit standing of the issuer and other factors may also have an effect on the convertible security's investment value. The conversion value of a convertible security is determined by the market price of the underlying common stock. If the conversion value is low relative to the investment value, the price of the convertible security is governed principally by its investment value. To the extent the market price of the underlying common stock approaches or exceeds the conversion price, the price of the convertible security will be increasingly influenced by its conversion value. A convertible security generally will sell at a premium over its conversion value by the extent to which investors place value on the right to acquire the underlying common stock while holding a fixed-income security. Generally, the amount of the premium decreases as the convertible security approaches maturity.



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

**Currency Exchange Exposure.** The Moon Capital Funds invest a significant portion of their assets in the securities of non-U.S. issuers and other instruments denominated in non-U.S. currencies, the prices of which are determined with reference to currencies other than the U.S. dollar. Each Moon Capital Fund, however, values its securities and other assets in U.S. dollars. To the extent unhedged, the value of a Moon Capital Fund's positions in non-U.S. investments will fluctuate with U.S. dollar exchange rates as well as the price changes of the investments in the various local markets and currencies. In such cases, an increase in the value of the U.S. dollar compared to the other currencies in which such Moon Capital Fund makes its investments will reduce the effect of any increases and magnify the effect of any decreases in the prices of such Moon Capital Fund's securities in their local markets and may result in a loss to such Moon Capital Fund. Conversely, a decrease in the value of the U.S. dollar will have the opposite effect on such Moon Capital Fund's non-U.S. dollar investments.

Furthermore, the Moon Capital Funds may incur costs in connection with hedging foreign currencies, as well as costs in connection with conversions between various currencies. Non-U.S. currency exchange dealers realize a profit based on the difference between the prices at which they are buying and selling various currencies. Thus, a dealer normally will offer to sell currency to the Moon Capital Funds at one rate, while offering a lesser rate of exchange should the Moon Capital Funds desire immediately to resell that currency to the dealer. The Moon Capital Funds conduct their currency exchange transactions either on a spot (*i.e.*, cash) basis at the spot rate prevailing in the currency exchange market, or through entering into forward, futures or currency options contracts to purchase or sell non-U.S. currencies. Most of the Moon Capital Funds' currency exchange transactions occur at the time securities are purchased and are executed through the local broker or custodian acting for the Moon Capital Funds.

**Currency Hedging.** The Moon Capital Funds may, but are not obligated to, seek to protect the value of some portion or all of its portfolio holdings against currency fluctuations by engaging in hedging transactions, but there can be no assurance that such hedging transactions will be effective. There can be no guarantee that instruments suitable for hedging currency or market shifts will be available at the time the Moon Capital Funds wish to use them or will be able to be liquidated when the Moon Capital Funds wish to do so. Moreover, in most emerging countries the markets for certain of these hedging instruments are not highly developed and in many emerging countries no such markets currently exist. The risks associated with holding currency are significantly greater in markets with higher inflation than in less inflationary markets. In addition, the Moon Capital Funds may choose not to enter into hedging transactions with respect to some or all of its positions.

**Illiquid Portfolio Instruments.** The Moon Capital Funds may invest a significant portion of their assets in Illiquid Investments and may designate certain of investments as Special Investments. The Moon Capital Funds may not be able to readily dispose of such investments and, in some cases, may be legally or contractually prohibited from disposing of such investments for a specified period of time.

Special Investments and other assets and liabilities for which no such market prices are available will generally be carried on the books of the Moon Capital Funds at fair value (which may be cost) as reasonably determined by Moon Capital. There is no guarantee that fair value will represent the value that will be realized by the Moon Capital Funds on the eventual disposition of the investment or that would, in fact, be realized upon an immediate disposition of the investment. A redeeming investor with an interest in a Special Investment will not receive any amount with respect to such interest until the related Special Investment is realized or deemed realized.

**Inside Information.** From time to time, Moon Capital or its affiliates may be in possession of material, non-public information concerning the issuer of securities or other instruments in which the Moon Capital Funds have invested, or in which they intend to invest. The possession of such information may limit the ability of the Moon Capital Funds to buy or sell such securities or other instruments. Accordingly, the Moon Capital Funds may be required to refrain from buying or selling such securities or other instruments at times when Moon Capital might otherwise wish the Moon Capital Funds to buy or sell such securities or other instruments.

**Valuation.** Securities which Moon Capital believes are fundamentally undervalued or overvalued may not ultimately be valued in the capital markets at prices and/or within the time frame Moon Capital anticipates. In particular, purchasing securities at prices which Moon Capital believes to be distressed or below fair value is no guarantee that the price of such securities will not decline even further and short selling securities at prices which Moon Capital believes to be above fair value is no guarantee that the price of such securities will not increase even further.

**Leverage and Financing Risk.** The Moon Capital Funds use various forms of financial leverage in its investment program, which results in such Moon Capital Fund's gross long and short exposures, in the aggregate, often exceeding such Moon Capital Fund's capital. The Moon Capital Funds leverage their capital because Moon Capital, among other reasons, believes that the use of leverage may enable the Moon Capital Funds to achieve a higher rate of return. Accordingly, the Moon Capital Funds may pledge their securities in order to borrow additional funds for investment purposes. The Moon Capital Funds may also leverage their investment returns with options, short sales, swaps, forwards, futures and other derivative instruments.

Although there is no specific restriction on the amount of leverage the Moon Capital Funds may utilize, Moon Capital does not generally expect the ratio of the Moon Partners Fund's gross long and short exposures, in the aggregate, to the Moon Partners Fund's capital to be greater than 5:1. Leverage may be limited with respect to specific investments due to margin rule considerations, market conditions or other factors.

While leverage presents opportunities for increasing a Moon Capital Fund's total return, it has the effect of potentially increasing losses as well. Accordingly, any event which adversely affects the value of an investment by a Moon Capital Fund would be magnified to the extent such Moon Capital Fund is leveraged. The cumulative effect of the use of leverage by a Moon Capital Fund in a market that moves adversely to such Moon Capital Fund's investments could result in a substantial loss to such Moon Capital Fund which would be greater than if such Moon Capital Fund were not leveraged. In general, depending on how it is used, leverage may increase the overall volatility of each Moon Capital Fund's portfolio. This increased volatility constitutes an additional risk to which investors will be subject.

In general, the use of margin borrowings results in certain additional risks to the Moon Capital Funds. For example, should the securities pledged to brokers to secure a Moon Capital Fund's margin accounts decline in value, such Moon Capital Fund could be subject to a "margin call," pursuant to which such Moon Capital Fund must either deposit additional funds or securities with the broker, or suffer mandatory liquidation of the pledged securities to compensate for the decline in value. In the event of a sudden drop in the value of such Moon Capital Fund's assets, such Moon Capital Fund might not be able to liquidate assets quickly enough to satisfy its margin requirements.

The Moon Capital Funds may enter into repurchase and reverse repurchase agreements. When a Moon Capital Fund enters into a repurchase agreement, it "sells" securities issued by the U.S. or a non-U.S. government, or agencies thereof, to a broker-dealer or financial institution, and agrees to repurchase such securities for the price paid by the broker-dealer or financial institution, plus interest at a negotiated rate. In a reverse repurchase transaction, a Moon Capital Fund "buys" securities issued by the U.S. or a non-U.S. government, or agencies thereof, from a broker-dealer or financial institution, subject to the obligation of the broker-dealer or financial institution to repurchase such securities at the price paid by such Moon Capital Fund, plus interest at a negotiated rate. The use of repurchase and reverse repurchase agreements by the Moon Capital Funds involve certain risks including that the seller under a reverse repurchase agreement defaults on its obligation to repurchase the underlying securities. Disposing of the security in such case, may involve costs to a Moon Capital Fund.

The investment strategy of the Moon Partners Fund and the Moon Performance Plus Fund depends on the availability of leverage. If such Moon Capital Funds were unable to borrow money, or could not do so on commercially reasonable terms, such Moon Capital Funds' ability to implement its strategy would be materially and negatively impacted. Although Moon Capital believes that it has identified credit counterparties to provide leverage to the Moon Capital Funds, there can be no assurance that such credit will continue to be available.

