

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

### **Tremblant Capital Group**

Dated: March 29, 2022

**This brochure provides information about the qualifications and business practices of Tremblant Capital Group (the “Adviser” or “Tremblant”), an investment adviser registered with the United States Securities and Exchange Commission (the “SEC”). Tremblant Capital LP and certain affiliates are doing business as Tremblant Capital Group. If you have any questions about the contents of this brochure, please contact us at 212-303-7373 and/or [legal@tremblantcapital.com](mailto:legal@tremblantcapital.com). This information has not been approved or verified by the SEC or by any state securities authority.**

**Additional information about Tremblant Capital Group also is available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).**

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

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**Item 2            Material Changes**

There are no material changes to the brochure since the Adviser's last annual update, which was filed on March 31, 2021.

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

The Adviser is an investment adviser with its principal place of business in New York, New York. The Adviser commenced operations as an investment adviser on March 29, 2001 and has been registered with the SEC since June 30, 2010. Brett Barakett is the principal owner of the Adviser.

The Adviser provides investment supervisory services on a discretionary basis to its Clients, which include institutions with separately managed accounts and pooled investment vehicles organized or incorporated as U.S. private investment funds (each a U.S. limited partnership) and non-U.S. private investment funds (each a non-U.S. corporation or limited partnership) intended for sophisticated investors and institutional investors. Tremblant currently advises private investment funds (the “Hedge Funds”), long only funds (the “Long Only Funds”) and separately managed accounts (“SMAs”). In addition, Tremblant serves as the investment manager to UCITS funds (the “UCITS Funds” and together with the Hedge Funds, the Long Only Funds and the SMAs, the “Clients”). Each of the Adviser’s Clients invests primarily in U.S. and non-U.S. publicly traded equity and equity related securities. Each Client’s investment mandate is described in its respective Confidential Explanatory Memorandum, Confidential Private Offering Memorandum or similar document (each, a “Memorandum”) and Tremblant provides its investment advisory services to its Clients, pursuant to various limited partnership agreements or investment management agreements (together, the “Agreements”). Investment advisory services are provided directly to the Clients and not individually to the underlying limited partners or shareholders of such Clients (as applicable).

Note that Items 5 and 8 (below) provide greater detail on the Adviser’s method(s) of analysis and investment strategy/strategies.

The Adviser provides advice to its Clients based on specific investment objectives and strategies. Under certain circumstances, the Adviser may agree to tailor advisory services to the individual needs of its Clients. Currently, the Adviser tailors its advisory services for Clients through investment guidelines and restrictions, including, but not limited to, general exposure limitations, trading strategy, security type, leverage, position limits, geography limits, liquidity and concentration.

With respect to its Clients, Tremblant typically has broad and flexible investment authority to invest in different economic sectors and geographical markets although certain Clients have certain investment restrictions contained in the Agreements. Accordingly, subject to any investment restrictions, contained in the Agreements, a Hedge Fund Client’s investments may at any time include long or short positions in U.S. or non-U.S. common stocks, preferred stocks, stock warrants and rights, bonds, notes or other debentures or debt participations, partnership interests, swaps, contracts for difference, futures, forwards, commodities, options (including options on stock market indices) and other securities or financial instruments including those of investment companies. Notwithstanding the foregoing, the Long Only Funds generally will not engage in short selling of single common stocks, and, consequently, may be less hedged than Clients that engage in short selling.

Tremblant seeks to invest in companies which it determines to be compelling investments generally based on a thorough understanding of the companies' business and financial models. These investments and the respective Client's overall portfolio are managed within risk guidelines. Each Client's portfolio consists of a select group of long and short securities (as applicable), and typically maintains exposure to securities within certain general percentage guidelines as set forth in the respective Memorandum. In general, Clients may, in Tremblant's sole discretion, exceed such percentages unless such Client is subject to any hard investment restrictions.

As of December 31, 2021, the Adviser had approximately \$3,231,634,245 in regulatory assets under management, all of which is managed on a discretionary basis subject to any investment limitations contained in the Agreements.

## **Item 5            Fees and Compensation**

As provided under the Agreements and in practice, Tremblant is paid an annual management fee (a) with respect to Hedge Fund Clients, generally ranging from 1% to 1.5% of the net asset value of the respective Hedge Fund, and (b) with respect to the Long Only Fund Clients, generally ranging from 0% to 1.25% of the net asset value of the respective Long Only Fund.

With respect to the Hedge Funds and the Long Only Funds, management fees are generally charged each month in advance based on the total market value of the assets in the respective Client account on the first day of the month.

With respect to SMAs, management fees are generally charged each month or quarter based on the total market value of the assets in the Client account on the first day of the period, on the last day of the period or on a daily basis. If a Client makes a subscription or addition to its account during a period, the management fee may be prorated. If a Client's investment management agreement is terminated or a withdrawal is made from a Client account during a period, the fee payable to the Adviser may be prorated for the number of days during the period in which the investment management arrangement was in effect or such amount was in the account.

The applicable fees for the UCITS Funds are set forth in the governing documents.

Tremblant or a related person receives annual performance-based compensation from the Hedge Funds generally ranging from 15% to 20% of the net profit of such Client account, subject to certain loss carry-forward provisions, as set forth in each Hedge Fund's Memorandum, as applicable. For the Long Only Funds and SMAs, Tremblant currently receives annual performance-based compensation based on the terms of particular subclasses of the Long Only Funds or SMA's investment management agreement, which may be subject to a hurdle rate.

