

FERNBRIDGE CAPITAL MANAGEMENT LP

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MARCH 2022

This “**Brochure**” provides information about the qualifications and business practices of Fernbridge Capital Management LP (hereinafter “**Fernbridge**”, “**we**”, “**us**”, “**our**” or the “**Firm**” or “**Investment Manager**”). If you have any questions about the contents of this Brochure, please contact our Chief Compliance Officer (“**CCO**”), David Vaccaro, by email at David@fernbridgecap.com. Information in this Brochure has not been approved or verified by the U.S. Securities and Exchange Commission (the “**SEC**”) or by any state securities authority.

Fernbridge is an investment adviser registered with the SEC under the Investment Advisers Act of 1940. Registration as an investment adviser does not imply that Fernbridge or any of its principals or employees possess a particular level of skill or training in the investment advisory business or any other business.

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

Item 2: Material Changes

There have been no material changes since the prior Brochure update in March 2022.

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Item 4: Advisory Business

Fernbridge Capital Management LP (hereinafter “**Fernbridge**”, “**we**”, “**us**”, “**our**” or the “**Firm**” or “**Investment Manager**”) was organized in September 2019 as a Delaware limited partnership with a principal place of business Los Angeles, CA.

We are an affiliate of Fernbridge Capital Management GP LLC (the “General Partner”), the general partner of the Firm; Fernbridge Capital Fund GP LLC (the “Fund General Partner”), the general partner of the Onshore Fund (as defined below) and the Master Fund (as defined below). The General Partner and the Fund General Partner, are herein collectively referred to as the “Fernbridge General Partners.”

Brennan Diaz, the Founder, Managing Partner and Chief Investment Officer of the Firm (the “**CIO**”), is the majority beneficial owner of Firm and directs the investment activities and operations of the Funds (as defined below) and the Master Fund (as defined below).

Fernbridge provides discretionary investment management services to qualified investors through its private funds: Fernbridge Capital Master Fund LP; Fernbridge Capital Onshore Fund LP; and Fernbridge Capital Offshore Fund Ltd.

We serve as the investment adviser, with discretionary trading authority, to private, pooled investment vehicles, the securities of which are offered through a private placement memorandum to accredited investors, as defined under the Securities Act of 1933, as amended, and qualified purchasers, as defined under the Investment Company Act of 1940, as amended. We do not tailor our advisory services to the individual needs of any particular investor.

Fernbridge manages the following private, pooled investment vehicles:

- Fernbridge Capital Offshore Fund Ltd, a Cayman Islands exempted company (the “**Offshore Fund**”);
- Fernbridge Capital Onshore Fund LP, a Delaware limited partnership (the “**Onshore Fund**”); and
- Fernbridge Capital Master Fund LP, a Cayman Islands exempted limited partnership (the “**Master Fund**”).

The Master Fund, the Onshore Fund and the Offshore Fund are herein each referred to as a “**Fund**” or “**Client**”, and collectively referred to as the “**Funds**” or the “**Clients**”.

The Onshore Fund’s “**Limited Partners**” and the Offshore Fund’s “**Shareholders**” are hereafter collectively referred to as the “**Investors**” where appropriate.

Our investment decisions and advice with respect to the Funds are subject to each Fund’s investment objectives and guidelines, as set forth in its respective “**Offering Documents**.”

We do not currently participate in any Wrap Fee Programs.

As of December 31, 2021, Fernbridge managed approximately \$1,004,786,690 regulatory assets under management on a discretionary basis.

Item 5: Fees and Compensation

The fees applicable to each of the Funds are set forth in detail in the corresponding Offering Documents. A brief summary of such fees is provided below.

Management Fee and Incentive Fee

Fernbridge is paid an investment management fee (“**Management Fee**”) per annum. Pursuant to the Funds’ Offering Documents, the Investment Manager is entitled to an annual incentive fee (the “**Incentive Fee**”). Each Investor is subject to the greater of the Management Fee or the Incentive Fee.

The Management Fee ranges from 0.25% to 1.00%, on an annualized basis, of the gross asset value of the capital account balances of each Investor, determined as of the beginning of each monthly period.

The Incentive Fee is equal to 20% or 30% of the outperformance, as detailed in the Offering Documents.

The Management Fee and Incentive Fee are subject to additional terms as outlined in the Funds’ Offering Documents. The Management Fee is deducted from an account on a monthly basis and the Incentive Fee is deducted from an account on an annual basis.

The Investment Manager, in its sole discretion, may waive or modify the Management Fee or Incentive Fee for any Investor.

Other Types of Fees or Expenses

Fernbridge is authorized to incur and pay in the name and on behalf of the Funds all expenses which they deem necessary or advisable.

The Firm is responsible for and shall pay, or cause to be paid, all of their own ordinary administrative and overhead expenses, including, without limitation, all costs and expenses related to rent, furniture, fixtures, equipment, office supplies, clerical expenses and all salaries, bonuses and benefits paid to, or on behalf of, personnel of the Firm.

