



## PART 2A OF FORM ADV: FIRM BROCHURE

### KINETIC PARTNERS MANAGEMENT, LP

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This Brochure provides information about the qualifications and business practices of Kinetic Partners Management, LP (“**Kinetic**”, “**we**”, or “**us**”). If you have any questions about the contents of this Brochure, please contact us at 305-390-4400.

The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission (the “**SEC**”) or by any state securities authority. Registration with the SEC does not imply a certain level of skill or training.

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

## ITEM 2: MATERIAL CHANGES

This Brochure is Kinetic's annual update to its previous Brochure filed on May 20, 2022. Since the prior Brochure was filed, Kinetic changed its principal place of business to the address located on the cover page of this Brochure.

This Brochure also contains clarifying changes and routine updates to certain information, and we do not believe that these revisions constitute material changes.

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## ITEM 4: ADVISORY BUSINESS

### *A. General Description of Advisory Firm*

#### Investment Adviser

Kinetic Partners Management, LP is a Delaware limited partnership formed in July 2021. Kinetic maintains its principal place of business in Miami, Florida, and maintains additional offices in New York, New York and Palo Alto, California.

Kinetic is controlled by our principal owner, Christopher Golden (the “**Principal**”), who acts as the managing member of our general partner, Kinetic Partners Management GP, LLC, a Delaware limited liability company.

#### Fund General Partner

Kinetic’s registration on Form ADV also covers Kinetic Partners GP, LLC (the “**General Partner**”), a Delaware limited liability company. The General Partner is an affiliate of Kinetic and serves as the general partner of the Kinetic Partners Funds. The General Partner’s facilities and personnel are provided by Kinetic.

Christopher Golden controls the General Partner as its principal owner and managing member.

### *B. Description of Advisory Services*

This Brochure generally includes information about us and our relationships with our clients and affiliates. While much of this Brochure applies to all such clients and affiliates, certain information included herein applies to specific clients or affiliates only.

#### Advisory Services

Kinetic serves as the investment adviser with discretionary trading authority to pooled investment vehicles, the securities of which are offered to investors on a private placement basis.

Kinetic currently advises the following private investment funds:

- Kinetic Partners Onshore, LP, a Delaware limited partnership (the “**Onshore Fund**”)
- Kinetic Partners Offshore (Cayman), Ltd, a Cayman Islands exempted company (the “**Offshore Feeder**”)
- Kinetic Partners Offshore, LP, a Cayman Islands exempted limited partnership (the “**Offshore Fund**”)

- Kinetic Partners Intermediate, LP, a Cayman Islands exempted limited partnership (the “**Intermediate Fund**”)
- Kinetic Partners Master Fund, LP, a Cayman Islands exempted limited partnership (the “**Master Fund**”)

The Offshore Feeder invests substantially all of its assets in the Offshore Fund, and the Offshore Fund invests substantially all of its assets in the Intermediate Fund. The Intermediate Fund and the Onshore Fund generally invest substantially all of their assets in the Master Fund, but each fund may also make investments directly. The Onshore Fund, the Offshore Feeder, the Offshore Fund, the Intermediate Fund and the Master Fund are collectively referred to as the “**Kinetic Partners Fund**”.

Kinetic may, in the future, advise other clients and private investment funds, including other commingled private investment funds, special purpose vehicles, co-investment funds, and similar investment vehicles.

As used herein, the term “**client**” generally refers to each Kinetic Partners Fund and any other clients managed by Kinetic.

#### Investment Strategies and Types of Investments

The Kinetic Partners Fund is a global equity long-short fund that also opportunistically pursues private investments. While the Kinetic Partners Fund primarily invests in public and private equity securities, there are no limitations on the securities, sectors, geographies or other limitations on investments and Kinetic may make any investments that we believe present the best risk-adjusted returns. Kinetic expects that it will, in the future, enter into co-investment arrangements with third parties (including, but not limited to, certain investors in the Kinetic Partners Fund).