Tremblant reserves the right to waive or modify the management fee and/or any performance-based compensation for investors in the Hedge Funds and Long Only Funds that are, among other things, members, principals, employees or affiliates of Tremblant or the relatives of such persons and for certain large or strategic investors.

Performance-based compensation is charged to investors at fiscal year-end or upon redemption pursuant to the terms of the governing documents for each respective Client.

Investment management fees and performance-based compensation (if applicable) are deducted from Client accounts by the Client's administrator or other designee. In addition to paying investment management fees and, if applicable, performance-based compensation, Client accounts, in accordance with each Client's governing documents, may also be subject to other operating expenses including, but not limited to, custodial and administrative, legal, accounting, tax, auditing and other professional expenses including, but not limited to, regulatory compliance, filings and reporting expenses (to the extent related to the Client or its investments), translation services for foreign language research reports, proxy service expenses, director and officer insurance, errors and omissions insurance, consultants' fees, the cost of listing the Client's

common shares on any exchange, brokerage fees, commissions and related costs; interest expenses; taxes, research and research-related expenses including, but not limited to, expenses associated with identifying and evaluating proposed investments, the cost of third party research providers and consultants, industry conferences and travel expenses. In addition, the Client accounts will be responsible for all investment expenses such as commissions, interest on margin accounts and other indebtedness, custodial fees, bank service fees and other expenses related to the purchase, sale or transmittal of Client account holdings.

Client assets may be invested in ETFs. In these cases, the Client will bear its pro rata share of the fees and expenses of the ETF, which are in addition to any fees or other compensation paid to the Adviser. Client assets may be invested in a master-feeder structure. Feeder funds bear a pro rata share of the expenses associated with the related master fund unless the expense is specific to a particular feeder fund only. In addition, Clients will incur brokerage and other transaction costs. Please refer to Item 12 of this Firm Brochure for a discussion of the Adviser's brokerage practices.

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

The Adviser (or an affiliate of the Adviser) and its investment personnel provide investment management services to multiple portfolios for multiple Clients. The Adviser or a related person is entitled to be paid performance-based compensation by its Clients as described in Item 5. In addition, the Adviser's investment personnel are typically compensated on a basis that includes a performance-based component. In addition, certain Client accounts may have higher asset-based fees or more favorable performance-based compensation arrangements than other accounts. When the Adviser and its investment personnel manage more than one Client account a potential exists for one Client account to be favored over another Client account. The Adviser and its investment personnel have a greater incentive to favor Client accounts that pay the Adviser (and indirectly its investment personnel) more favorable performance-based compensation or higher fees. Because Tremblant may receive higher performance-based compensation or management fees from certain Clients, or Tremblant and/or their partners, principals or employees, or its affiliates may have made significant investments in certain Clients, Tremblant may have a conflict of interest when allocating investments among Clients.

The Adviser manages multiple Client accounts. Accordingly, the Adviser has adopted and implemented policies and procedures intended to address conflicts of interest that may arise from the management of multiple Client accounts, including Clients with different fee arrangements. The Adviser reviews investment decisions for the purpose of ensuring that all accounts with substantially similar investment objectives are treated equitably subject to any investment restrictions. The performance of similarly managed Client accounts is also regularly compared to determine whether there are any unexplained significant discrepancies.

In addition, the Adviser has implemented policies and procedures relating to the allocation of investment opportunities intended to address conflicts of interest that may arise from the management of multiple Client accounts. The Adviser, subject to its broad discretion, seeks to allocate investment opportunities that are determined to be suitable for more than one Client using pre-execution ratios in a fair and equitable manner over a period of time. The Adviser considers a variety of factors when determining pre-execution ratios such as, but not limited to, current market conditions, investment guidelines (including leverage guidelines) or restrictions, risk profiles and investment strategies, concentrations and diversification within a Client, legal, tax and regulatory status and factors (including, but not limited to, the Employee Retirement Income Security Act of 1974 ("ERISA")), the nature and size of existing portfolio holdings and cash positions, risk/return objectives, nature of the security to be allocated and the size of available positions, in order to avoid odd lots, anticipated redemptions and subscriptions (liquidity), supply or demand for a security at a given price level, and any other information with the goal of achieving what the Adviser determines is a fair and equitable allocation. Furthermore, although multiple Clients may share an investment based on a pre-execution ratio such ratio may subsequently change as the Adviser may purchase or sell an investment for one Client independent of the other Clients due to the aforementioned factors. The Adviser generally has no obligation to purchase or sell a security for any Client solely because the Adviser purchases or sells the same security for any Client if, in its reasonable judgment, such security does not appear

to be suitable, practical or desirable for the Client. To the extent orders are aggregated, the Client orders are price-averaged. Finally, the Adviser's procedures also require an objective allocation for limited opportunities (such as initial public offerings and private placements) to ensure fair and equitable allocation among eligible accounts. See Item 16 of this Firm Brochure for additional information on the Adviser's allocation policy.

**Item 7            Types of Clients**

The Adviser's Clients are private pooled investment vehicles and SMAs (as further described in Item 4).

With respect to any Client that is a pooled investment vehicle, any initial and additional subscription minimums are disclosed in the pooled investment vehicle's Memorandum.

Additionally, the Adviser provides investment advisory services to SMAs, provided such SMAs meet certain size and other appropriate criteria as determined by the Adviser in its sole discretion on a case by case basis.

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

The Adviser utilizes a variety of methods to make investment decisions and recommendations. The methods of analysis include primarily fundamental research. Tremblant conducts on-site meetings with company management teams; gathers proprietary market research through web research, store checks and product testing, engages consultants to gain insight into a particular aspect of an industry or company; reviews periodicals and industry magazines and extracts relevant information; and compiles sell-side data for market perspective. Tremblant also uses financial modeling as an additional analysis method.