**Regulation in the Derivatives Industry.** There are many rules related to derivatives that may negatively impact the Moon Capital Funds, such as requirements related to recordkeeping, reporting, portfolio reconciliation, central clearing, minimum margin for uncleared over-the-counter ("OTC") instruments and mandatory trading on electronic facilities, and other transaction-level obligations. Parties that act as dealers in swaps, are also subject to extensive business conduct standards, additional "know your counterparty" obligations, documentation standards and capital requirements. All of these requirements add costs to the legal, operational and compliance obligations of Moon Capital and the Moon Capital Funds, and increase the amount of time that Moon Capital spends on non-investment-related activities. Requirements such as these also raise the costs of entering into derivative transactions, and these increased costs will likely be passed on to the Moon Capital Funds.

These rules are operationally and technologically burdensome for Moon Capital and the Moon Capital Funds. These compliance obligations require employee training and use of technology, and there are operational risks borne by the Moon Capital Funds in implementing procedures to comply with many of these additional obligations.

These regulations may also result in the Moon Capital Funds forgoing the use of certain trading counterparties (such as broker-dealers and futures commission merchants ("FCMs")), as the use of other parties may be more efficient for the Moon Capital Funds from a regulatory perspective. However, this

could limit the Moon Capital Funds' trading activities, create losses, preclude the Moon Capital Funds from engaging in certain transactions or prevent the Moon Capital Funds from trading at optimal rates and terms.

Many of these requirements were implemented pursuant to the U.S. Dodd-Frank Wall Street Reform and Consumer Protection Act (the "Dodd-Frank Act"), the EU Regulation on OTC Derivatives, Central Counterparties and Trade Repositories (known as the European Market Infrastructure Regulation, or "EMIR") and similar regulations globally. In the United States, the Dodd-Frank Act divides the regulatory responsibility for derivatives between the SEC and the CFTC, a distinction that does not exist in any other jurisdiction. The SEC has regulatory authority over "security-based swaps" and the CFTC has regulatory authority over "swaps". EMIR is being implemented in phases through the adoption of delegated acts by the European Commission. As a result of the SEC and CFTC bifurcation and the different pace at which the SEC, the CFTC, the European Commission and other international regulators have promulgated necessary regulations, different transactions are subject to different levels of regulation. Though many rules and regulations have been finalized, there are others, particularly SEC regulations with respect to security-based swaps and EMIR regulations, that are still in the proposal stage or are expected to be introduced in the future.

The following describes derivatives regulations that may have the most significant impact on the Moon Capital Funds:

**Reporting.** Most swap transactions have become subject to anonymous "real time reporting" requirements, meaning that information relating to transactions entered into by the Moon Capital Funds will become visible to the market in ways that may impair the Moon Capital Funds' ability to enter into additional transactions at comparable prices or could enable competitors to "front run" or replicate the Moon Capital Funds' strategies.

**Central Clearing.** In order to mitigate counterparty risk and systemic risk in general, various U.S. and international regulatory initiatives are underway to require certain derivatives to be cleared through central clearinghouses. In the United States, clearing requirements have been implemented as part of the Dodd-Frank Act. The CFTC imposed its first clearing mandate on December 13, 2012 affecting certain interest rate and credit default swaps. The CFTC and the SEC may introduce clearing requirements for additional classes of derivatives in the future. EMIR also requires OTC derivatives contracts meeting specific criteria to be cleared through central counterparties.

While such clearing requirements may be beneficial for the Moon Capital Funds in many respects (for instance, they may reduce the counterparty risk to the dealers to which the Moon Capital Funds would be exposed under non-cleared derivatives), the Moon Capital Funds could be exposed to new risks, such as the risk that an increasing percentage of derivatives will be required to be standardized and/or cleared through central clearinghouses, and, as a result, the Moon Capital Funds may not be able to hedge risks or express an investment view as well as they would have been able to had they used customizable derivatives available in the over-the-counter markets. The Moon Capital Funds may have to split their derivatives portfolios between centrally cleared and over-the-counter derivatives, which may result in operational inefficiencies and an inability to offset risk between centrally cleared and over-the counter positions, and which could lead to increased costs.

Another risk is that the Moon Capital Funds may be subject to more onerous and more frequent (daily or even intraday) margin calls from both the Moon Capital Funds' FCM and the clearinghouse. Virtually all margin models utilized by the clearinghouses are dynamic, meaning that unlike traditional bilateral swap contracts where the amount of initial margin posted on the contract is typically static throughout the life of the contract, the amount of the initial margin that is required to be posted in respect of a cleared contract will fluctuate, sometimes significantly, throughout the life of the contract. The dynamic nature of the margin models utilized by the clearinghouses and the fact that the margin models might be changed at any time may subject the Moon Capital Funds to an unexpected increase in collateral obligations by clearinghouses during a volatile market environment, which could have a detrimental effect on the Moon Capital Funds. Clearinghouses also limit collateral that they will accept to cash, U.S. treasuries and, in some cases, other highly rated sovereign and private debt instruments, which may require the Moon Capital Funds to borrow eligible securities from a dealer to meet margin calls and raise the costs of cleared trades to the Moon Capital Funds. In addition, clearinghouses may not allow the Moon Capital Funds to portfolio-margin its positions, which may increase the Moon Capital Funds' costs.

Although standardized clearing for derivatives is intended to reduce counterparty risk (for instance, it may reduce the counterparty risk to the dealers to which the Moon Capital Funds would have been exposed under OTC derivatives), it does not eliminate risk. Derivatives clearing may also lead to concentration of counterparty risk, namely in the clearinghouse and the Moon Capital Funds' FCM, subjecting the Moon Capital Funds to the risk that the assets of the FCM are insufficient to satisfy all of the FCM's payment obligations, leading to a payment default. The failure of a clearinghouse or FCM could have a significant impact on the financial system. Even if a clearinghouse does not fail, large losses could force significant capital calls on FCMs during a financial crisis, which could lead FCMs to default and thus worsen the crisis.

**Swap Execution Facilities.** In addition to the central clearing requirement, certain swap transactions are required to trade on regulated electronic platforms such as swap execution facilities ("SEFs"), which require the Moon Capital Funds to subject itself to regulation by these venues and subject the Moon Capital Funds to the jurisdiction of the CFTC.

The EU regulatory framework governing derivatives is set not only by EMIR but also a legislative package known as a recast of the Markets in Financial Instruments Directive ("MiFID II"). Among other things, MiFID II requires transactions in derivatives to be executed on regulated trading venues. The SEC has yet to finalize rules related to security-based swap execution facilities.

It is not clear whether these trading venues will benefit or impede liquidity, or how they will fare in times of market stress. Trading on these trading venues may increase the pricing discrepancy between assets and their hedges as products may not be able to be executed simultaneously, therefore increasing basis risk. It may also become relatively expensive for the Moon Capital Funds to obtain tailored swap products to hedge particular risks in its portfolio due to higher collateral requirements on bilateral transactions as a result of these regulations.

**Margin Requirements for Non-Cleared Swaps.** Rules issued by U.S., EU and other regulators globally (the "Margin Rules") impose various margin requirements on all swaps that are not centrally cleared, including the establishment of minimum amounts of initial margin that must be posted, and, in

some cases, the mandatory segregation of initial margin with a third-party custodian. Although the Margin Rules are intended to increase the stability of the derivatives market, the overall amount of margin that the Moon Capital Funds will be required to post to swap counterparties may increase by a material amount, and as a result the Moon Capital Funds may not be able to deploy capital as effectively. Additionally, to the extent the Moon Capital Funds are required to segregate initial margin with a third-party custodian, additional costs will be incurred by the Moon Capital Funds.

**Call and Put Options.** The Moon Capital Funds may incur risks associated with the sale and purchase of call options and put options. Under a conventional cash-settled option, the purchaser of the option pays a premium in exchange for the right to receive upon exercise of the option (i) in the case of a call option, the excess, if any, of the reference price or value of the underlier (as determined pursuant to the terms of the option) above the option's strike price or (ii) in the case of a put option, the excess, if any, of the option's strike price above the reference price or value of the underlier (as so determined). Under a conventional physically-settled option structure, the purchaser of a call option has the right to purchase a specified quantity of the underlier at the strike price, and the purchaser of a put option has the right to sell a specified quantity of the underlier at the strike price.

A purchaser of an option may suffer a total loss of premium (plus transaction costs) if that option expires without being exercised. An option's time value (i.e., the component of the option's value that exceeds the in-the-money amount) tends to diminish over time. Even though an option may be in-the-money to the purchaser at various times prior to its expiration date, the purchaser's ability to realize the value of an option depends on when and how the option may be exercised. For example, the terms of the transaction may provide for the option to be exercised automatically if it is in-the-money on the expiration date. Conversely, the terms may require timely delivery of a notice of exercise, and exercise may be subject to other conditions (such as the occurrence or non-occurrence of certain events, such as knock-in, knock-out or other barrier events) and timing requirements, including the "style" of the option.