The Funds bears all of its operating expenses and its pro rata share of the operating expenses of the Master Fund (collectively, the “Partnership Expenses”), which expenses will include, without limitation: (a) organizational and offering expenses; (b) expenses associated with all investments and transactions considered, evaluated and/or consummated by the Funds, as well as overall consideration and evaluation of the Master Fund’s portfolio, including, without limitation, those expenses incurred before the initial closing of the Funds, including, without limitation, expenses associated with sourcing, negotiating, investigating, researching, financing and structuring of investments and potential investments, whether or not consummated, including, without limitation, data and research onboarding ingestion, aggregation and analysis and third-party research, data, analytics, modeling, risk, structuring, pricing, execution and other third-party information systems, including, without limitation, installation and maintenance, software and service fees (including, without limitation, the expenses with respect to data, data feeds, subscriptions, expert networks, political intelligence providers and reports); (c) the costs of research-related computer hardware and software expenses, including, without limitation, Bloomberg terminals and subscriptions and

other market information systems and corporate access tracking systems; (d) the costs of the Investment Manager's portfolio management system and any other software used for accounting and/or monitoring of the portfolio, including, without limitation, subscriptions relating to, among other things, trading and order management systems and services; (e) expenses associated with holding, financing, monitoring, hedging, maintaining and disposing of all investments of the Funds and all transaction and other costs associated therewith, including and without limitation, expenses associated with proxy research and voting services; (f) travel and related expenses associated with investments and potential investments; (g) professional fees associated with investments and potential investments, including, without limitation, consulting, due diligence, accounting, valuation, financial, legal and other advisory fees and expenses; (h) transaction fees, brokerage commissions, custodial fees, clearing and settlement charges and similar fees and expenses associated with the acquisition, disposition and settling of investments and potential investments, including and without limitation, in connection with outsourced trading; (i) expenses associated with legal and regulatory filings of the Funds in the United States or in any other jurisdiction (including, without limitation, pursuant to Sections 13 and 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), as well as the expenses associated with preparation and filing of the Investment Manager's Form 13F, Form 13H and Form PF, if applicable, and any other similar filing in any other U.S. or non-U.S. jurisdiction; (j) administrative, custodial, appraisal, valuation, legal, regulatory, compliance, consulting, advisory and similar fees and expenses associated with the Fund's operations, investments and transactions, including, without limitation, fees and expenses of the fund administrator and the costs of client relationship management systems; (k) expenses incurred in connection with responding to requests or inquiries from any U.S. federal, state, local or non-U.S. governmental entity or authority, regulatory body or self-regulatory organization with respect to the Funds; (l) broken-deal, failed transaction, break-up and similar fees, costs and expenses (if any); (m) costs and expenses of leverage or any other borrowings of the Funds, including, without limitation, interest charges and fees; (n) expenses incurred in the collection of monies owed to the Funds, as applicable; (o) auditing and accounting expenses of the Funds, including, without limitation, expenses associated with the preparation of financial statements, tax returns and Schedules K-1 and the fees and expenses of the auditor; (p) any entity-level taxes, fees or other governmental charges on the Funds, including, without limitation, any withholding taxes not due to the status or noncompliance of a particular Investor; (q) costs and expenses associated with investor communications and reports and the delivery thereof to investors; (r) the costs of service providers or software to measure or monitor risk metrics, to aggregate positions and/or to provide reporting with respect to risk metrics and/or positions; (s) costs and expenses associated with meetings of the Investors; (t) insurance expenses, including, without limitation, general partner liability insurance and other policies, if any, as well as the Fund's pro rata share of seventy percent (70%) of expenses with respect to directors' and officers' liability insurance and errors and omissions insurance (and, for the avoidance of doubt, the Investment Manager and Fund General Partner will bear a portion of the expenses not covered by the Funds); (u) costs and expenses (including, without limitation, entity-level taxes, fees or other governmental charges) associated with the formation, organization and operation of any subsidiary, special purpose vehicle, alternative investment vehicle, holding company or similar entity formed with respect to investments, credit facilities or other transactions entered into for the benefit of the Funds; (v) wind-up, liquidation, termination and dissolution expenses; (w) costs, fees and expenses related to registration, qualification and/or exemption under any applicable U.S. federal, state, local or non-U.S. laws, rules or regulations, including, without limitation, blue sky fees, Form D, Form 8.3, Commodity Futures Trading Commission (the "CFTC") filings and notices and other securities and/or investment-related filing expenses; (x) costs related to any transfers of Interests, unless otherwise charged

to or borne by the applicable transferor and/or transferee; (y) expenses incurred in connection with the preparation of any amendment to the Amended and Restated Limited Partnership Agreement of the Funds (the “Partnership Agreement”) or equivalent documents of the Offshore Fund, including the preparation or amendment of any side letter; (z) expenses incurred in connection with pursuing, defending or participating in any litigation, arbitration, mediation or similar proceeding by the Funds; (aa) any extraordinary expenses (including, without limitation, all litigation-related and indemnification and contribution expenses, including, without limitation, the amount of any judgment or settlement paid in connection therewith); (bb) the management fee; and (cc) all other fees, costs, charges and expenses associated with the business, affairs and/or operations of the Funds, including, without limitation, any other cost that may otherwise be paid by the Funds with soft dollars pursuant to Section 28(e) of the Exchange Act.