The Adviser primarily employs the following investment strategy/strategies for its Hedge Funds:

**Equity.** Tremblant's Hedge Funds generally employ a global long/short equity strategy in seeking to generate alpha on long and short securities in their respective portfolios.

**Fundamental.** Tremblant conducts fundamental, "bottom-up" research analysis on the business and financial models of publicly traded companies as the basis of this strategy. Underlying this fundamental company analysis is Tremblant's belief that the velocity and magnitude of certain secular changes and their significance to specific sectors or regions is often underappreciated by the marketplace.

**Hedging.** The Adviser utilizes a variety of financial instruments such as derivatives, options, caps and floors, futures, foreign exchange and forward contracts for derivatives trading and profit and/or risk management purposes.

**Leverage.** The Adviser's investment program utilizes leverage which involves the borrowing of funds from brokerage firms, banks and other institutions in order to be able to increase the amount of capital available for marketable securities investments.

**Option Trading.** The Adviser engages in tactical option trading as a broader part of its investment strategies. Options are investments whose ultimate value is determined from the value of the underlying investment.

**Short Selling.** The Adviser engages in short selling strategies. In a short sale transaction, the Adviser sells a security it does not own in anticipation that the market price of that security will decline.

**Long Only.** For the Long Only Funds, the Adviser invests primarily in a select group of long securities and does not anticipate shorting a single common stock.

These method(s), strategies and investments involve(s) risk of loss to Clients and Clients must be prepared to bear the loss of their entire investment.

Some or all of the below investment risks may apply to each of the Clients, depending on their respective investment strategies or sub-strategies. Investing in securities involves significant risks, including the risk of loss of some or all of an investment. Prospective investors should speak with their legal, tax, and financial advisors prior to making an investment with the Adviser. The following summary identifies the material risks related to the Adviser's significant investment strategies and should be carefully evaluated before making an investment with the Adviser; however, the following does not intend to identify all possible risks of an investment with the Adviser or provide a full description of each identified risk. Please see the risk factors included in the Memorandum of each respective Client for more detail regarding the risks associated with an investment in that particular Client.

**Hedging.** There can be no assurances that a particular hedge is appropriate, or that certain risk is measured properly. Further, while the Adviser may enter into hedging transactions to seek to reduce risk, such transactions may result in poorer overall performance and increased (rather than reduced) risk for the Adviser's investment portfolios than if the Adviser did not engage in any such hedging transactions.

**Issuer-Specific Changes.** Changes in the financial condition of an issuer or counterparty, changes in specific economic or political conditions that affect a particular type of security or issuer, and changes in general economic or political conditions can increase the risk of default by an issuer or counterparty, which can affect a security's or financial instrument's value. The value of securities of smaller, less well-known issuers can be more volatile than that of larger issuers. Smaller issuers can have more limited product lines, markets, and/or financial resources.

**Lack of Diversification.** Client accounts will not be diversified among a wide range of types of securities, countries or industry sectors. Accordingly, Client portfolios are subject to a more rapid change in value than would be the case if the Adviser were required to maintain a wider diversification among types of securities and other instruments, geographic areas or industry sectors.

**Leverage.** Performance may be more volatile if a Client's account employs leverage.

**Short Selling Risk.** The Adviser's investment program for the Hedge Funds includes a significant amount of short selling. Short selling transactions expose the Adviser to the risk of loss in an amount greater than the initial investment, and such losses can increase rapidly and without effective limit. There is the risk that the securities borrowed by the Adviser in connection with a short sale would need to be returned to the securities lender on short notice. If such request for a return of securities occurs at a time when other short sellers of the subject security are receiving similar requests, a "short squeeze" can occur, wherein the Adviser might be compelled, at the most disadvantageous time, to replace the borrowed securities previously sold short with purchases on the open market, possibly at prices significantly in excess of the proceeds received earlier.

**Portfolio Turnover.** The Adviser's strategy may use frequent trading which results in significantly higher commissions and charges to Client accounts due to increased brokerage costs, which will offset Client profits.

**Equity Securities.** The value of equity securities fluctuates in response to issuer, political, market, and economic developments. Fluctuations can be dramatic over the short term as well as long term, and different parts of the market and different types of equity securities can react differently to these developments. For example, large cap stocks can react differently from small cap stocks, and "growth" stocks can react differently from "value" stocks. Issuer, political, or economic developments can affect a single issuer, issuers within an industry or economic sector or geographic region, or the market as a whole. Changes in the financial condition of a single issuer can impact the market as a whole. Terrorism and related geo-political risks have led, and may in the future lead, to increased short-term market volatility and may have adverse long-term effects on world economies and markets generally.

**Non-U.S. Securities.** Foreign securities, foreign currencies, and securities issued by U.S. entities with substantial foreign operations can involve additional risks relating to political, economic, or regulatory conditions in foreign countries. These risks include fluctuations in foreign currencies; withholding or other taxes; trading, settlement, custodial, and other operational risks; and the less stringent investor protection and disclosure standards of some foreign markets. All of these factors can make foreign investments, especially those in emerging markets, more volatile and potentially less liquid than U.S. investments. In addition, foreign markets can perform differently from the U.S. markets.

**Emerging Markets.** The risks of foreign investments typically are greater in less developed countries, sometimes referred to as emerging markets. For example, political and economic structures in these countries may be less established and may change rapidly. These countries also are more likely to experience high levels of inflation, deflation, or currency devaluation, which can harm their economies and securities markets and increase volatility. Restrictions on currency trading that may be imposed by emerging market countries will have an adverse effect on the value of the securities of companies that trade or operate in such countries.