Uncovered option writing (i.e., selling an option when the seller does not own a like quantity of an offsetting position in the underlier) exposes the seller to potentially significant loss. The potential loss of uncovered call writing is unlimited. The seller of an uncovered call may incur large losses if the reference price or value of the underlier increases above the exercise price by more than the amount of any premiums earned. As with writing uncovered calls, the risk of writing uncovered put options is substantial. The seller of an uncovered put option bears a risk of loss if the reference price or value of the underlier declines below the exercise price by more than the amount of any premiums earned. Such loss could be substantial if there is a significant decline in the value of the underlier.

**Swap Agreements.** The Moon Capital Funds may enter into swap agreements. Swap agreements are individually negotiated and can be structured to include exposure to a variety of different types of investments or market factors. Depending on their structure, swap agreements may increase or decrease the Moon Capital Funds' exposure to long-term or short-term interest rates (in the United States or abroad), non-U.S. currency values, corporate borrowing rates, or other factors such as security prices, baskets of equity securities or inflation rates. Swap agreements can take many different forms and are known by a variety of names. Although the Moon Capital Funds use swaps predominantly to gain access to equity exposure in certain markets where such access is otherwise difficult to obtain, the Moon Capital Funds are not limited to any particular form of swap agreement if consistent with their investment objective and policies.

Swap agreements tend to shift a Moon Capital Fund's investment exposure from one type of investment to another. For example, if a Moon Capital Fund agrees to exchange payments in dollars for payments in non-U.S. currency, the swap agreement would tend to decrease such Moon Capital Fund's exposure to U.S. interest rates and increase its exposure to non-U.S. currency and interest rates. Depending on how they are used, swap agreements may increase or decrease the overall volatility of a Moon Capital Fund's portfolio. The most significant factor in the performance of swap agreements is the change in the specific interest rate, currency, individual equity values or other factors that determine the amounts of payments due to and from the Moon Capital Fund. If a swap agreement calls for payments by the Moon Capital Fund, such Moon Capital Fund must be prepared to make such payments when due. In addition, if a counterparty's creditworthiness declines, the value of swap agreements with such counterparty can be expected to decline, potentially resulting in losses by the Moon Capital Fund.

**Short Selling.** Short selling involves selling securities which are not owned by the short seller and borrowing them for delivery to the purchaser, with an obligation to replace the borrowed securities at a later date. Short selling allows the investor to profit from a decline in market price to the extent such decline exceeds the transaction costs and the costs of borrowing the securities. The extent to which the Moon Capital Funds engage in short sales will depend upon Moon Capital's investment strategy and opportunities. A short sale creates the risk of a theoretically unlimited loss, in that the price of the underlying security could theoretically increase without limit, thus increasing the cost to the Moon Capital Funds of buying those securities to cover the short position. There can be no assurance that the Moon Capital Funds will be able to maintain the ability to borrow securities sold short. In such cases, the Moon Capital Funds can be "bought in" (*i.e.*, forced to repurchase securities in the open market to return to the lender) and/or bear costs associated with penalties that are imposed upon brokers and passed onto the Moon Capital Funds. There also can be no assurance that the securities necessary to cover a short position will be available for purchase at or near prices quoted in the market. Purchasing securities to close out a short position can itself cause the price of the securities to rise further, thereby exacerbating the loss.

**Forward Trading.** Forward contracts and options thereon, unlike futures contracts, are not traded on exchanges and are not standardized; rather, banks and dealers act as principals in these markets, negotiating each transaction on an individual basis. Forward and "cash" trading is substantially unregulated; there is no limitation on daily price movements and speculative position limits are not applicable. The principals who deal in the forward markets are not required to continue to make markets in the currencies or commodities they trade and these markets can experience periods of illiquidity, sometimes of significant duration. There have been periods during which certain participants in these markets have refused to quote prices for certain currencies or commodities or have quoted prices with an unusually wide spread between the price at which they were prepared to buy and that at which they were prepared to sell. Disruptions can occur in any market traded by the Moon Capital Funds due to unusual trading volume, political intervention or other factors. The imposition of controls by governmental authorities might also limit such forward trading to less than that which Moon Capital would otherwise recommend, to the possible detriment of the Moon Capital Funds. Market illiquidity or disruption could result in major losses to the Moon Capital Funds.

**Futures Contracts.** Futures positions may be illiquid because certain futures exchanges limit fluctuations in certain futures contract prices during a single day by regulations referred to as "daily price fluctuation limits" or "daily limits". Under such daily limits, during a single trading day no trades

may be executed at prices beyond the daily limits. Once the price of a particular futures contract has increased or decreased by an amount equal to the daily limit, positions in that contract can neither be taken nor liquidated unless traders are willing to effect trades at or within the limit. This could prevent the Moon Capital Funds from promptly liquidating unfavorable positions and subject the Moon Capital Funds to substantial losses or from entering into desired trades. In extraordinary circumstances, a futures exchange could suspend trading in a particular futures contract, or order liquidation or settlement of all open positions in such contract.

Futures contract prices on various commodities or financial instruments occasionally have moved the daily limit for several consecutive days with little or no trading. Similar occurrences could prevent the Moon Capital Funds from promptly liquidating unfavorable positions and subject the Moon Capital Funds to substantial losses. In addition, the Moon Capital Funds may not be able to execute futures contract trades at favorable prices if trading volume in such contracts is low. It is also possible that an exchange or a regulator (such as the SEC or Commodity Futures Trading Commission (the “CFTC”)) may suspend trading in a particular contract, order immediate liquidation and settlement of a particular contract or order that trading in a particular contract be conducted for liquidation only. In addition, the CFTC and various exchanges impose speculative position limits on the number of positions that may be held in particular commodities. Trading in commodity futures contracts and options are highly specialized activities that may entail greater than ordinary investment or trading risks. Furthermore, low margin or premiums normally required in such trading may provide a large amount of leverage, and a relatively small change in the price of a security or contract can produce a disproportionately large profit or loss.

**Hedging Transactions.** Each Moon Capital Fund may, but is not obligated to, utilize financial instruments, both for investment purposes and for risk management purposes in order to (i) protect against possible changes in the market value of such Moon Capital Fund’s investment portfolios resulting from fluctuations in the securities markets and changes in interest rates; (ii) protect such Moon Capital Fund’s unrealized gains in the value of such Moon Capital Fund’s investment portfolios; (iii) facilitate the sale of any such investments; (iv) enhance or preserve returns, spreads or gains on any investment in such Moon Capital Fund’s portfolios; (v) hedge the interest rate or currency exchange rate on any of such Moon Capital Fund’s liabilities or assets; (vi) protect against any increase in the price of any securities such Moon Capital Fund’s anticipate purchasing at a later date; or (vii) for any other reason that Moon Capital deems appropriate.

The success of the Moon Capital Funds’ hedging strategy will depend, in part, upon Moon Capital’s ability to correctly assess the degree of correlation between the performance of the instruments used in the hedging strategy and the performance of the portfolio investments being hedged. Since the characteristics of many securities change as markets change or time passes, the success of the Moon Capital Funds’ hedging strategy will also be subject to Moon Capital’s ability to continually recalculate, readjust and execute hedges in an efficient and timely manner. While the Moon Capital Funds may enter into hedging transactions to seek to reduce risk, such transactions may result in a poorer overall performance for the Moon Capital Funds than if they had not engaged in such hedging transactions. For a variety of reasons, Moon Capital may not seek to establish a perfect correlation between the hedging instruments utilized and the portfolio holdings being hedged. Such an imperfect correlation may prevent the Moon Capital Funds from achieving the intended hedge or expose the Moon Capital Funds to risk of loss. Moon Capital may not hedge against a particular risk because it does not regard the probability of



the risk occurring to be sufficiently high as to justify the cost of the hedge, or because it does not foresee the occurrence of the risk. The successful utilization of hedging and risk management transactions requires skills complementary to those needed in the selection of each Moon Capital Fund's portfolio holdings.