In general, each Investor will bear its proportionate share of the Partnership Expenses on a pro rata basis, calculated based on relative gross asset value as of the beginning of each month. The Fund General Partner may, however, allocate expenses on another basis, including by allocating certain expenses to certain (but not all) Investors or capital accounts, if the Fund General Partner determines that such an allocation is more equitable.

To the extent that Partnership Expenses are attributable to multiple Clients, such amounts will be allocated in accordance with the Investment Manager’s expense allocation policy, pursuant to which the Investment Manager will generally allocate such expenses pro rata based upon the respective gross asset values of such applicable Clients. Notwithstanding the foregoing, the Investment Manager may make non-pro rata allocations as permitted by the expense allocation policy.

In addition, any Partnership Expenses attributable solely to investments in “new issues” will be allocated solely to those Investors who participate in the relevant investments with respect to their relative interest in such investments. Further, the Fund General Partner will have the right to charge any Investor, and not treat as a Partnership Expense, any expense attributable to a single Partner or a small group of Partners, including, without limitation, additional accounting expenses incurred in providing a calculation of “unrelated business taxable income” (“UBTI”), if any, to particular Investor.

From time to time, the Fund General Partner, the Investment Manager and/or their affiliates may elect to bear certain expenses on behalf of the Funds that would otherwise be Partnership Expenses. The Fund General Partner, the Investment Manager and/or their affiliates will not have any obligation to bear such expenses and may elect at any time (in whole or in part) to no longer bear such expenses on behalf of the Fund.

The Investment Manager, the Fund General Partner and/or the CIO may advance funds on behalf of the Funds, and the Investment Manager, the Fund General Partner and the CIO, as the case may be, will be reimbursed by the Funds for such advanced amounts.

Item 6: Performance-Based Fees and Side-By-Side Management

Upon meeting specific performance thresholds, and as further detailed in the Offering Documents, Fernbridge is entitled to receive an Incentive Fee. In general, the Incentive Fee is based on a share of capital appreciation of the assets of a Client, relative to the Fund’s benchmark. The Incentive Fee charged to accounts shall be reduced dollar-for-dollar by the amount of any Management Fee already charged so that any account is only charged the

Incentive Fee. If the specified performance threshold is met, the Incentive Fee is deducted from an account on an annual basis, in the manner described above.

We and our affiliates are entitled to a performance-based compensation arrangement. As a result, we and our affiliates do not currently face certain conflicts of interest that may arise when an investment adviser accepts performance-based fees from some clients, but not from other clients.

Performance-based allocation arrangements may create an incentive for us to recommend investments which may be riskier or more speculative than those which we would recommend under a different arrangement.

Item 7: Types of Clients

Our clients are the Funds, as described in Item 4 above, and the Funds are generally open to, among others, institutions, pension plans, endowments, high net-worth individuals, financially sophisticated individuals, and other sophisticated investors. Currently, the minimum investment in the Funds is at least \$10,000,000. Such minimum investment may be waived on a case-by-case basis subject to our discretion.

The Funds, without notice to or consent from existing or prospective Investors, may enter into side letters or similar separate agreements with one or more Investors that may alter the terms and conditions described in the Funds Offering Documents (including, without limitation, with respect to the Management Fee, Incentive Fee, capacity rights, transfers, redemptions, designated investments, notices, reporting and disclosure).

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

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

Investment Objective and Strategy

The investment objective of the Funds is to generate attractive, risk-adjusted returns and sustainably compound capital at a high rate over an extended period of time by actively managing a concentrated portfolio of long-only public equity investments, focusing on the consumer services and internet, media and telecommunications, and technology and enterprise services sectors. The Investment Manager's fundamental investment process is centered on detailed company and industry research to generate, for each investment, variant projections for the variables that the Investment Manager believes matter most. The Investment Manager intends to rely on deep company and industry expertise to find a disciplined approach to deploying capital and sizing positions, and expects its return targets to be driven primarily by profitability growth and differentiated estimates, and mostly focused on stocks that trade over Twenty-Five Million Dollars (\$25,000,000) in average daily volume.

The investment strategies described herein are those that the Investment Manager expects to employ on behalf of the Master Fund. However, while the Master Fund expects to invest only in corporate equity securities and does not expect to invest in any exchange-traded fund (ETF) securities, except as expressly set forth herein, there are no limitations on the investment strategies that the Master Fund may employ in order to opportunistically respond to, or to take advantage of, changing market conditions and new investment opportunities. Further, the Investment Manager may invest opportunistically in securities or transactions that vary from the core strategy of the Master Fund. There can be no assurance that the Funds' investment objective will be achieved, and investment results may vary substantially on a monthly, quarterly and annual basis.