The descriptions set forth in this Brochure of specific advisory services that we offer to the Kinetic Partners Fund, and investment strategies pursued and investments made by us on behalf of the Kinetic Partners Fund, 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 the Kinetic Partners Fund’s investment objectives and guidelines. The investment strategies we pursue are speculative and entail substantial risks. There can be no assurance that the investment objectives of any Fund will be achieved.

Please see “*Item 8: Methods of Analysis, Investment Strategies, and Risk of Loss*” for a description of the Kinetic Partners Fund’s investment strategies and certain related risks.

***C. Availability of Customized Services for Individual Clients***

Our investment decisions and advice with respect to a client will be subject to such client's investment objectives and guidelines, as set forth in its governing documents.

***D. Wrap Fee Programs***

Kinetic does not currently participate in any wrap fee programs.

***E. Assets Under Management***

Kinetic manages, on a discretionary basis, approximately \$1,220,209,640 of client regulatory assets under management as of December 31, 2022.

## ITEM 5: FEES AND COMPENSATION

### *A. Advisory Fees and Compensation*

The fees applicable to the Kinetic Partners Fund are set forth in detail in its governing documents. A brief summary of such fees is provided below.

#### Management Fee

The Kinetic Partners Fund will pay Kinetic a fee for its services (the "**Management Fee**") for each quarter equal to the result of the applicable management fee rate multiplied by the balance of each investor's capital account (before taking into account the estimated accrued Incentive Allocation, if any). For purposes of calculating the Management Fee, "private investments" are valued at the lower of (i) initial cost (as adjusted), and (ii) fair value (which may be cost). The Management Fee is calculated and paid in advance within 15 days of the first day of each quarter, but will be amortized monthly over the quarter.

The specific rates, calculation methodology and other terms of the Management Fee applicable to each class is detailed in the Kinetic Partners Fund's governing documents.

In the sole discretion of Kinetic, the Management Fee may be waived, reduced or calculated differently with respect to a capital account of any investor. The capital accounts of the General Partner and the capital accounts of Kinetic internal investors are not subject to the Management Fee.

#### Incentive Allocation

Generally, at the end of each fiscal year, the General Partner is entitled to an incentive allocation (the "**Incentive Allocation**") from the Kinetic Partners Fund, which is determined separately with respect to each capital account established for an investor.

The Kinetic Partners Fund offers several classes of interests into which investors may invest, and the rate and manner of calculation of the Incentive Allocation applicable to each investor is determined by the terms of such classes of interests. The specific Incentive Allocation amounts charged to investors will also vary due to a number of factors including, without limitation, restrictions from participating in new issues, timing of capital contributions and withdrawals, and the application different private investment limits.

For certain classes of interests, the Incentive Allocation will be an amount equal to the result of (i) the applicable Incentive Allocation rate multiplied by (ii) the amount of the net capital appreciation allocated to an investor's capital account for such fiscal year, taking into account any gains or losses from realized or deemed realized "private investments" and any "private investment income", but reduced by the Management Fee debited to such capital account for such fiscal year

and any balance in such capital account's "loss recovery account". Certain other classes of interests will be subject to a "dynamic incentive allocation", pursuant to which the Incentive Allocation rate applicable to an investor's capital account will increase based on the rate of return of such capital account for such fiscal year.

The specific rates and calculation methodology for the Incentive Allocation applicable to each class is detailed in the Kinetic Partners Fund's governing documents.

In the sole discretion of the General Partner, the Incentive Allocation may be waived, reduced or calculated differently with respect to the capital accounts of any investor. The capital accounts of the General Partner and the capital accounts of internal Kinetic investors will not be subject to the Incentive Allocation.

### ***B. Payment of Fees***

Fees and compensation paid to Kinetic or its affiliates by its clients are generally deducted from the assets of such clients. As discussed above, Management Fees are generally deducted on a quarterly basis and the Incentive Allocation is generally deducted on an annual basis.