**Highly Volatile Markets.** The prices of financial instruments in which the Moon Capital Funds may invest can be highly volatile. Price movements of forward and other derivative contracts in which the Moon Capital Funds' assets may be invested are influenced by, among other things, interest rates, changing supply and demand relationships, trade, fiscal, monetary and exchange control programs and policies of governments, and national and international political and economic events and policies. The Moon Capital Funds are subject to the risk of failure or closure of any of the exchanges on which their positions trade or of their clearinghouses.

**Necessity for Counterparty Trading Relationships; Counterparty Risk.** The Moon Capital Funds have established, and expect to establish in the future, many counterparty relationships to obtain financing, derivative exposure and prime brokerage services that permit the Moon Capital Funds to trade in any variety of markets or asset classes over time; however, there can be no assurance that the Moon Capital Funds will be able to maintain or establish such relationships. An inability to establish or maintain such relationships would limit a Moon Capital Fund's trading activities, could create losses, preclude such Moon Capital Fund from engaging in certain transactions or obtaining financing, derivative exposure and prime brokerage services and prevent such Moon Capital Fund from trading at optimal rates and terms. Moreover, a disruption in the financing, availability of derivative trading and prime brokerage services provided by any such relationships before a Moon Capital Fund establishes additional counterparty relationships could have a significant impact on such Moon Capital Fund's business due to such Moon Capital Fund's reliance on such counterparties.

Some of the markets in which the Moon Capital Funds may effect transactions are "over-the-counter" or "interdealer" markets. The participants in such markets are typically not subject to credit evaluation and regulatory oversight as are members of "exchange-based" markets. This exposes the Moon Capital Funds to the risk that a counterparty will not settle a transaction in accordance with its terms and conditions because of a dispute over the terms of the contract (whether or not *bona fide*) or because of a credit or liquidity problem, thus causing the Moon Capital Funds to suffer a loss. Such "counterparty risk" is accentuated for contracts with longer maturities where events may intervene to prevent settlement, or where the Moon Capital Funds have concentrated their transactions with a single or small group of counterparties.

The Moon Capital Funds are not restricted from dealing with any particular counterparty or from concentrating any or all of their transactions with one counterparty. Moon Capital's evaluation of the creditworthiness of counterparties may not prove sufficient. The lack of a complete and "foolproof" evaluation of the financial capabilities of any Moon Capital Fund's counterparties and the absence of a regulated market to facilitate settlement may increase the potential for losses by such Moon Capital Fund.

**Counterparty Default.** The stability and liquidity of repurchase agreements, swap transactions, forward transactions and other over-the-counter derivative transactions depend in large part on the creditworthiness of the parties to the transactions. It is expected that Moon Capital will monitor on an

ongoing basis the creditworthiness of firms with which it will enter into repurchase agreements, interest rate swaps, caps, floors, collars or other over-the-counter derivatives. If there is a default by the counterparty to such a transaction, the Moon Capital Funds will under most normal circumstances have contractual remedies pursuant to the agreements related to the transaction. However, exercising such contractual rights may involve delays or costs which could result in the net asset value of the Moon Capital Funds being less than if the Moon Capital Funds had entered into the transaction with a different counterparty or on different contractual terms. Furthermore, there is a risk that any of such counterparties or any of the Moon Capital Funds' custodians could become insolvent. If one or more of the Moon Capital Funds' counterparties were to become insolvent or the subject of liquidation proceedings in the United States (either under the Securities Investor Protection Act or the United States Bankruptcy Code), there exists the risk that the recovery of the Moon Capital Funds' securities and other assets from such prime broker, broker-dealer or custodian will be delayed or be of a value less than the value of the securities or assets originally entrusted to such prime broker, broker-dealer or custodian.

In addition, the Moon Capital Funds may use counterparties located in various jurisdictions outside the United States. Such local counterparties are subject to various laws and regulations in various jurisdictions that are designed to protect their customers in the event of their insolvency. However, the practical effect of these laws and their application to the Moon Capital Funds' assets are subject to substantial limitations and uncertainties. Because of the large number of entities and jurisdictions involved and the range of possible factual scenarios involving the insolvency of a counterparty, it is impossible to generalize about the effect of their insolvency on the Moon Capital Funds and their assets. Investors should assume that the insolvency of any counterparty would result in a loss to the Moon Capital Funds which could be material.

**Systemic Risk.** Credit risk may arise through a default by one of several large institutions that are dependent on one another to meet their liquidity or operational needs, so that a default by one institution causes a series of defaults by the other institutions. This is sometimes referred to as "systemic risk" and may adversely affect financial intermediaries, such as clearing agencies, clearing houses, banks, securities firms and exchanges, with which the Moon Capital Funds interact on a daily basis.

**Position Concentration.** To the extent a Moon Capital Fund's investments are concentrated in a particular issuer, such Moon Capital Fund's portfolio may become more susceptible to fluctuations in value resulting from adverse economic or business conditions affecting that particular issuer.

**Quantitative Model Risk and Risk Management.** There can be no assurance that the models used by Moon Capital will continue to be viable. The use of a model that is not viable or not completely viable could, at any time, have a material adverse effect on the performance of the Moon Capital Funds. There can be no assurance that the Moon Capital Funds will achieve its investment objectives or that the models (even if completely or partially viable) will continue to further or ultimately be capable of furthering the Moon Capital Funds' investment objectives.

In addition, although the computer systems are not programmed to execute trades autonomously, nevertheless there could exist conditions under which trades are inadvertently executed, leaving open the possibility that undesired results be detected perhaps only after a significant number of transactions have occurred.

Risk management techniques are based in part on the observation of historical market behavior, which may not predict market divergences that are larger than historical indicators. Also, information used to manage risks may not be accurate, complete or current, and such information may be subject to misinterpretation. In the complex environment in which Moon Capital operates, effective risk management depends upon many factors, not all of which may be properly identified, and effective assessment, analysis, process creation, control or treatment of risks could be difficult to implement. For the sake of clarity and without limitation, though losses arising from quantitative model risks could adversely affect the Moon Capital Funds' performance, such losses would likely not constitute reimbursable trade errors.

At times Moon Capital may manually override or shut down the operations of a quantitative model. This would generally be done in an effort to mitigate the damage from a deteriorating or malfunctioning model or a model that is reacting negatively to unforeseen market conditions. Such an override or intervention could result in greater losses than would be the case if there had been no intervention and/or could result in the model being overridden or inactive at a time when the model would have achieved gains for the portfolio.

**Dependence on Technology.** Moon Capital's investment processes, including systematic trading, risk management, trade allocation and certain components of research activity, are highly automated and rely heavily on technology, including hardware, software, and other computerized or automated processes. The performance of the Moon Capital Funds, as well as various critical processes of Moon Capital, could be severely compromised by coding errors, computer viruses, telecommunications failures, power loss, natural disasters, security breaches, cyber-attacks, software related "crashes," disruption or deterioration of services from third party providers, terrorist attacks, and similar events. Any event that interrupts Moon Capital's computer and telecommunications operations could result in, among other things, the inability of Moon Capital to establish, modify, liquidate, hedge, or monitor the Moon Capital Funds' investments and therefore could have a material adverse effect on the Moon Capital Funds.

**Effect of Health Crises.** Health crises, such as pandemic and epidemic diseases, and the public response to or fear of such diseases or events, have and may in the future have an adverse effect on the Moon Capital Funds' investments and Moon Capital's operations. For example, any preventative or protective actions that governments may take in respect of such diseases may result in periods of business disruption, inability to obtain raw materials, supplies and component parts, and reduced or disrupted operations. In addition, under such circumstances the operations, including functions such as trading and valuation, of the Moon Capital Funds and their service providers could be reduced, delayed, suspended or otherwise disrupted. Further, the occurrence and pendency of such diseases could adversely affect the economies and financial markets either in specific countries or worldwide.

For more information, see Item 4 (Advisory Business), Item 10 (Other Financial Industry Activities and Affiliations), Item 11 (Code of Ethics, Participation or Interest in Client Transactions and Personal Trading) and Item 12 (Brokerage Practices).