Risk of Loss Factors

An investment in the Funds will involve substantial risks due in part to the highly speculative nature of investing in securities. Other risks include the Fund's reliance upon the Investment Manager's judgment in selecting investments and the limitations on withdrawal from the Funds. There can be no assurance that the Fund's investment objective will be achieved or that there will be any return of capital. Investment results may vary substantially on a monthly, quarterly or annual basis.

Prior to investing in the Funds, each Investor must carefully consider and evaluate the risk factors to be set forth in the definitive offering and organizational documents of the Funds.

Trading Risks

General Investment and Trading Risks. All securities investments present a risk of loss of capital. Volatile financial markets increase that risk. If the Investment Manager's evaluation of an investment opportunity should prove incorrect, the Master Fund could experience losses as a result of a decline in the market value of securities in which the Master Fund holds a long position. The risk management techniques that may be used by the Investment Manager do not provide any assurance that the Funds will not be exposed to a risk of significant investment losses. No guarantee or representation is made that the Funds' investment program will be successful, that the Funds will achieve its targeted returns or that there will be any return of capital to Investors. In addition, investment results may vary substantially over time.

Investment Judgment. The profitability of a significant portion of the Funds' investment program depends to a great extent upon correctly assessing the future profitability of companies and future price movements of securities and other investments. There can be no assurance that the Investment Manager will be able to accurately predict the long term results of any security or other investment.

Availability of Suitable Investments. The success of the Funds' investment and trading activities depend on the ability of the Investment Manager to identify overvalued and undervalued investment opportunities and to manage market risk. Identification and exploitation of the investment strategies to be pursued by the Funds involve a high degree of uncertainty. No assurance can be given that the Investment Manager will be able to identify suitable investment opportunities in which to deploy all of the Master Fund's capital. A reduction in overall market volatility and liquidity, as well as other market factors, may reduce the pool of profitable investments for the Master Fund. Certain of the investment strategies employed by the Funds may be based on historical relationships among securities prices,

exchange rates, interest rates and bond prices. There can be no assurance that these historical relationships will continue. **No representation is made by the Investment Manager as to what results the Funds will or are likely to achieve based on these trends and relationships.**

Concentration of Investments; Limited Diversification and Sector Investing. The Master Fund may hold a limited amount of positions at any given time and the Master Fund may hold relatively large positions in few securities. As a result of the Master Fund's possible lack of diversification, a significant loss in any one position may have a material adverse effect on the net asset value of the Funds' rate of return. Likewise, any fluctuation in the overall value of securities in specific industries or sectors likely will have a material effect on the performance of the Master Fund.

Equity Securities. The Funds may invest in equity and equity-related securities, including, without limitation, equity investments acquired in connection with restructured debt securities or instruments, or in connection with reorganizations and/or restructurings of debt securities, equity securities or other obligations and assets of undervalued, operationally challenged and/or financially troubled companies or institutions. A risk of investing in the Funds is that equity securities held by the Master Fund may decline in value. Equity securities fluctuate in value in response to many factors, including the activities and financial condition of individual companies, the business market in which individual companies compete, industry market conditions, interest rates and general economic environments. In addition, equity securities that the Investment Manager believes are undervalued or incorrectly valued may not ultimately be valued by the markets in the manner that the Investment Manager anticipates.

Debt Securities. Although the Master Fund will trade primarily in equities, the Master Fund also may invest in debt or other fixed income securities, including non-investment grade securities, sovereign debt and/or similar obligations and instruments. Particularly with respect to non-investment grade securities, there is a risk that the issuer will default on its payment obligations. The market values of debt instruments may be more volatile than the values of other investments and, during periods of economic uncertainty and change, the market price of these investments may decrease significantly. Debt instruments may also be less liquid than equities, particularly during periods of market dislocation. The lack of a liquid secondary market may have an adverse effect on the market price and the Master Fund's ability to sell particular securities.

Hedging. The Master Fund may engage in certain hedging transactions, including derivatives, options and swaps. Hedges can be more difficult to implement than many other types of transactions, and the possibilities for errors may be greater than for other transactions. Additionally, there is no guarantee that these hedging transactions will prevent losses to the Funds. The success of the Master Fund's hedging strategy will be subject to the Investment Manager'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 investments in the portfolio being hedged. Since the characteristics of many securities change as markets change or time passes, the success of the Master Fund's hedging strategy will also be subject to the Investment Manager's ability to continually recalculate, readjust and execute hedges in an efficient and timely manner. In addition, hedging transactions may result in poorer overall performance for the Funds than if no such hedging transactions were executed. Moreover, the Investment Manager may determine not to hedge against, or may not anticipate, certain risks. Finally, the Funds may be exposed to certain risks that cannot be hedged, such as credit risk (relating both to particular investments and counterparties).