**Derivatives.** Swaps, contracts for difference, and certain options and other custom derivative or synthetic instruments are subject to the risk of non-performance by the counterparty to such instrument, including risks relating to the financial soundness and creditworthiness of the counterparty. In addition, investments in derivative instruments require a high degree of leverage, meaning the overall contract value (and, accordingly, the potential for profits or losses in that value) is much greater than the modest deposit used to buy the position in the derivative contract. Derivative securities can also be highly volatile. The prices of derivative instruments and the investments underlying the derivative instruments may fluctuate rapidly and over wide ranges and may reflect unforeseeable events or changes in conditions, none of which can be controlled by the Client or the Adviser. Further, transactions in derivative instruments may not be undertaken on recognized exchanges and will expose the Client's account to greater risks than

regulated exchange transactions that provide greater liquidity and more accurate valuation of securities.

***Security Futures and Options.*** In connection with the use of futures contracts and options, there may be an imperfect correlation between the change in market value of a security and the prices of the futures contracts and options in the Client's account. In addition, the Adviser's investments in security futures and options may encounter a lack of a liquid secondary market for a futures contract and the resulting inability to close a futures position prior to its maturity date.

***Long Only Funds.*** The Long Only Funds may be subject to more rapid change in value than would be the case if such Clients were required to maintain a wider diversification among types of securities and other instruments or if such Clients engaged in short selling or other hedging techniques. The Long Only Funds may be dependent on rising markets for capital appreciation. The positions selected by the Adviser may decline in value or not increase in value when the stock market in general is falling.

***Environmental, Social and Corporate Governance ("ESG").*** As long-term investors, Tremblant believes that analyzing material ESG risks will further enhance our investment process and lead to better decisions. Additionally, company management teams that incorporate responsible management of ESG risks should enhance their ability to deliver attractive risk-adjusted returns to investors over the long term. As part of our investment process, we typically engage with company management teams to assess material ESG risks and opportunities. Tremblant assesses a wide variety of ESG factors which varies depending on the individual company as well as the related industry of the company. In our Research Management System (RMS) we track ESG factors for each long security. Additionally, we have established an ESG Committee to provide oversight as well.

**Item 9            Disciplinary Information**

None.

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

Limited partnerships or private funds for which the Adviser or a related person serves as general partner or investment manager have entered into and may in the future enter into additional agreements, or “side letters,” with certain prospective or existing limited partners or shareholders including persons that may be affiliates of the Adviser or its related persons whereby such limited partners or shareholders may be subject to terms and conditions that are more advantageous than those set forth in the offering memorandum for the partnership or fund. For example, such terms and conditions may include notification in the event that other limited partners or shareholders receive more favorable terms than the respective limited partner or shareholder, providing the prevailing high-water mark for any new subscriptions, clarifying terms which are typically incorporated in the subsequent revision of a Memorandum or Agreement, as applicable, special redemption rights, or charging limited partners or shareholders reduced management fees in the event that such investor has purchased interests or shares in the Hedge Funds or Long Only Funds above a certain threshold.

Such terms and conditions may be expanded to provide for, among other things, special rights to make future investments in the partnership, other investment vehicles or managed accounts; a waiver or rebate in fees or redemption penalties to be paid by the limited partner or shareholder and/or other terms; and such other rights as may be negotiated by the partnership or fund and such limited partners or shareholders. The modifications are solely at the discretion of the partnership or fund and may, among other things, be based on the size of the limited partner’s or shareholder’s investment in the partnership or fund or affiliated investment entity, an agreement by a limited partner or shareholder to maintain such investment in the partnership or fund for a significant period of time, or other similar commitment by a limited partner or shareholder to the partnership or fund.

Certain investors may receive increased transparency or reporting from a Client. This increased transparency may occur in various forms including, but not limited to: (a) more frequent reports prepared by risk aggregators or Tremblant that are retained directly by an investor, and which reports may contain different high-level portfolio or position data that is otherwise not typically disclosed to investors and (b) more frequent meetings or conferences that the investor schedules with Tremblant, at which more in-depth discussions regarding the Client will typically occur, which may include information about the respective Client’s portfolio and positions and/or other information that is typically only provided upon request.

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

The Adviser has adopted a Code of Ethics (the “Code”) that obligates the Adviser, its related persons and all Tremblant Employees (as defined below) to put the interests of the Adviser’s Clients before their own interests and to act honestly and fairly in all respects in their dealings with Clients. In addition, to comply with the Adviser’s policies and procedures, all of the Adviser’s personnel are also required to comply with applicable federal securities laws. Clients or prospective Clients may obtain a copy of the Code by contacting Tremblant’s investor relations group by email at [investorrelations@tremblantcapital.com](mailto:investorrelations@tremblantcapital.com), or by telephone at 212-303-7358. See below for further provisions of the Code as they relate to the preclearing and reporting of securities transactions by Tremblant Employees.

The Adviser and the Tremblant Employees may give and/or receive gifts, services or other items to/from any person or entity that does business with or potentially could conduct business with or on behalf of the Adviser. The Adviser has adopted policies and procedures governing gifts and business entertainment, which includes quarterly disclosure of gifts and business entertainment in excess of certain de minimis thresholds and pre-clearance by the Chief Compliance Officer above a certain de minimis threshold.