## **Item 9. Disciplinary Information**

On April 14, 2021, Moon Capital paid approximately US\$55,515 to the Capital Markets Board of Turkey as an Administrative Fine based upon Moon Capital Master Fund Ltd. purportedly contravening

Articles 24 and 28 of the Communiqué on Margin Purchase, Short Sale, Borrowing and Lending Transactions of Capital Market Instruments Serial V, No: 65 (“Turkish Rules”). The Turkish Rules require the clear identification of short sales by market participants, including the investor and the broker executing any short sale. The Administrative Fine related to a single short sale transaction executed on July 1, 2020. Without admitting or denying liability, Moon Capital paid this Administrative Fine on behalf of Moon Capital Master Fund Ltd. (who received an Administrative Fine alongside 11 other market participants) and, as a result, this payment did not result in any cost to the Moon Capital Funds. The amount of the Administrative Fine was reduced from an initial amount of approximately US\$73,150 based on Moon Capital’s timely response to the announcement of the Administrative Fine. Moon Capital has implemented additional operational safeguards to ensure ongoing compliance with the Turkish Rules.

There are no other legal or disciplinary events that are material to a client’s or prospective client’s evaluation of Moon Capital’s advisory business or the integrity of Moon Capital’s management.

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

Moon Capital provides investment advisory services solely to the Moon Capital Funds, as more fully discussed in Item 4 (Advisory Business).

Moon Capital Advisers LLC, a Delaware limited liability company, serves as the general partner or manager, as applicable, of the Moon Capital Funds. John W. Moon is the principal owner and managing member of Moon Capital Advisers LLC. Moon Capital and Moon Capital Advisers LLC have together filed a single Form ADV and accordingly, Moon Capital Advisers LLC is not separately registered as an investment adviser with the SEC, but is considered to be a registered investment adviser by virtue of Moon Capital’s registration with the SEC. JWM Capital LLC, a Delaware limited liability company, serves as the general partner of Moon Capital Management LP. John W. Moon is the principal owner and managing member of JWM Capital LLC.

Moon Capital Singapore Pte Ltd. (“Moon Capital Singapore”), a company incorporated and based in Singapore, has been engaged by Moon Capital and the Moon Capital Funds to serve as a sub-adviser to Moon Capital for the Moon Capital Funds. Moon Capital Singapore is a wholly-owned subsidiary of Moon Capital Management LP and provides Moon Capital with research and other investment management services. Moon Capital Singapore is registered with the Monetary Authority of Singapore as a Licensed Fund Management Company under the Securities and Futures Act (Cap. 289) of Singapore, as amended. Moon Capital and Moon Capital Singapore Pte. Ltd. have together filed a single Form ADV and accordingly, Moon Capital Singapore Pte. Ltd. is not separately registered as an investment adviser with the SEC, but is considered to be a registered investment adviser subject to the U.S. Investment Advisers Act of 1940, as amended (“Advisers Act”) by virtue of Moon Capital’s registration with the SEC. The Moon Capital Funds do not pay any compensation to Moon Capital Singapore.

An affiliate of Moon Capital (the “Swap Affiliate”) has written security-based swaps with a single counterparty (“Existing Swaps”), and in the future may write other security-based swaps and other similar financial instruments that are in the aggregate “de minimis” as such term is used under Rule 3a71-2 promulgated under the Exchange Act. In connection with such swap-writing activity, the Swap

Affiliate receives consideration in the form of a fee that calculated with reference to the notional value of the swaps, as well as an administrative fee. In turn, Moon Capital receives an administrative fee from the Swap Affiliate pursuant to an Administrative Services Agreement. Given the investment focus and risk parameters of the Moon Capital Funds, among other reasons, Moon Capital does not believe that writing swaps is an appropriate activity for the Moon Capital Funds. In order to mitigate potential conflicts of interest, the Swap Affiliate does not expect to write any swap or similar financial instrument relating to issuer(s) whose securities are owned by the Moon Capital Funds at the time such instrument is written. Furthermore, for so long as any such swap or similar financial instrument involving the Swap Affiliate remains outstanding, Moon Capital intends to prohibit the Moon Capital Funds' from trading in the underlying reference security associated with any such swap or similar financial instrument. Such prohibitions could have the effect of reducing the number of potential investment opportunities available to the Moon Capital Funds. The transactions entered by the Swap Affiliate are collateralized and hedged, in order to avoid exposing the Swap Affiliate to material market or credit risk. For the avoidance of doubt, nothing in this paragraph shall be construed to in any way limit any Moon Capital Fund from otherwise entering into swaps as a counterparty.

### **Conflicts of Interest**

The Moon Capital Funds are subject to a number of actual and potential conflicts of interest. Certain inherent conflicts of interest arise from the fact that Moon Capital and its affiliates and joint venture parties provide investment management services to the Moon Capital Funds and other investment funds, and may, in the future, carry on investment activities for other clients, including other investment funds, client accounts and proprietary accounts sponsored by Moon Capital or its affiliates in which the Moon Capital Funds will have no interest or enter into joint ventures arrangements with entities that carry on investments activities for other investment funds or managed accounts in which the Moon Capital Funds will have no interest (in each case, such other clients, funds and accounts, collectively, "Other Accounts"). The respective investment programs of the Moon Capital Funds and Other Accounts may or may not be substantially similar. The portfolio strategies employed by Moon Capital and its affiliates for Other Accounts could conflict with the transactions and strategies employed by Moon Capital in managing the Moon Capital Funds and may affect the prices and availability of the securities and instruments in which the Moon Capital Funds invest. Conversely, participation in specific investment opportunities may be appropriate, at times, for both the Moon Capital Funds and Other Accounts. In circumstances where Moon Capital and its affiliates manage Moon Capital Funds and Other Accounts that pay higher fees and/or performance based compensation than other Moon Capital Funds, Moon Capital and its affiliates may have an incentive to favor such Moon Capital Funds and/or Other Accounts when allocating investment opportunities. However, participation in such opportunities will be allocated on a basis which Moon Capital believes to be equitable, taking into account such factors as the relative amounts of capital available for new investments, relative exposure to short-term market trends, the tax situation and the respective investment programs and portfolio positions of the Moon Capital Funds and Other Accounts for which participation is appropriate. Such considerations may result in allocations of certain investments among the Moon Capital Funds and Other Accounts on other than a pari passu basis, which could result in different performance among, inter alia, the Moon Capital Funds and Other Accounts. In particular, there will be divergences between the investment portfolios of the Moon Capital Funds due to differences in the investment objectives.

Further, in the event that Moon Capital identifies an opportunity to invest in an Illiquid Investment that might otherwise be appropriate to designate as a Special Investment but a Moon Capital Fund has insufficient capital to invest in the opportunity due to a lack of investors who have made an Opt-In Election, Moon Capital has the discretion to invest in that security itself, or to approach certain existing or new investors, including principals and employees of Moon Capital, to invest specifically in that investment. Consequently, Moon Capital and its affiliates and their respective principals, partners, officers and employees or certain other investors may receive a disproportionate share of that investment relative to the total available capital of the applicable Moon Capital Fund.

During periods in which the assets of the Moon Capital Funds are not treated as "plan assets" for purposes of ERISA and subject to each Moon Capital Fund's respective investment guidelines, Moon Capital may effect internal cross transactions among the Moon Capital Funds for the purpose of rebalancing the portfolios of the Moon Capital Funds. In such cases, one Moon Capital Fund will purchase securities held by another account. Moon Capital effects these transactions periodically, pursuant to a formula that will result in each Moon Capital Fund holding substantially similar securities in amounts that are relative to each Moon Capital Fund's targeted gross exposure based on their respective investment programs. Moon Capital effects these transactions based on the then current independent market price and consistent with valuation procedures established by Moon Capital. None of Moon Capital or any related party receives any compensation in connection with these rebalancing transactions. These cross transactions (otherwise known as journal trades) will be made without brokerage commissions being charged. Currently, due to applicable restrictions under ERISA, Moon Capital does not engage in cross trades between the Moon Capital Funds, even in circumstances where reduced transactional costs for the Moon Capital Funds could be achieved through such cross trades.

In addition, portfolio rebalancing between the Moon Capital Funds (pursuant to the same formula referenced above) may result in one Moon Capital Fund purchasing securities or other investments while another Moon Capital Fund is selling the same securities or investments, in each case in the open market, to the extent internal cross transactions are not permitted under applicable trading rules. These open market transactions may result in brokerage commissions being charged.

Certain expenses borne by the Moon Capital Funds may indirectly benefit Moon Capital and its personnel. For example, the entire cost of MoonWeb, Moon Capital's proprietary OMS, risk management and operations platform is borne by the Moon Capital Funds and the Other Accounts, although Moon Capital receives operational benefits from such platform. In circumstances where any Moon Capital Fund is an ERISA Fund, expenses that may indirectly benefit Moon Capital and its personnel will not be borne by such ERISA Fund if such allocation of expenses would violate the provisions of ERISA.