Options. The Master Fund may engage in the trading of options when appropriate. Specific market movements of the securities underlying an option cannot accurately be predicted. The purchaser of an option is subject to the risk of losing the entire purchase price of the option. The writer of an option is subject to the risk of loss resulting from the difference between the premium received for the option and the price of the security underlying the option which the writer must purchase or deliver upon exercise of the option.

Derivatives. The Master Fund may invest in derivative financial instruments. In addition, the Master Fund may, from time to time, utilize both exchange-traded and over-the-counter derivatives, including swaps, futures, options and contracts for differences, either to express an investment view or for hedging purposes. Regulatory restraints may restrict the instruments that the Master Fund may trade. Such derivative instruments are highly volatile, involve certain special risks and expose investors to a high risk of loss. The low initial margin deposits normally required to establish a position in such instruments permit a high degree of leverage. As a result, a relatively small movement in the price of a contract may result in a gain or a loss which is high in proportion to the amount of funds actually placed as initial margin and may result in unquantifiable further losses exceeding any margin deposited. Further, when used for hedging purposes, there may be an imperfect correlation between these instruments and the investments or market sectors being hedged.

Currency Hedging. The Master Fund may be exposed to foreign exchange risk, and may seek to mitigate this risk through the use of a variety of strategies and products, including, but not limited to, Forex forwards, currency futures and currency swaps. There is no guarantee that any of these currency hedging strategies will reduce or prevent losses to the Funds. As part of its currency hedging strategy, the Master Fund may enter into currency transactions that are not traded on an exchange, and the funds the Master Fund invests in those transactions may not receive the same protections as funds used to margin or guarantee exchange-traded futures and options contracts. If the counterparty to an over-the-counter Forex transaction becomes insolvent and the Master Fund has a claim for amounts deposited or profits earned on transactions with the counterparty, the Master Fund's claim may not receive a priority. Without a priority, the Master Fund is a general creditor and its claim will be paid, along with the claims of other general creditors, from any monies still available after priority claims are paid. Even the Master Fund's funds that the counterparty keeps separate from its own operating funds may not be safe from the claims of other general and priority creditors. Forex trading can quickly lead to large losses as well as gains. Such trading losses can sharply reduce the net asset value of the Master Fund.

Leverage. The Master Fund may employ leverage in connection with its investment strategies and/or for any other purpose deemed necessary, desirable or appropriate at such times, in such amounts and subject to such terms and conditions as the Fund General Partner and/or the Investment Manager may determine in its sole and absolute discretion. It currently is expected that such leverage will not exceed fifteen percent (15%) of the gross asset value of the Master Fund (i.e. will not result in gross portfolio exposure in excess of one hundred fifteen percent (115%) of the gross asset value of the Master Fund), as measured and determined in the good faith discretion of the Investment Manager, and as more fully described in the Master Fund Agreement. Such leverage may take a variety of forms, including, but not limited to, margin borrowing from securities brokers and dealers, loans, repurchase agreements, derivative instruments (generally, swaps and fx hedging) that are inherently leveraged, and other financing arrangements, as determined by the Fund General Partner in its sole and absolute discretion. The use of leverage increases both the possibility for gain and the risk of loss. Leverage employed by the Funds may be secured by the securities holdings and other assets of the Funds, as applicable. Under certain circumstances, a lender

may demand an increase in the collateral that secures such obligations, and if the Funds are unable to provide additional collateral, the lender could liquidate assets held in the account to satisfy such obligations. Liquidation in that manner could have extremely adverse consequences. In addition, the amount of the Funds' borrowing and the interest rates on that borrowing, both of which will fluctuate, may have an effect on the Funds' profitability. In addition, the use of leverage may cause a U.S. tax-exempt investor to realize UBTI.

Securities Lending. The Master Fund may lend securities to securities brokers and other institutions as a means of earning additional income. If the other party to such transaction becomes insolvent or bankrupt, the Master Fund could experience delays and extra costs in recovering payment or the securities. To the extent that, in the meantime, the value of securities changes, the Master Fund could experience further losses. Security loans must be fully collateralized, and the Investment Manager must be satisfied with the creditworthiness of the other party to the transaction.

Interest Rates. The Fund General Partner and/or the Investment Manager may borrow funds from brokerage firms and banks on behalf of the Funds to be able to increase the amount of capital available for marketable securities investments. The rates at which the Funds can borrow, in particular, will affect the operating results of the Funds. Even if the Master Fund makes a profit on a trade, the interest expense incurred in carrying the position may exceed the profit generated by the trade.

Margin. The Fund General Partner and/or the Investment Manager may make use of short-term borrowing or repurchase agreements on behalf of the Funds, and any such use will result in certain additional risks to the Funds. For example, should the securities pledged to brokers to secure the Master Fund's margin accounts or repurchase obligation decline in value, the Master Fund could be subject to a "margin call," pursuant to which the Master Fund must either deposit additional funds 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 the Master Fund's assets, the Master Fund might not be able to liquidate assets quickly enough to pay off its margin debt.