### ***C. Additional Fees and Expenses***

In addition to the management fees and incentive compensation items noted above, investors will bear indirectly the operating expenses charged to the Kinetic Partners Fund, which include, without limitation: (i) expenses related to the research, sourcing, due diligence, appraisal, monitoring and disposition of actual and prospective investments, whether or not such investment is consummated, including expenses related to obtaining research and market data (including expenses related to obtaining, processing and analyzing "big data" or "alternative data"); expenses related to performing due diligence on current or prospective vendors of any of such research or market data services; consultant fees; travel expenses (including transportation, lodging and meals); conference registration fees; third-party investment sourcing fees (including performance-based fees); expenses of proxy research and voting services; expenses of class action claim monitoring and filing services; (ii) expenses related to brokerage, custody and banking of the Kinetic Partners Fund, including brokerage, prime brokerage and futures commission merchant commissions and expenses (including commissions and expenses of any outsourced trading desk); expenses of any soft dollar aggregator; expenses relating to block trades; expenses relating to short sales; clearing and settlement charges (including reconciliation services); custodial expenses; and bank service fees; (iii) expenses related to financings or refinancings, including interest expenses and any costs and expenses of a private investment leverage facility or borrowings thereunder; (iv) the Kinetic Partners Fund's direct or indirect *pro rata* share of any compensation payable in connection with the management of any investment (including a private investment) by an unaffiliated third party or management team, which may include both asset-based fees and performance-based fees or allocations; (v) operational expenses, including expenses relating to information technology hardware, software or other technology (including expenses of software licensing, implementation, data management and recovery services and custom development) used to



research investments, evaluate and manage risk, facilitate valuations, facilitate accounting functions and/or facilitate compliance with the rules of any regulatory and self-regulatory organization or applicable law (including reporting obligations), facilitate and manage the order execution of investments or otherwise manage or monitor investments, such as Bloomberg terminals, portfolio management systems, risk management systems and order management systems; expenses of third-party risk management products, models and services; (vi) expenses of third-party professionals, including consultants, valuation service providers, attorneys, accountants, tax advisors, auditors and third-party administrative expenses (including any “shadow” administrator), expenses of third-party middle and back office support; (vii) taxes and third-party audit and tax preparation expenses; (viii) insurance expenses, including premiums for cybersecurity insurance and liability insurance covering the General Partner, Kinetic and the members, partners, officers, employees and agents of any of them, and each member of the governance board; (ix) expenses of the independent members of the governance board, including expenses of any meetings of the governance board; (x) the expenses of any litigation or investigation involving activities of the Kinetic Partners Fund; (xi) expenses related to compliance with the rules of any regulatory or self-regulatory organization or applicable law in connection with the activities of the Kinetic Partners Fund, including any governmental, regulatory, licensing, filing or registration fees or taxes (including expenses incurred in connection with the preparation and filing of Form PF, Section 13 filings, Section 16 filings, EU short position filings and other similar regulatory filings); expenses of any third party monitoring and filing service relating to any regulatory filings; and the expenses of engaging or appointing anti-money laundering officers; (xii) expenses of preparing and distributing reports and notices to investors (including all expenses incurred to audit such reports, expenses of data rooms and any other operational, legal, secretarial or postage expenses associated with distribution of the same); (xiii) expenses incurred in connection with the offering and sale of the interests and other similar expenses related to the Kinetic Partners Fund, including meetings with investors and prospective investors and the preparation of Kinetic Partners Fund marketing materials; (xiv) expenses related to an investor’s admission, withdrawal or transfer, and expenses incurred in connection with negotiating and complying with provisions of any side letter agreement, unless otherwise charged to or borne by the investor; (xv) expenses incurred in connection with the preparation, amendment, modification, revision or restatement of the offering and governing documents of the Kinetic Partners Fund; (xvi) expenses incurred in connection with the organization, reorganization, termination, winding-up or dissolution of the Kinetic Partners Fund; (xvii) extraordinary expenses, including indemnification expenses and expenses incurred in connection with any tax audit, examination or review by any tax authority, including any related administrative settlement and judicial review; and (xviii) other similar expenses of the Kinetic Partners Fund.

Investors should review the governing documents of the Kinetic Partners Fund in which they are invested to fully understand the types of fees and expenses paid for by such fund.