It is anticipated that Moon Capital's investment teams will develop numerous quantitative models and software for use by one or more investment teams for the benefit of any of the Other Accounts for which the investment teams manage assets. Similarly, trading and other systems (*e.g.*, order management) developed by Moon Capital personnel may be used by any of the Moon Capital's investment teams, including teams that do not manage the Moon Capital Funds' assets. The determination of how models and systems will be allocated among the Moon Capital Funds and the Other Accounts will be made on a fair and equitable basis, to the extent practical and in accordance with, among other factors, the Moon Capital Funds' or Other Accounts' applicable investment strategies, over a period of time.

From time to time, Moon Capital may license the software developed by Moon Capital or its personnel to third parties or use such software for proprietary trading purposes, which may increase competition by limiting the investment opportunities available to the clients of Moon Capital, including the Moon Capital Funds. Additionally, investment teams that do not manage the Moon Capital Funds' assets and third parties with license to utilize an investment team's proprietary models and software may develop implementation methods for such models and software that provide a competitive advantage over such investment team, thereby reducing and/or eliminating the effectiveness of such model or software with respect to the Moon Capital Funds.

Moon Capital may open "average price" accounts with brokers. In an "average price" account, purchase and sale orders placed during a trading day on behalf of the Moon Capital Funds, Other Accounts or affiliates of Moon Capital are combined, and securities bought and sold pursuant to such orders are allocated among such accounts on an average price basis.

Moon Capital, whose compensation is based on the value of the Moon Capital Funds' assets, values the assets of the Moon Capital Funds in accordance with Moon Capital's valuation policy and the terms of the applicable Moon Capital Fund's governing documents. If Moon Capital determines that the valuation of any securities pursuant to such policy does not fairly represent market value, Moon Capital will value such investment as it determines in its discretion, which involves subjective determinations made by Moon Capital personnel. While Moon Capital has enacted policies and procedures designed to ensure that Moon Capital acts fairly when valuing client assets, there can be no guarantee that fair values determined subjectively by Moon Capital would accurately reflect the price that the Moon Capital Funds could obtain for a security if it were to dispose of that security at the time of pricing (including, where applicable, in a forced or distressed sale).

The use of a master-feeder structure may create a conflict of interest in that different tax considerations for the feeder funds relating to each Moon Capital Fund, if any, may cause or result in the applicable master fund structuring or disposing of an investment in a manner or at a time that is more advantageous (or disadvantageous for tax purposes) to one feeder fund or its investors. Furthermore, the assets of each Moon Capital Fund's master fund are cross-collateralized; the creditors of the applicable master fund may enforce claims against all of the assets of such master fund. Accordingly, risks specific to any feeder fund (or specific class of interest in a feeder fund) relating to a Moon Capital Fund cannot be effectively isolated.

Moon Capital and its affiliates may provide investment management services to Other Accounts (including managed accounts and investment funds formed for a single investor or group of affiliated investors (each such fund, a "Fund of One")) that may have investment objectives, programs or strategies that are similar to those of the Moon Capital Funds, which could result in significant overlapping positions among the Moon Capital Funds and such Other Accounts. In addition, such Other Accounts may have different or additional terms than those applicable to the Moon Capital Funds, including different fees, information rights and liquidity rights (including the right to wind down and terminate a managed account or Fund of One without cause). Additional information may affect an investor's decision to invest additional capital in, to remain invested in, to withdraw from or to terminate an Other Account. Any such withdrawals or terminations could cause any such Other Account to liquidate its positions ahead of the Moon Capital Funds, which may have a material adverse effect on the Moon Capital Funds and their investors' investments therein. Similarly, to the extent that any Moon

Capital Fund establishes interests with different liquidity rights, certain investors may be able to act on information before any investor that has less frequent liquidity rights

Moon Capital and/or its affiliates may, from time to time, offer one or more shareholders or investors in any Other Accounts and/or other third-party investors the opportunity to co-invest with the Moon Capital Funds in particular investments (including investments held by the Moon Capital Funds where there is excess capacity). Moon Capital and its affiliates are not obligated to arrange co-investment opportunities, no investor will be obligated to participate in such an opportunity, and Moon Capital may offer co-investment opportunities only to certain of the persons referenced above in its sole discretion. Moon Capital and its affiliates have sole discretion as to the amount (if any) of a co-investment opportunity that will be allocated to a particular investor and may allocate co-investment opportunities instead to investors in Other Accounts or to third parties. Investors that choose to participate in an offered co-investment opportunity will generally be required to notify Moon Capital within at least 10 days (or such other notice period as Moon Capital may require) of receiving such offer, of the intent to participate in such co-investment opportunity. If Moon Capital determines that an investment opportunity is too large for the Moon Capital Funds, Moon Capital and its affiliates may, but will not be obligated to, make proprietary investments therein. Moon Capital or its affiliates may receive fees and/or allocations from co-investors, which may differ as among co-investors and also may differ from the fees and/or allocations borne by the Moon Capital Funds. Other terms and rights applicable to such co-investors (including without limitation, withdrawal or redemption rights, information rights and the terms related to the particular structure of any co-investment vehicle) may also differ from the terms and rights applicable to investors in the Moon Capital Funds as well as among co-investors.

Moon Capital and its affiliates and their respective partners, officers and employees will devote to each Moon Capital Fund as much time as Moon Capital deems necessary and appropriate to manage such Moon Capital Fund's business. Moon Capital and its affiliates are not restricted from forming additional investment funds, entering into other investment advisory relationships or engaging in other business activities, even though such activities may be in competition with the Moon Capital Funds and/or may involve substantial time and resources of Moon Capital or its affiliates. These activities could be viewed as creating a conflict of interest in that the time and effort of Moon Capital and its affiliates and their respective partners, officers and employees will not be devoted exclusively to the business of the Moon Capital Funds, but will be allocated between the business of the Moon Capital Funds and other business activities of Moon Capital and its affiliates.

The Moon Capital Funds will not make loans to, and, absent any approval required pursuant to applicable securities laws and regulations, do not expect to engage in any principal transactions or other investment transactions with, Moon Capital and its affiliates or any entity controlled by Moon Capital and its affiliates.

The Moon Capital Funds will only enter into transactions involving an affiliate of Moon Capital on an arm's length basis, and on terms and conditions at least as favorable to the applicable Moon Capital Fund as terms and conditions available in transactions with unrelated third parties.

Subject to internal compliance policies and approval procedures, employees of Moon Capital and its affiliates may engage in personal trading of securities and other instruments, including securities and instruments in which the Moon Capital Funds may invest.



Investors in a Moon Capital Fund may have conflicting investment, tax and other interests with respect to their investments in the applicable Moon Capital Fund. The conflicting interests of investors in the Moon Capital Funds may relate to or arise from, among other things, the nature of investments made by the Moon Capital Funds, the structuring or the acquisition of investments and the timing of disposition of investments. As a consequence, conflicts of interest may arise in connection with the decisions made by Moon Capital, including with respect to the nature or structuring of investments that may be more beneficial for one investor in any Moon Capital Fund than for another investor in any Moon Capital Fund, especially with respect to investors' individual tax situations. In selecting and structuring investments appropriate for the Moon Capital Funds, Moon Capital will generally consider the investment and tax objectives of the Moon Capital Funds and their investors as a whole, not the investment, tax or other objectives of any investor individually.

Mr. Moon, his family members, certain professional personnel of Moon Capital and its affiliates and trusts and other entities established for the benefit of such persons have invested in the Moon Capital Funds, in cash or in-kind. Such investments are in some cases significant relative to the total net asset value of the applicable Moon Capital Fund.

Moon Capital and/or its personnel maintain relationships with service providers who invest (or are affiliated with an investor) in, engage in transactions with and/or provide services to Moon Capital and/or the Moon Capital Funds. Moon Capital may be faced with a conflict of interest in recommending the retention or continuation of a third-party service provider, in that Moon Capital has an incentive to maintain goodwill between it and the investor/service provider while the products or services recommended may not necessarily be the best available to Moon Capital and/or the Moon Capital Funds.

For more information, see Item 4 (Advisory Business), Item 8 (Methods of Analysis, Investment Strategies and Risk of Loss), Item 11 (Code of Ethics, Participation or Interest in Client Transactions and Personal Trading) and Item 12 (Brokerage Practices).