The Adviser, in the course of its investment management and other activities, may come into possession of confidential or material nonpublic information about issuers, including issuers in which the Adviser or its related persons have invested or seek to invest on behalf of Clients. The Adviser is prohibited from improperly disclosing or using such information for its own benefit or for the benefit of any other person, regardless of whether such other person is a Client. The Adviser maintains and enforces written policies and procedures that prohibit the communication of such information to persons who do not have a legitimate need to know such information and to assure that the Adviser is meeting its obligations to Clients and remains in compliance with applicable law. In certain circumstances, the Adviser may possess certain confidential or material, nonpublic information that, if disclosed, might be material to a decision to buy, sell or hold a security, but the Adviser will be prohibited from communicating such information to the Client or using such information for the Client’s benefit. In such circumstances, the Adviser will have no responsibility or liability to the Client for not disclosing such information to the Client (or the fact that the Adviser possesses such information), or not using such information for the Client’s benefit, as a result of following the Adviser’s policies and procedures designed to provide reasonable assurances that it is complying with applicable law.

In addition, the Adviser or the Tremblant Employees may buy for themselves securities that Tremblant recommends for Clients (or related securities, e.g., warrants, options or futures) that

the Adviser or the Tremblant Employees recommends to Clients. Such practices present a conflict where, because of the information an Adviser has, the Adviser the Tremblant Employees are in a position to trade in a manner that could adversely affect Clients (e.g., place their own trades before or after Client trades are executed in order to benefit from any price movements due to the Clients' trades). In addition to affecting the Adviser's or the Tremblant Employees' objectivity, these practices by the Adviser or the Tremblant Employees may also harm Clients by adversely affecting the price at which the Clients' trades are executed. Tremblant has adopted a Code of Ethics (the "Code") that obligates all partners, officers and employees (collectively, "Tremblant Employees") to put the interests of Tremblant's Clients before their own personal interests and to act honestly and fairly in all respects in their dealings with Clients. Tremblant has implemented various personal account trading procedures in the Code relating to transactions in the personal accounts of Tremblant Employees (which includes the accounts of immediate family members that live within the employee's household), including, but not limited to:

- Dual preclearance approval through MyComplianceOffice ("MCO"), an online compliance management system, of all personal account transactions by authorized personnel, which is only valid for the trading day for which preclearance is received.
- Prohibition on executing personal securities transactions (a) in any securities that are on Tremblant's Restricted Securities List, (b) in any securities that are held in the account of a Client and are actively trading or trading is imminent, and (c) that are contrary to the economic interests of a Client.
- If a Tremblant Employee requests to liquidate (sell or cover) a reportable security in a personal account, which has been held for less than 60 days such request generally will not be approved.
- Tremblant Employees may not acquire any direct or indirect beneficial ownership in any securities in any initial public offering without prior approval through the MCO platform.
- Upon commencing employment with Tremblant and on an annual basis thereafter, all Tremblant Employees are required to execute an online certificate through MCO acknowledging that they have received and will comply with the Adviser's Code of Ethics. In addition, employees must promptly notify Compliance if a new personal account is opened during the year.

To the extent that the Adviser or a related person or any Tremblant Employee owns securities that the Adviser or a related person also recommends to Clients, such Clients' proxies will be voted according to predetermined guidelines rather than subject to the Adviser's (or its related person's) discretion. Please refer to Item 17 for further information regarding the Adviser's proxy voting policy and procedures.

Tremblant's Code sets forth a standard of business conduct expected of all Tremblant Employees, reflecting Tremblant's fiduciary obligations, supervisory requirements, and duty to comply with

applicable federal securities laws. The Code also sets forth procedures and controls to prevent the misuse of material nonpublic information by Tremblant Employees.

**Item 12****Brokerage Practices**

The Adviser is authorized to determine the broker-dealer to be used for each securities transaction for a Client. Tremblant considers a number of factors in selecting a broker-dealer to execute transactions (or series of transactions) and determining the reasonableness of the broker-dealer's compensation, but the Adviser need not solicit competitive bids and does not have an obligation to seek the lowest available commission cost. Such factors may include, but are not limited to: (a) execution capability, including the actual executed price of the security and the broker's commission rates and spreads, efficiency of execution, the size and type of the transaction, the difficulty of execution and the ability to handle a block order and other services provided for the enhancement of the Adviser's portfolio analysis, (b) value of the research provided by the broker to Tremblant, (c) other services and value provided by the broker other than execution, including custodial services provided by brokers, operational facilities of brokers and overall responsiveness of broker, (d) reputation, financial strength and stability of the broker, (e) offering to the Adviser on-line access to computerized data regarding a Client's accounts, and (f) numerical rating for each broker, as prepared by Tremblant based on factors that it deems relevant in its sole discretion.

It is not the Adviser's practice to negotiate "execution only" commission rates, thus a Client may be deemed to be paying for research, brokerage, or other services provided by a broker-dealer which are included in the commission rate. The Adviser's Best Execution and Operational Risk Committee meets quarterly to evaluate the broker-dealers used by the Adviser to execute Client trades using the foregoing factors, among others.

Tremblant may place transactions with a broker-dealer that (a) provides Tremblant (or an affiliate) with the opportunity to participate in capital introduction events sponsored by the broker-dealer or (b) refers clients to Tremblant or other products advised by Tremblant (or an affiliate), if otherwise consistent with seeking best execution; provided Tremblant is not selecting the broker-dealer as a means of remuneration for the opportunity to participate in such capital introduction events or the referral of investors.