For the avoidance of doubt, “expenses” is intended to include any and all fees, costs and expenses, and “similar expenses” refers to any expenses that are similar in type and nature to the expenses described above, and is intended, given the dynamic ongoing nature of the business of the Kinetic

Partners Fund, to cover any expenses determined by Kinetic, in its sole discretion, to be primarily related to the categories listed above but not specifically enumerated. Accordingly, any description of the expenses that the Kinetic Partners Fund may bear (directly or indirectly) is not exhaustive.

The Kinetic Partners Fund will also bear its *pro rata* share of any expenses of a vehicle through which it invests, including any trading subsidiary or special purpose vehicle.

To the extent that expenses to be borne by the Kinetic Partners Fund are paid by Kinetic or its affiliates, the Kinetic Partners Fund will reimburse such party for such expenses.

If any of the above expenses are incurred jointly for the account of the Kinetic Partners Fund and any other Kinetic client, such expenses generally will be allocated in accordance with Kinetic's Expense Allocation Policy. Please see "*Item 11: Code of Ethics, Participation or Interest in Client Transactions and Personal Trading*" for additional information on certain conflicts related to the allocation of expenses.

#### ***D. Prepayment of Fees***

Generally, the Kinetic Partners Fund pays the Management Fee to Kinetic on the first day of each calendar quarter. The Kinetic Partners Fund only permits voluntary withdrawals on applicable quarter-ends. However, if the Kinetic Partners Fund were to wind up or permit an investor to withdraw on a date that is not a quarter-end, a *pro rata* portion of the Management Fee that was paid in advance by the Kinetic Partners Fund and borne by such investor would be refunded.

#### ***E. Additional Compensation and Conflicts of Interest***

Neither Kinetic nor any of its supervised persons accepts compensation (*e.g.*, brokerage commissions) for the sale of securities or other investment products.

## **ITEM 6: PERFORMANCE BASED FEES AND SIDE-BY-SIDE MANAGEMENT**

Kinetic and its affiliates accept performance-based compensation from every client. As a result, Kinetic and its affiliates do not face certain conflicts of interest that may arise when an investment adviser accepts performance-based compensation from some clients, but not from other clients.

## ITEM 7: TYPES OF CLIENTS

Kinetic provides discretionary investment management services to the Kinetic Partners Fund as described above. Kinetic may, in the future, provide investment advisory services to other types of clients. The respective investment programs of the Kinetic Partners Fund and such additional clients may or may not overlap.

The Kinetic Partners Fund's governing documents set forth the eligibility requirements and applicable minimum subscription amount. The minimum subscription amount may be, and often is, waived by Kinetic for certain investors in Kinetic's sole discretion, including, without limitation, for subscriptions by internal Kinetic investors. Each investor in the Kinetic Partners Fund generally must be a non-U.S. person or a U.S. person that is (i) an "accredited investor", as defined in Regulation D under the U.S. Securities Act of 1933, as amended, and (ii) either a "qualified purchaser", as defined in the U.S. Investment Company Act of 1940, as amended (the "**Company Act**"), or a "knowledgeable employee", as defined under Rule 3c-5 of the Company Act, and must meet other suitability requirements.

## ITEM 8: METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

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

The Kinetic Partners Fund is a long-short private investment fund that seeks to compound capital at high rates over long-term time horizons by investing in public and private equities and other securities. Kinetic invests globally, but expects companies listed or operating in the United States and other developed markets will represent the most significant portion of the Kinetic Partners Fund's capital. Kinetic believes the best way to achieve its goal of compounding capital at high rates over long time horizons is to build a concentrated portfolio where capital is allocated to the investment opportunities with the most attractive risk-adjusted returns implied by detailed, long-term operating forecasts that are the product of Kinetic's repeatable research process.

The Kinetic Partners Fund seeks to create a portfolio primarily comprised of global public and private equities. Kinetic seeks investments that meet its criteria of presenting an attractive risk-adjusted return based on a high conviction estimate of long-term earnings power valued at an exit multiple that appropriately reflects the durability and growth of future earnings.