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

Moon Capital has adopted a code of ethics pursuant to Rule 204A-1 under the Advisers Act. Moon Capital's code of ethics is applicable to all of Moon Capital's employees and requires them to act in full compliance with all applicable laws and regulations governing the provision of investment advisory services to Moon Capital's clients. One of the primary goals of the code of ethics is to identify and resolve conflicts of interests in favor of Moon Capital's clients and, accordingly, the code of ethics highlights the general principles that each supervised person: (i) owes a fiduciary obligation to all clients; (ii) has the duty at all times to place the interests of all clients first and foremost; (iii) must refrain from taking inappropriate advantage of one's position with clients; (iv) must conduct their personal securities transactions in a manner that avoids conflicts or the appearance of conflicts of interest, or abuses of their position of trust and responsibility; (v) must avoid actions or activities that allow (or appear to allow) them or their immediate family members to benefit from their position with Moon Capital, at the expense of clients, or that bring into question their independence or judgment; and (vi) must comply with all applicable federal securities laws.

Moon Capital's code of ethics requires each supervised person, among other things, to: (i) obtain pre-approval from Moon Capital's Chief Compliance Officer of all personal securities transactions in reportable securities (subject to certain exceptions for transactions in discretionary accounts managed by third parties and certain other accounts that do not have the capacity to purchase individual securities) and comply with a minimum required holding period for such personal securities transactions; (ii) report all holdings in personal securities accounts and personal securities transactions in reportable securities to Moon Capital's Chief Compliance Officer periodically; (iii) refrain from any personal securities transactions in any security that is on Moon Capital's restricted list; and (iv) certify compliance with Moon Capital's code of ethics on at least an annual basis. Subject to its code of ethics, Moon Capital's employees may engage in personal trading of securities and other instruments, including securities and instruments in which the Moon Capital Funds may invest.

All violations of Moon Capital's code of ethics must be promptly reported to Moon Capital's Chief Compliance Officer, who is primarily responsible for administering and enforcing Moon Capital's code of ethics.

Clients or prospective clients may obtain a copy of Moon Capital's code of ethics by sending a written request to:

Moon Capital Management LP  
499 Park Avenue, 8th Floor  
New York, New York 10022  
Attention: Chief Compliance Officer  
Fax: (212) 652-4555  
Email: FormADV@mooncapital.com

For more information, see Item 10 (Other Financial Industry Activities and Affiliations) and Item 12 (Brokerage Practices).

## **Item 12. Brokerage Practices**

Portfolio transactions for the Moon Capital Funds are allocated to brokers on the basis of best execution and in consideration of a broker's ability to effect the transactions, its facilities, reliability and financial responsibility and the provision or payment by the broker of the costs of research and research-related services which are of benefit to the Moon Capital Funds, Moon Capital, its affiliates and related funds and accounts. Moon Capital need not solicit competitive bids and does not have an obligation to seek the lowest available commission or other transaction cost. Accordingly, the commissions and other transaction costs (which may include dealer markups or markdowns arising in connection with riskless principal transactions) charged to the Moon Capital Funds by brokers or dealers in the foregoing circumstances may be higher than those charged by other brokers or dealers that may not offer such products and services.

Research products and services provided to Moon Capital may include, without limitation, research reports, valuation models and/or forecasts on particular industries and companies, economic surveys and analyses, advice from legal, strategic, financial and industry consultants and advisors, recommendations as to specific securities, and other products and services providing lawful and appropriate assistance to Moon Capital in the performance of its investment decision-making responsibilities.

Moon Capital's use of commission dollars (or markups/markdowns) to obtain research or other products or services results in Moon Capital receiving a benefit because Moon Capital does not have to produce or otherwise pay for such research, products and/or services in such circumstances. Furthermore, Moon Capital could have an incentive to select or recommend a broker-dealer based on its interest in receiving research, products and/or services, rather than on Moon Capital's clients' interest in receiving most favorable execution.

The use of commission dollars (or dealer markups and markdowns only in connection with riskless principal transactions) for research and research-related services will come within the safe harbor for the use of soft dollars provided under Section 28(e) of the Exchange Act. In the last fiscal year, commission dollars were used for research reports, research consulting services and financial data and data feeds, among other things. Under Section 28(e), research products or services obtained with soft dollars generated by the Moon Capital Funds may be used by Moon Capital to service accounts other than the Moon Capital Funds (*i.e.*, Other Accounts).

Subject to the considerations described above, the selection of a broker (including a prime broker) to execute transactions, provide financing and securities on loan, hold cash and short balances, and provide other services may be influenced by, among other things, the provision by the broker of the following: capital introduction, marketing assistance, consulting with respect to technology, operations, equipment, commitment of capital, access to company management, access to deal flow and reporting services. Neither Moon Capital nor the Moon Capital Funds separately compensate any broker for any of these other services.

The Moon Capital Funds' securities transactions can be expected to generate brokerage commissions and other compensation, all of which the Moon Capital Funds, not Moon Capital, will be obligated to pay. Moon Capital has complete discretion in deciding what brokers and dealers the Moon Capital Funds will use and in negotiating the rates of compensation the Moon Capital Funds will pay. In addition to using brokers as "agents" and paying commissions, the Moon Capital Funds may buy or sell securities directly from or to dealers acting as principals at prices that include markups or markdowns, and may buy securities from underwriters or dealers in public offerings at prices that include compensation to the underwriters and dealers.

From time to time, the Moon Capital Funds may execute over-the-counter trades on an agency basis rather than on a principal basis. In these situations, the broker used by the Moon Capital Funds may acquire or dispose of a security through a market-maker (a practice known as "interpositioning"). The transaction may thus be subject to both a commission and a markup or markdown. Moon Capital believes that the use of a broker in such instances is consistent with its duty of obtaining best execution for the Moon Capital Funds. The use of a broker can provide anonymity in connection with a transaction. In addition, a broker may, in certain cases, have greater expertise or greater capability in connection with both accessing the market and executing a transaction.

Moon Capital conducts subjective and objective assessments of the performance and contribution of execution brokers, prime brokers and derivative security counterparties twice a year. In its periodic broker reviews, Moon Capital takes into account services received by it in the previous period and sets targets for commission allocations for the next period. Traders, analysts and operations staff participate in this review. Moon Capital's traders monitor broker commissions paid against commission targets on

an ongoing basis, and a committee (including Moon Capital's traders, Chief Operating Officer and Chief Compliance Officer) meets to review these targets on a monthly basis.

Factors Moon Capital considers in the broker review and/or determining which broker to use for a specific trade include, but are not limited to:

- the ability to effect prompt and reliable executions at favorable prices (including the applicable dealer spread or commission, if any);
- the operational efficiency with which transactions are effected, taking into account the size of order and difficulty of execution;
- the financial strength, integrity and stability of the broker;
- the broker's risk in positioning a block of securities;
- the quality, comprehensiveness and frequency of available research, sales or other services, and/or conferences and corporate events considered to be of value;
- the competitiveness of commission rates in comparison with other brokers satisfying Moon Capital's other selection criteria;
- the ability of the broker to appropriately handle transactions and ability to maintain confidentiality;
- a broker's willingness to enter into difficult transactions, including transactions in which the broker's capital is put at risk;
- the broker's expertise in effecting difficult trades in less liquid, smaller capitalized, and more closely held issues;
- the speed of execution on competing markets;
- the broker's electronic trading infrastructure;
- access to underwritten offerings and secondary market trades;
- the broker's demonstrated ability to achieve the best net results on transactions in a particular sector or of a particular size; and
- the broker's ability to complete the transaction satisfactorily through to clearance, confirmation and delivery.

Moon Capital generally aggregates the purchase and sale of securities for the Moon Capital Funds, unless it believes that doing so would conflict or otherwise be inconsistent with its duty to seek best execution for the Moon Capital Funds for which trades are being aggregated or otherwise be prohibited by applicable law and regulations. However, in certain cases trades may not be aggregated because it

may be desirable to make investments in the same company/name in different forms for the Moon Partners Fund and the Moon Performance Plus Fund depending on such Moon Capital Fund's available capital or leverage targets (for example, the Moon Partners Fund may enter a total return equity swap, while the Moon Performance Plus Fund may execute a cash equity trade).