The Adviser receives research or other products or services other than execution from a broker-dealer and/or a third party in connection with Client securities transactions. This is known as a "soft dollar" relationship. The Adviser will limit its use of "soft dollars" to obtain research and brokerage services to services that constitute research and brokerage within the meaning of Section 28(e) of the Securities Exchange Act of 1934 ("Section 28(e)"). Research services within Section 28(e) may include, but are not limited to, research reports (including market research); certain financial newsletters, trade journals and other relevant news sources; software providing analysis of securities portfolios; corporate governance research and rating services; attendance at certain seminars and conferences; discussions with research analysts; corporate access (including, but not limited to, meetings with corporate executives); consultants' advice on portfolio strategy; data services (including services providing market data, company financial data and economic data); advice from brokers on order execution; and certain proxy services. Brokerage services within Section 28(e) may include, but are not limited to, services related to the execution, clearing and settlement of securities transactions and functions incidental thereto.

(i.e., connectivity services between an adviser and a broker-dealer and other relevant parties such as custodians); trading software operated by a broker-dealer to route orders; software that provides trade and risk analytics and trading strategies; software used to transmit orders; clearance and settlement in connection with a trade; electronic communication of allocation instructions; routing settlement instructions; post-trade matching of trade information; and services required by the SEC or a self-regulatory organization such as comparison services, electronic confirms or trade affirmations.

In the past and during the Adviser's last fiscal year, as a result of Client brokerage commissions (or markups or markdowns), the Adviser and/or its related persons acquired data services (including services providing real time exchange data, market data, company financial data and economic data); software providing analysis of securities portfolios; software that provides trade and risk analytics and trading strategies; discussions with research analysts; meetings with corporate executives; consultants' advice on portfolio strategy; expert networks; research reports (including market research); certain financial newsletters, trade journals and other relevant news sources; services related to the execution, clearing and settlement of securities transactions and functions incidental thereto (i.e., connectivity services between the Adviser and a broker-dealer and other relevant parties such as custodians); trading software operated by a broker-dealer to route orders; software used to transmit orders; clearance and settlement in connection with a trade; electronic communication of allocation instructions; routing settlement instructions; and post-trade matching of trade information.

When the Adviser uses Client commissions to obtain Section 28(e) eligible research and brokerage products and services, the Adviser's Best Execution and Operational Risk Committee meets quarterly to review and evaluate its soft dollar practices and to determine in good faith whether, with respect to any research or other products or services received from a broker-dealer, the commissions used to obtain those products and services were reasonable in relation to the value of the brokerage, research or other products or services provided by the broker-dealer. This determination will be viewed in terms of either the specific transaction or the Adviser's overall responsibilities to the accounts or portfolios over which the Adviser exercises investment discretion.

The use of Client commissions to obtain research and brokerage products and services raises conflicts of interest. This may create an incentive for the Adviser to select or recommend a broker-dealer based on its interest in receiving those products and services. The Adviser may cause Clients to pay commissions higher than those charged by other broker-dealers in return for soft dollar benefits, resulting in higher transaction costs for Clients.

Research and brokerage services obtained by the use of commissions arising from a Client's portfolio transactions may be used by the Adviser in its other investment activities, including, for the benefit of other Client accounts. The Adviser does not seek to allocate soft dollar benefits to Client accounts proportionately to the soft dollar credits the accounts generate.

In some instances, the Adviser may obtain a product or service that is used, in part, by the Adviser for Section 28(e) eligible purposes and, in part, for other purposes. In such instances, the Adviser

will make a good faith effort to determine the relative proportion of the product or service used to assist the Adviser in carrying out its investment decision-making responsibilities and the relative proportion used for administrative or other purposes outside Section 28(e). Such determination will be based on the actual use of the product or service by the Adviser's personnel. The proportion of the product or service attributable to assisting the Adviser in carrying out its investment decision-making responsibilities will be paid through brokerage commissions generated by Client transactions and the proportion attributable to administrative or other purposes outside Section 28(e) will be paid for by the Adviser from its own resources. The determination by the Adviser of the appropriate allocation of "mixed use" products and services creates a potential conflict of interest between the Adviser and its Clients.

The Adviser may participate in "client commission arrangements" pursuant to which the Adviser may execute transactions through a broker-dealer and request that the broker-dealer allocate a portion of the commissions or commission credits to another firm that provides research and other products to the Adviser. The Adviser excludes from use under these arrangements those products and services that are not eligible under Section 28(e) and applicable regulatory interpretations.

The Adviser often purchases or sells the same security for many Clients contemporaneously and using the same executing broker. It is the Adviser's practice, where appropriate, to aggregate Client orders for the purchase or sale of the same security submitted contemporaneously for execution using the same executing broker. The Adviser will also aggregate in the same transaction, the same securities for accounts where the Adviser has brokerage discretion. Such aggregation may enable the Adviser to obtain for Clients a more favorable price or a better commission rate based upon the volume of a particular transaction. However, in cases where the Client has negotiated the commission rate directly with the broker or if a Client restricts the use of certain brokers, the Adviser will not be able to obtain more favorable commission rates based on an aggregated trade. In such cases, the Client will be precluded from receiving the benefit of any possible commission discounts that might otherwise be available as a result of the aggregated trade. In cases where trading or investment restrictions are placed on a Client's account, the Adviser may be precluded from aggregating that Client's transaction with others. In such a case, the Client may pay a higher commission rate and/or receive less favorable prices than Clients who are able to participate in an aggregated order. When an aggregated order is completely filled, the Adviser allocates the securities purchased or proceeds of sale pro rata among the participating accounts, based on the purchase or sale order provided that adjustments or changes may be made under certain circumstances, such as to avoid odd lots or excessively small allocations. If the order at a particular broker is filled at several different prices, through multiple trades, generally all such participating accounts will receive the average price and pay the average commission, subject to odd lots, rounding, and market practice. If an aggregated order is only partially filled, the Adviser's procedures provide that the securities or proceeds are to be allocated in a manner deemed fair and equitable to all of its Clients, which generally results in a pro rata allocation to all participating Clients.