Kinetic expects the majority of its research focus, and thus actionable investment opportunities, to be in industry sectors and business models undergoing a period of change, which Kinetic believes creates the opportunity for fundamental research to uncover differentiated perspectives and investment opportunities with multi-year time horizons. While the Kinetic Partners Fund may invest in all sectors, Kinetic generally anticipates that it will be more likely to find companies that meet its investment criteria within the technology, media and telecommunications ("TMT"), consumer and industrial industries given the faster pace of innovation within these sectors.

Kinetic seeks to increase the Kinetic Partners Fund's long-term compounded return rate while simultaneously lowering portfolio-level volatility by taking smaller, high-conviction short positions in publicly traded companies. Kinetic focuses on identifying short opportunities that present high absolute returns, which it defines as those companies where Kinetic determines the undiscounted value of future cash flows to be less than the current market valuation. As a result, the Kinetic Partners Fund's short positions will be predominantly in situations where Kinetic has a high degree of conviction that the market's view of the company's earnings power will decline over time due to various factors, including cyclical normalization, secular change, and competition. Kinetic believes that these short positions will not only contribute to long-term returns on an absolute basis, but will enhance Kinetic's ability to act opportunistically during market drawdowns by lowering the aggregate level of portfolio volatility.

Kinetic intends to remain flexible with respect to expressing its long and short investment theses in the manner that presents the most attractive risk-adjusted return on capital and may invest in any type of securities, financial instruments and other assets in pursuit of its investment objective. While Kinetic believes this will most frequently be in public and private equity, from time to time Kinetic may determine the most attractive risk-adjusted return is presented by fixed-income,

convertible, preferred securities, derivatives, cryptocurrencies and digital assets, and other financial instruments, among others. In addition, Kinetic uses derivatives or other securities for the purposes of hedging risks including, but not limited to, foreign exchange. The Kinetic Partners Fund may also invest in money market funds, exchange-traded funds and registered investment companies for cash management, hedging or other investment purposes.

Investors should refer to the Kinetic Partners Fund's governing documents for additional details and a full description of the investment program.

### ***B. Material, Significant or Unusual Risks***

As a general matter, investing in securities involves a risk of loss that investors should be prepared to bear. No guarantee or representation is made that the investment strategies offered by Kinetic will be successful. An investment in the Kinetic Partners Fund should not in itself be considered a balanced investment program and should only be made after consultation with independent qualified sources of investment and tax advice. Investors should be able to withstand the loss of their entire investment.

These risk factors reflect a summary of those risks we believe to be material, significant or unusual and relate to the significant investment strategies or methods of analysis that we employ and do not purport to be a complete list or explanation of the risks involved in an investment in the Kinetic Partners Fund. Investors should consult the Kinetic Partners Fund's governing documents for more details on the risks associated with an investment in such fund.

### **Risks Relating to Market Conditions Generally**

#### ***General Economic and Market Conditions***

The success of the Kinetic Partners Fund's activities will be affected by general economic and market conditions, such as interest rates, availability of credit, credit defaults, inflation rates, economic uncertainty, changes in laws (including laws relating to taxation of the Kinetic Partners Fund's investments), trade barriers, currency exchange controls, and national and international political circumstances (including wars, terrorist acts or security operations). These factors may affect the level and volatility of the prices and the liquidity of the Kinetic Partners Fund's investments. Volatility or illiquidity could impair the Kinetic Partners Fund's profitability or result in losses. The Kinetic Partners Fund will maintain substantial trading positions that can be adversely affected by the level of volatility in the financial markets.

#### ***Inflation Risk***

The United States and other economies have recently experienced historically high inflation rate levels and there is uncertainty in connection with changing expectations relating to inflation and deflation. Changes in inflation rates may adversely impact the Kinetic Partners Fund and its return on investments. For example, returns on investments that have fixed interest rates may suffer as a result of inflation.

### *Climate Change-Related Risks*

The environmental effects of climate change, including rising temperatures, extreme weather, fires, flooding, erratic weather fluctuations, agricultural failures and displacement and destabilization of human populations, could have materially adverse effects on the securities held by the Kinetic Partners Fund. Kinetic believes that such risks may increase over time, although the time period over which these consequences might unfold is difficult to predict.