Generally, orders shall be allocated based upon a target exposure ratio for the Moon Partners Fund and the Moon Performance Plus Fund (the "Standard Allocation Ratio"), generated daily and systematically by MoonWeb. The "Standard Allocation Ratio" is determined by reference to (i) relative assets under management of such Moon Capital Funds and (ii) target leverage/target gross exposure for such Moon Capital Funds determined by Mr. Moon. Moon Capital may employ an allocation ratio other than a Standard Allocation Ratio (the "Non-Standard Allocation Ratio") if, under the circumstances, such other allocation ratio is reasonable, employed in good faith and does not result in an unfair or inequitable disadvantage to any applicable Moon Capital Fund.

Reasons for departures from the Standard Allocation Ratio include, among other possible reasons:

- capital availability of each applicable Moon Capital Fund;
- whether an investment must be fully funded (for example, equity swap transactions may need to be fully funded in certain markets) any may require more capital;
- gross exposure goals determined by John W. Moon on an aggregate basis among the applicable Moon Capital Funds, and in consideration of each Moon Capital Fund's gross exposure to the securities, issuer or market in question;
- anticipated subscriptions and redemptions with respect to either Moon Capital Fund;
- different liquidity positions and requirements of each applicable Moon Capital Fund;
- tax considerations, such as whether participation in an investment opportunity may expose a Moon Capital Fund to income or withholding tax or to filing or other requirements to which it would not otherwise be subject;
- regulatory considerations that may impact the applicable Moon Capital Fund's ability to participate in an investment opportunity (such as Rule 144A or Regulation S);
- relative risk profiles or portfolio concentration considerations of the participating Moon Capital Funds;
- formal diversification or leverage requirements imposed by the respective Moon Capital Fund's constituent documents;
- investment time horizon; and
- to avoid odd-lots or in cases when the Standard Allocation Ratio would result in a de minimis allocation or trade amount to one Moon Capital Fund.

Moon Capital may on occasion experience errors with respect to trades made on behalf of the Moon Capital Funds. Trade errors can result from a variety of situations, including for example, when the wrong security is purchased or sold, when the correct security is purchased or sold but for the wrong account, or when the wrong amount is purchased or sold (e.g., 1,000 shares instead of 10,000 shares are traded). Moon Capital endeavors to detect trade errors prior to settlement and correct them in an expeditious manner. To the extent an error is caused by a third party, such as a broker, Moon Capital will generally seek to recover any losses associated with the error from that third party. However, there is no guarantee that Moon Capital will be able to do so. Gains associated with any trade error shall be retained by the affected Moon Capital Fund(s). Moon Capital will generally not net gains and losses associated with multiple errors related to separate investment decisions, but gains and losses stemming from an interrelated set of errors may generally be netted. Subject to the foregoing, pursuant to the relevant provisions contained in the Moon Capital Funds' governing agreements, Moon Capital will generally not be liable to the Moon Capital Funds for any act or omission, absent fraud, bad faith, willful misconduct or gross negligence or the inability to waive or limit such losses under applicable law, provided that Moon Capital will typically bear any costs associated with such losses for any ERISA Fund. As a result of these provisions, except with respect to any ERISA Fund, the Moon Capital Funds (and not Moon Capital) will be responsible for any losses resulting from trading errors and similar human errors, absent fraud, bad faith, willful misconduct or gross negligence. Nonetheless, errors in all client accounts must be reported to the CCO and reviewed to identify any potentially appropriate changes to Moon Capital's policies or procedures.

For more information, see Item 10 (Other Financial Industry Activities and Affiliations).

### **Item 13. Review of Accounts**

Moon Capital performs various daily, weekly, monthly, quarterly and other periodic reviews of the Moon Capital Funds' portfolios. These reviews are conducted by Mr. Moon, research analysts and traders who monitor and review portfolio positions, investment opportunities and risk. In addition, trading operations personnel and other non-investment professionals, including the Chief Financial Officer, Controller, Chief Operating Officer and Chief Compliance Officer, also review the portfolios for operational, accounting, reporting and compliance purposes.

Investors in the Moon Capital Funds receive various periodic written reports, including weekly and monthly performance estimates from Moon Capital, monthly (or in the case of the Moon Flagship Fund, quarterly) account statements from the Moon Capital Funds' independent administrator and monthly portfolio exposure reports from Moon Capital. The annual audited financial statements of the applicable Moon Capital Fund are sent to investors within 90 days after the end of each fiscal year, or as soon as is reasonably practicable thereafter. In addition, investors in the Moon Capital Funds generally receive a quarterly letter from Moon Capital containing commentary on the Moon Capital Funds.

Each Moon Capital Fund may offer certain investors additional information and reporting that other investors may not receive.

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

See Item 12 (Brokerage Practices).

## **Item 15. Custody**

Moon Capital is deemed to have custody of client funds and securities. Physical custody of the assets of the Moon Capital Funds, however, is held by unaffiliated institutions that are qualified custodians, not by Moon Capital. Account statements related to the Moon Capital Funds are sent by such qualified custodians to Moon Capital.

Moon Capital complies with its obligations under Rule 206(4)-2 under the Advisers Act with respect to each Moon Capital Fund by subjecting each Moon Capital Fund to audit at least annually by an independent public accountant that is registered with, and subject to regular inspection by, the Public Company Accounting Oversight Board, and requiring that each Moon Capital Fund distribute its audited financial statements to all investors within 120 days (or, in the case of a Moon Capital Fund that is a fund of funds, 180 days) of the end of its fiscal year.

## **Item 16. Investment Discretion**

Pursuant to the investment management agreements and limited partnership agreements of the Moon Capital Funds, Moon Capital has discretionary authority to manage the Moon Capital Funds. These agreements generally include a power of attorney given by the Moon Capital Funds to Moon Capital.

For more information, see Item 4 (Advisory Business) and Item 8 (Methods of Analysis, Investment Strategies and Risk of Loss).

## **Item 17. Voting Client Securities**

Moon Capital has been delegated the authority to vote proxies received by the Moon Capital Funds and has adopted a proxy voting policy to ensure that Moon Capital votes such proxies in the best interests of the Moon Capital Funds and their investors. Moon Capital has contracted with Institutional Shareholder Services (“ISS”), a third-party proxy voting service, to assist Moon Capital in receiving, processing and voting proxies. While ISS makes the proxy vote recommendations, Moon Capital retains the ultimate authority on voting decisions. Generally, Moon Capital follows the vote recommendations made by ISS, but shall vote in a different manner, or shall abstain from voting altogether, if Moon Capital determines such to be in the best interests of the Moon Capital Funds and their investors. Circumstances where Moon Capital may abstain from voting, based on a determination that abstention is in the best interests of the Moon Capital Funds and their investors, include situations where:

- Moon Capital reasonably determines that it lacks sufficient information in order to vote (e.g., in the case of late receipt of proxy-related materials from the applicable company);
- the matter to be voted on is not material to the applicable company;
- it would be impracticable to vote proxies without incurring a disproportionate expense and administrative burden (e.g., in non-U.S. jurisdictions where local rules dictate that a local representative must be engaged and granted a power of attorney and such representative must attend a shareholders’ meeting in person in order to exercise the proxy);

- voting proxies would involve the relevant custodian imposing a trading restriction the relevant security until after the relevant meeting, typically in jurisdictions where there is no record date concept (i.e., “shareblocking”); or
- such proxy votes relate to positions held in relation to systematic investment strategies (based on each of the first three reasons listed above).

Conflicts of interest may arise between the interests of the Moon Capital Funds and Moon Capital or its affiliates. In any instance where a conflict of interest arises, Moon Capital will vote in accordance with ISS recommendations. Neither the Moon Capital Funds nor their investors can direct Moon Capital to vote client proxies in a certain manner.

Clients or prospective clients may obtain a copy of Moon Capital’s proxy voting policy and a record of proxy votes cast since the effective date of Moon Capital’s registration with the SEC by sending a written request to:

Moon Capital Management LP  
 499 Park Avenue, 8th Floor  
 New York, New York 10022  
 Attention: Chief Compliance Officer  
 Fax: (212) 652-4555  
 Email: FormADV@mooncapital.com

Moon Capital has retained a third-party service provider to facilitate its submission of claims in class action litigations involving securities owned by the Moon Capital Funds. The third-party service provider identifies, tracks, and files class action litigation claims for the Moon Capital Funds and is compensated based on a percentage of funds recovered in such claims. Any class action recoveries obtained by the third-party service provider are paid to the relevant Moon Capital Fund at the time of recovery.

#### **Item 18. Financial Information**

There is no current financial condition that is reasonably likely to impair Moon Capital’s ability to meet its contractual commitments to clients.