**Item 13****Review of Accounts**

Typically, each Client portfolio is reviewed by Tremblant's investment team on an ongoing basis to verify trading and to determine whether securities positions should be maintained in light of current market conditions. In addition, Tremblant's middle office group ("Middle Office") reviews each Client's portfolio on a recurring basis to review positions held, Client performance, trades and proper settlement, and Tremblant's compliance group reviews each Client on a daily basis to ensure adherence with various Client account guidelines, restrictions and limitations, and regulatory filing thresholds.

Among other items, significant market events affecting the prices of one or more securities in Client accounts, changes in the investment objectives or guidelines of a particular Client or specific arrangements with particular Clients may trigger reviews of Client accounts on a more frequent basis.

A Client's investors receive reports from the Client pursuant to the terms of the respective Memorandum or as otherwise described in the constituent documents of the respective Client. Investors in Tremblant's Hedge Funds and Long Only Funds will receive the following: (a) weekly estimated performance; (b) monthly capital statements detailing their account information, including the account's beginning and ending equity; (c) monthly transparency performance reports detailing certain attribution, exposure and risk characteristics of the portfolio; (d) monthly transparency reports directly from the administrator for the Hedge Funds; (e) annual audited financial statements and K-1s (if applicable); and (f) reports directly from a risk aggregator or Tremblant, as agreed between the investor and the risk aggregator or Tremblant.

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

The Adviser receives certain research or other products or services from broker-dealers through “soft-dollar” arrangements. These “soft-dollar” arrangements create an incentive for the Adviser to select or recommend broker-dealers based on the Adviser’s interest in receiving the research or other products or services and may result in the selection of a broker-dealer on the basis of considerations that are not limited to the lowest commission rates and may result in higher transaction costs than would otherwise be obtainable by the Adviser on behalf of its Clients.

Please see Item 12 for further information on the Adviser’s “soft-dollar” practices, including the Adviser’s procedures for addressing conflicts of interest that arise from such practices.

**Item 15****Custody**

The Adviser intends to comply with Rule 206(4)-2 under the Investment Advisers Act of 1940, as amended, by meeting the conditions of the pooled vehicle annual audit provision.

**Item 16****Investment Discretion**

The Adviser provides investment advisory services on a discretionary basis to its Clients. Prior to assuming discretion in managing a Client's assets, the Adviser enters into an investment management agreement or other agreement that sets forth the scope of the Adviser's discretion including any investment restrictions of the Client portfolio.

Unless otherwise instructed or directed by a discretionary Client, the Adviser has the authority to determine (a) the securities to be purchased and sold for the Client account (subject to restrictions on its activities set forth in the applicable investment management agreement and any written investment restrictions) and (b) the amount of securities to be purchased or sold for the Client account. Because of, among other things, the differences in Client investment objectives and strategies, risk tolerances, tax status and other criteria, there may be differences among Clients in invested positions and securities held. The Adviser determines the allocation of securities to (or from) Client accounts for each trade/order submitted. The factors that the Adviser may consider in allocating investments among Clients include, but are not limited to: current market conditions, investment guidelines (including leverage guidelines) or restrictions, risk profiles and investment strategies, concentrations and diversification within a Client, legal, tax and regulatory status and factors (including the Employee Retirement Income Security Act of 1974 ("ERISA")), the nature and size of existing portfolio holdings and cash positions, risk/return objectives, nature of the security to be allocated and the size of available positions, in order to avoid odd lots, anticipated redemptions and subscriptions (liquidity), supply or demand for a security at a given price level, and any other information determined by the Adviser to be relevant to the fair allocation of investment opportunities among Clients. In certain circumstances, the Adviser may give special consideration to certain Client accounts such as a new Client account (including those in which the Adviser and/or its personnel have a direct or indirect interest) with a substantial amount of available cash, taking into consideration the factors described above. Even Client accounts that are typically managed on a *pari passu* basis may from time to time receive differing allocations of securities based on total assets of each account eligible to invest in the particular investment type (e.g., equities) divided by the total assets of all accounts eligible to invest in the particular investment.

Allocations will be made among Client accounts eligible to participate in initial public offerings ("IPOs") and secondary offerings on a pro rata basis, except when the Adviser determines in its discretion that a pro rata allocation is not appropriate, which may include a Client's investment guidelines explicitly prohibiting participation in IPOs or secondary offerings and a Client's status as a "restricted person" under applicable regulations.

Securities acquired by the Adviser for its Clients through a limited offering will be allocated pursuant to the procedures set forth in the Adviser's allocation policy. The policy provides that the Adviser will determine the proposed allocation of limited offering securities after considering the factors described above with respect to general allocations of securities and determining those Client accounts eligible to hold such securities. Eligibility will be based on the legal status of the Clients and the Client's investment objectives and strategies.

Tremblant may not, directly or indirectly, (a) while acting as principal for its own account, knowingly sell any security to, or purchase any security from, a Client (i.e., enter into a “principal transaction”), (b) while acting as broker for a person other than such Client, knowingly effect any sale or purchase of any security for the client account (i.e., enter into a “cross transaction”), or (c) engage in a transaction in which the Adviser acts as the broker for both the seller and purchaser of a security (and either the seller or the purchaser is a client).