Price and Liquidity Fluctuations of Investments. It is expected that the Master Fund's investments will be in public securities. However, the market value of the Master Fund's investments may fluctuate with, among other things, changes in prevailing interest rates, general economic conditions, the condition of financial markets, developments or trends in the securities markets and the financial condition of the issuers of the securities in which the Master Fund invests. During periods of limited liquidity and higher price volatility, the Master Fund's ability to acquire or dispose of its investments at a price and time that the Master Fund deems advantageous may be impaired. As a result, in periods of rising market prices, the Master Fund may be unable to participate in price increases fully to the extent that it is unable to acquire the desired positions quickly; the Master Fund's inability to dispose fully and promptly of positions in declining markets will conversely cause its net asset value to decline as the value of unsold positions is marked to lower prices.

Risk of Operations/Liquidity Risks. Although the securities that the Master Fund may acquire generally will be traded on public exchanges, each exchange typically has the right to suspend or limit trading in all securities that it lists. Such a suspension could render it difficult or impossible for the Master Fund to liquidate its positions and would thereby expose it to losses. In addition, some of the securities in which the Master Fund may invest may be thinly traded, potentially making it difficult for the Master Fund to dispose of a position at the time or price desired. Moreover, in periods of extreme market volatility, the bid/ask spreads for some

securities that ordinarily are liquid may widen, making it difficult or undesirable to sell the securities. There can be no assurance that the trading markets will remain liquid enough for management to close out existing positions at any time there is a need to do so. There may be a variety of other reasons why a security in which the Master Fund may invest may be illiquid, and, in such event, the Master Fund may have similar issues with realizing such security.

Risks of Foreign Investments. The Master Fund may invest in securities of foreign companies, governments and government agencies. Investing in such securities, which are generally denominated in foreign currencies, and the use of forward foreign currency exchange contracts, involves unusual risk not typically associated with investing in securities issued by U.S. companies or by the U.S. government or its agencies or instrumentalities. Investing in emerging markets poses greater risks and a greater potential for returns than investing in developed countries. Securities of companies in these emerging markets are generally more volatile and may be much more volatile than securities issued by companies located in developed countries. The Master Fund may be affected favorably or unfavorably by exchange control regulations or changes in the exchange rate between such currencies and the U.S. dollar. Moreover, individual foreign economies may compare unfavorably with the U.S. economy in growth of gross national product, rate of inflation, rate of savings and capital reinvestment, resource self-sufficiency, balance-of-payment positions and in other respects. Some of the countries in which the Master Fund may invest have laws and regulations that currently preclude or severely restrict direct foreign investment in securities of their companies. Securities of some foreign companies are less liquid and their prices are more volatile than securities of comparable U.S. companies. Investing in foreign securities creates a greater risk of securities clearance and settlement problems. Further, some of the securities in which the Master Fund may invest may be thinly traded and relatively illiquid or may cease to be traded after the Master Fund invests in them. In addition to being illiquid, such securities may be issued by unseasoned companies and may be highly speculative. In addition, the Master Fund occasionally may acquire relatively large positions in a few securities. In such cases, and in the event of extreme market activity, the Master Fund may not be able to liquidate investments promptly, if the need should arise, which could materially and adversely affect the results of such investments.

Company Capitalization. The Master Fund may invest in securities of companies with various capitalizations where such companies meet the investment criteria described herein. While such companies may provide significant potential for appreciation, such investments, particularly small-capitalization securities, involve higher risks in some respects than do investments in securities of larger companies. The prices of small capitalization and even medium-capitalization and mid-capitalization securities are often more volatile than prices of large capitalization securities and the risk of bankruptcy or insolvency of many smaller companies (with the attendant losses to long investors) is higher than for larger, “blue-chip” companies. In addition, due to thin trading in some small, mid- and medium-capitalization securities, an investment in those securities may be illiquid. The small-, mid- and medium-capitalization securities may, at times, significantly underperform the large capitalization securities and may do so in the future.

Securities of Sub-Investment Grade Companies. Special risks may arise if the Master Fund invests in the securities of sub-investment grade and highly-leveraged companies. Although such investments may result in significant returns to the Master Fund, they involve a substantial degree of risk. If the Master Fund purchases distressed and/or non-performing debt securities, and subsequent to purchasing them finds that they are no longer readily traded by broker-dealers, these securities may not show any return for a considerable period

of time. Many distressed and/or non-performing securities ordinarily remain unpaid while the company is in bankruptcy and may not ultimately be paid unless and until the company reorganizes and/or emerges from bankruptcy proceedings. As a result, if they are no longer readily traded by broker-dealers, such securities may have to be held for an extended period of time. There is no assurance that the Investment Manager will correctly evaluate the nature and magnitude of the various factors that could affect the prospects for a successful reorganization or similar action. In any reorganization or liquidation proceeding relating to a company in which the Master Fund invests, the Funds may lose their entire investment. Under such circumstances, the returns generated from the Master Fund's investments may not compensate the Investors adequately for the risks assumed.