From time to time, Tremblant may seek to execute transactions between Clients (including rebalancing trades between Clients) if such transactions are executed by an independent broker-dealer at the current fair market value as determined by such broker-dealer and otherwise consistent with Tremblant’s fiduciary obligations. Transactions between Clients are not permitted if they would constitute principal trades or trades for which the Adviser or its affiliates are compensated as brokers unless client consent has been obtained. Specifically, to the extent permitted under applicable law, including under ERISA, Tremblant may also enter into monthly “rebalancing” transactions between Clients that have the same investment objectives when contributions or redemptions of capital to or from the Clients change the ratio of assets of one Client to another. The purpose of the rebalancing transactions is to bring each Client’s exposure to a commonly held investment in line with the Client’s percentage of total assets under management. A Client could be a purchaser or a seller in such rebalancing transactions. All “rebalancing” transactions: (a) for securities (including swaps and CFDs), other than options, futures and other securities in jurisdictions that prohibit such transactions, are effected for cash consideration at the closing market price on the immediately preceding business day of the preceding month; (b) for options and futures are done in open market transactions on the first business day of the preceding month; and (c) do not involve restricted securities or securities for which market quotations are not readily available. One or more Clients may become affiliated accounts due to the level of investment in such Client by the Adviser and its employees. Any such affiliated account would participate in the allocation and rebalancing processes only in accordance with applicable law.

Tremblant will use its best efforts to ensure that orders are entered and executed correctly; however, to the extent that a trade error occurs, it is (a) reported as soon as practicable to the Chief Compliance Officer and Chief Operating Officer, (b) corrected as soon as practicable, (c) investigated, evaluated and quantified consistent with the Adviser’s fiduciary and contractual obligations, (d) determined whether any additional procedures are necessary in order to mitigate the likelihood of an occurrence of a similar error, and (e) documented in an explanatory memorandum prepared and maintained by the Adviser’s Middle Office and approved by authorized personnel of the Adviser. Additionally, Middle Office maintains a trade error log quantifying the amount of gains and losses attributable to trade errors. In the event that a Client account incurs a trade error as a result of the Adviser’s gross negligence, willful misconduct or violation of the standard of care that is applicable to the Client account, the Adviser will reimburse the Client. In general, subject to applicable laws (including ERISA), trade errors that result other than by breach of the standard of care set forth above may be borne by the respective Client accounts on a net basis over the course of the Client account’s respective fiscal year. Typically, net losses are reimbursed and borne by the Adviser.

To the extent the Adviser has authority, pursuant to the investment management agreement or other governing documents of a client account, to participate in class action claims (each, a "Claim") it will do so on a case-by-case basis. Once the Adviser receives a Claim, the Adviser or its designee will determine whether any Clients or former clients of the Adviser owned the security during the period covered by the Claim. Appropriate personnel of the Adviser or the Adviser's designee will determine whether they agree with the basis of the Claim and whether or not to participate in the Claim depending upon (a) the nature of the Claim, (b) prospects for recovery, (c) resources required to pursue the Claim, (d) other relevant factors pertaining to the particular Claim, and (e) any other factors that the Adviser deems relevant.

**Item 17****Voting Client Securities**

To the extent the Adviser has been delegated proxy voting authority on behalf of its Clients, the Adviser complies with its proxy voting policies and procedures that are designed to ensure that in cases where the Adviser votes proxies with respect to Client securities, such proxies are voted in the best interests of its Clients. In the absence of specific voting guidelines from the Client, the Adviser will generally vote proxies in the best interests of each particular Client, which may result in different voting results for proxies for the same issuer. The Adviser has entered into an agreement with an independent third party (the “Proxy Voting Service”) to provide the Adviser with its research on proxies and to facilitate the electronic voting of proxies.

The Adviser has instructed the Proxy Voting Service to execute all proxies in accordance with the recommendation of the preferred provider incorporating ESG guidelines (the “Provider”) as authorized by the Adviser, unless instructed otherwise by the Adviser. If the Provider has not made a recommendation prior to the voting deadline, the Adviser will typically instruct the Proxy Voting Service to vote in accordance with the management recommendation or as otherwise instructed by the Adviser. The Proxy Voting Service will execute ballots in accordance with the Adviser’s guidelines and will notify the Adviser immediately that a vote has been executed on its behalf and the character of the vote.

In general, proxies relating to securities held in client accounts will be sent directly to the Proxy Voting Service. In the event that (a) the Proxy Voting Service is unable to vote the proxy on behalf of the Adviser or (b) the Adviser has made a determination that it is in the best interests of its Clients to vote the proxy without the assistance of the Proxy Voting Service, the Adviser will follow the procedures described in its proxy voting policies and procedures, but instead of providing the Provider’s recommendation to the analyst and/or Portfolio Manager, the management recommendation, if any, will be provided.

The Adviser shall determine whether a proposal is in the best interests of its Clients and may take into account the following factors, among others: (a) whether the proposal was recommended by management and the Adviser's opinion of management; (b) whether the proposal acts to entrench existing management; and (c) whether the proposal fairly compensates management for past and anticipated future performance.

If a material conflict of interest between the Adviser and a Client exists, the Adviser will determine whether voting in accordance with the guidelines set forth in the proxy voting policies and procedures is in the best interests of the Client or take some other appropriate action.

Clients may obtain a copy of the Adviser’s proxy voting policies and procedures and information about how the Adviser voted a Client’s proxies by contacting Tremblant’s investor relations group by email at [investorrelations@tremblantcapital.com](mailto:investorrelations@tremblantcapital.com), or by telephone at 212-303-7358.

**Item 18**                      **Financial Information**

This Item 18 is not applicable.