Special Situation Investments. The Master Fund may invest in companies involved in, or the target of, acquisition attempts or tender offers or in companies involved in or undergoing work-outs, liquidations, spin-offs, reorganizations, bankruptcies or other catalytic changes or similar transactions. In any investment opportunity involving any such type of special situation, there exists the risk that the contemplated transaction either will be unsuccessful, take considerable time or will result in a distribution of cash or a new security, the value of which will be less than the purchase price to the Master Fund of the security or other financial instrument in respect of which such distribution is received. Similarly, if an anticipated transaction does not in fact occur, the Master Fund may be required to sell its investment at a loss. Because there is substantial uncertainty concerning the outcome of the transactions involving financially troubled companies in which the Master Fund may invest, there is a potential risk of loss by the Master Fund of its entire investment in such companies.

Allocation of Investment Opportunities. To the extent that the Investment Manager manages the assets of clients other than the Funds (which, for the avoidance of doubt, requires the prior written consent of each of the anchor investors), the Investment Manager may allocate investment opportunities among the Clients in any manner that it reasonably determines to be necessary, desirable or appropriate, and consistent with its fiduciary duties. If an investment is appropriate for one or more of the Clients (including the Funds), the investment generally will be allocated among such Clients in a manner that is fair and equitable, which generally is expected to be pro rata based upon the respective net asset values of such Clients. However, the Investment Manager, in its sole and absolute discretion, may make non-pro rata allocations among the Clients based upon a variety of factors including, among other things, investment program and investment objectives, investment capacity, amount of deployed and undeployed capital, fixed investment periods (if any), available leverage, desired leverage or available cash, tax, legal and regulatory considerations, overall portfolio composition, tolerance for volatility and risk, desired concentration, exposure and diversification targets, liquidity needs, different terms governing the Clients or client accounts, risk profile, investment guidelines and restrictions, to avoid odd-lots, when a pro rata allocation would result in a de minimis allocation to one or more Clients and/or such other factors that the Investment Manager determines are consistent with fair and equitable treatment of all Clients over time. As a result, performance results among the Funds likely will differ.

Similarly, although sales of investments held by multiple Clients generally will be sold by the Clients on a pari passu basis, the Investment Manager may, in its sole and absolute discretion, sell investments from various Clients on a non-pari passu basis, based on a variety of factors, including those described above regarding allocations of investment opportunities. Accordingly, it is possible that one Client may sell an investment, while another Client retains, or invests more capital in, the same investment.

Item 9: Disciplinary Information

To the best of our knowledge, there are no legal or disciplinary events that are material to an Investor's or prospective investor's evaluation of our advisory business or the integrity of our management.

Item 10: Other Financial Industry Activities and Affiliations

Neither we nor our management persons are registered as broker-dealers, and neither of us has any application pending to register with the SEC as a broker-dealer or registered representative of a broker-dealer, respectively.

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

Code of Ethics

Fernbridge has adopted a "Code of Ethics" that establishes the high standard of conduct that we expect of our employees and procedures regarding our employees' personal trading of securities. Our employees are required to certify their adherence to the terms set forth in the Code of Ethics upon commencement of employment and annually thereafter. Employees also are required to provide quarterly certifications of compliance with certain Code of Ethics provisions.

The foundation of our Code of Ethics is based upon the following underlying fiduciary principles:

- Employees must at all times place the interests of the Funds and Investors first;
- Employees must ensure that all personal securities transactions are conducted consistent with the Code of Ethics' Employee Personal Investment Policy (described below); and
- Employees should not take inappropriate advantage of their position at the Firm.
- Independence in the investment decision-making process must be maintained at all times.

The Code of Ethics places restrictions on personal trades by employees and mandates that employees disclose their personal securities holdings and transactions to the Investment Adviser on a periodic basis. The Code of Ethics permits personal accounts, but prohibits trading in single name equity securities, other than legacy positions, which are subject to pre-approval, and requires pre-approval and/or minimum holding periods for certain types of transactions.

Employees are not required, however, to obtain pre-clearance for personal investments in certain other asset classes and goods, including certain investments in residential real estate and mutual funds, whether or not our clients have invested in the same or similar assets. We have the ability to permit certain employees to maintain various personal investments that were acquired prior to their association with the Investment Adviser, including investments in private issuers that may subsequently conduct public offerings of securities, and may grant similar permissions in the future and/or permit personnel to sell such previously acquired securities.

Employees are prohibited from participating in Initial Public Offerings (“IPOs”). Employees are also prohibited from personally, or on behalf of a Client, purchasing or selling securities that appear on the Firm’s Restricted List.

Employees must obtain pre-approval from the CCO before: (i) engaging in any outside business activities; or (ii) making any private investments.

We will provide a copy of our Code of Ethics to our Investors, or any prospective investor, upon request, to be viewed on the premises.

Item 12: Brokerage Practices

Fernbridge is authorized to determine the broker-dealer to be used for executing securities transactions for the Funds. In selecting broker-dealers to execute transactions, we do not need to solicit competitive bids and do not have an obligation to solely seek the lowest available commission cost. Generally, it is not our practice to negotiate “execution only” commission rates; therefore, the Funds may be deemed to be paying for research, brokerage or other services provided by the broker which are included in the commission rate.

We shall also have the authority to select and appoint custodians of the assets of the Funds. The Firm’s authority is limited by its own internal policies and procedures and each Fund’s investment guidelines.

Best Execution

In selecting an appropriate broker-dealer to effect a Client trade, we seek to obtain “**Best Execution**,” meaning generally the execution of a securities transaction for a Client in such a manner that a Client’s total costs or proceeds in the transaction are most favorable under the circumstances. Accordingly, in seeking Best Execution, we take into consideration the price of a security offered by the broker-dealer, as well as a broker-dealer’s full range and quality of their services including, among other things, their facilities, reliability and financial responsibility, execution capability, commission rates, responsiveness to us, brokerage and research services provided to us (for example, research ideas, analysis, and investment strategies), special execution and block positioning capabilities, clearance, and settlement and custodial services.

Soft Dollars

The Firm may use “**Soft Dollars**”. In such cases, Soft Dollar credits, generated by the Fund’s trading activities, would be used to purchase brokerage and research services or products that would otherwise have been a Fund expense. We intend to keep any such arrangements within the parameters of the safe harbor of Section 28(e) of the Exchange Act.

Neither Fernbridge nor any related person receives client referrals from any broker-dealer or third party. However, subject to best execution, we may consider, among other things, capital introduction and marketing assistance with respect to Investors in the Funds in selecting or recommending broker-dealers for the Funds.

The provision by a broker of research and other services and property to us creates an incentive for us to select such broker since we would not have to pay for such research and other services and property as opposed to solely seeking the most favorable execution for a

Client. Any research, services or property provided by a broker may benefit any Client and such benefits may not be proportionate to commission dollars related to the provision of such research, services or property.

Item 13: Review of Accounts

Our Portfolio Manager and investment professionals continuously monitor and analyze the transactions, positions, and investment levels of the Fund to ensure that they conform with the investment objectives and guidelines that are stated in the Fund's Offering Documents. In these reviews, the Firm pays particular attention to any changes in the investment's fundamentals, overall risk management and changes in the markets that may affect price levels.

Account Reporting

We perform various periodic reviews of each Client's portfolio. Such reviews are conducted by our officers.

We will distribute an audited financial report with respect to the previous fiscal year to all Investors within 120 days of fiscal year end. We may also distribute unaudited net asset value statements on at least a quarterly basis, quarter-end performance reports, and quarterly portfolio transparency reporting to all Investors.

Item 14: Client Referrals and Other Compensation

We do not receive economic benefits from non-clients for providing investment advice and other advisory services. Neither we nor any of our related persons, directly or indirectly, compensate any person who is not a supervised person for client referrals.

Item 15: Custody

We are deemed to have custody of Client funds and securities because we have the authority to obtain Client funds or securities, for example, by deducting advisory fees from a Client's account or otherwise withdrawing funds from a Client's account. Account statements related to the Clients are sent by qualified custodians to Fernbridge.

We comply with Rule 206(4)-2 of the Investment Advisers Act of 1940, as amended (the "**Advisers Act**") (i.e., the "custody rule") by meeting the conditions of the pooled vehicle annual audit approach. Upon completion of the relevant Fund's annual audit by an independent auditor that is registered with, and subject to inspection by, the Public Company Accounting Oversight Board (PCAOB), we will distribute the Fund's audited financials to Investors within 120 days of such Fund's fiscal year end.

Item 16: Investment Discretion

We have full discretionary investment authority with respect to the Funds, including the authority to make decisions with respect to which securities to be bought and sold, as well as the amount and price of those securities. Our investment discretion and authority is subject to the limitations set forth in the Client's investment management agreement or the particular Fund's Offering Documents, as applicable.

Item 17: Voting Client Securities

In compliance with Rule 206(4)-6 of the Advisers Act (i.e., the “proxy voting rule”), we have adopted proxy voting policies and procedures. The general policy is to vote all proxy proposals, amendments, consents or resolutions (collectively, “**Proxies**”) in a prudent and diligent manner that will serve the applicable Client’s best interests and is in line with the Client’s investment objectives.

We may take into account all relevant factors, as determined by us in our discretion, including, without limitation:

- the impact on the value of the securities or instruments owned by the relevant Client and the returns on those securities;
- the anticipated associated costs and benefits;
- the continued or increased availability of portfolio information; and
- industry and business practices.

Generally, Clients may not direct our vote in a particular solicitation.

Clients may obtain a copy of our Proxy voting policies and our Proxy voting record upon request.

Item 18: Financial Information

We are not required to include a balance sheet for our most recent fiscal year, are not aware of any financial condition reasonably likely to impair our ability to meet contractual commitments to Clients, and have not been the subject of a bankruptcy petition at any time during the past ten years.