### Risks Relating to Legal and Regulatory Matters

#### *Legal and Regulatory Environment for Private Investment Funds and their Managers*

The legal and regulatory environment worldwide for private investment funds (such as the Kinetic Partners Fund) and their managers is evolving. Changes in the regulation of private investment funds, their managers, and their trading and investing activities may have a material adverse effect on the ability of the Kinetic Partners Fund to pursue its investment program and the value of investments held by the Kinetic Partners Fund. There has been an increase in scrutiny of the private investment fund industry by governmental agencies and self-regulatory organizations. New laws and regulations or actions taken by regulators that restrict the ability of the Kinetic Partners Fund to pursue its investment program or engage in transactions with certain counterparties could have a material adverse effect on the Kinetic Partners Fund and the investors' investments therein.

#### *Exposure to Material Non-Public Information*

From time to time, Kinetic may, in the course of its activities with respect to the Kinetic Partners Fund, or in the course of its activities with respect to other Kinetic clients, receive material non-public information with respect to an issuer of publicly traded securities. During the course of the research process, Kinetic may share and receive information from other market participants, which could increase the likelihood that Kinetic will receive material non-public information and be required to restrict trading in an issuer's securities. In such circumstances, Kinetic may restrict the Kinetic Partners Fund, or the Kinetic Partners Fund may be prohibited, by law, policy or contract, for a period of time from (i) unwinding a position in such issuer, (ii) establishing an initial position or taking any greater position in such issuer, and (iii) pursuing other investment opportunities related to such issuer. If these restrictions or prohibitions apply to securities in which the Kinetic Partners Fund is considering making an investment, such restrictions or limitations could prevent the Kinetic Partners Fund from accessing a profitable investment opportunity. If such restrictions or limitations apply to securities in which the Kinetic Partners Fund has an existing investment, then such restrictions or limitations could give rise to substantial investment losses, which losses, in the case of a security in which the Kinetic Partners Fund has a short position, are theoretically unlimited.

### Risks Relating to Management

#### *Limited Operating History*

Each of the Kinetic Partners Fund, the General Partner and Kinetic has a limited operating history upon which prospective investors can evaluate their anticipated performance. The investment

professionals of Kinetic have used investment strategies similar to the investment strategies described herein in their previous investment-related roles. However, there can be no assurance that the Kinetic Partners Fund or Kinetic will achieve results comparable to those that such investment professionals, or any firms with whom such individuals were previously associated, have achieved in the past.

#### *Dependence on Kinetic*

The success of the Kinetic Partners Fund is dependent upon the ability of Kinetic to manage the Kinetic Partners Fund and effectively implement the Kinetic Partners Fund's investment program. The Kinetic Partners Fund's governing documents do not permit the investors to participate in the management and affairs of the Kinetic Partners Fund. If Kinetic were to lose the services of the Principal, or the Kinetic Partners Fund or any other Kinetic clients were to incur substantial losses, Kinetic might not be able to provide the same level of service to the Kinetic Partners Fund as it has in the past or continue operations. The loss of the services of Kinetic could have a material adverse effect on the Kinetic Partners Fund and the investors' investments therein.

#### *Dependence on Service Providers*

The Kinetic Partners Fund is also dependent upon its counterparties and the businesses that are not controlled by Kinetic that provide services to the Kinetic Partners Fund. Examples of service providers include the administrator, a prime broker, legal counsel and the auditor. Errors are inherent in the business and operations of any business, and although Kinetic will adopt measures deemed by it to be reasonable to attempt to prevent and detect errors by, and misconduct of, counterparties and service providers, and transact with counterparties and service providers it believes to be reliable, such measures may not be effective in all cases. Errors or misconduct could have a material adverse effect on the Kinetic Partners Fund and the investors' investments therein.

### Risks Relating to the Structure and Terms of the Kinetic Partners Fund

#### *Limited Liquidity*

An investment in the Kinetic Partners Fund has limited liquidity because investors will generally have only limited rights to withdraw capital from the Kinetic Partners Fund or transfer their interests, and because Kinetic has the right to suspend withdrawals.

#### *Private Investments*

##### *Liquidity of Private Investment Accounts*

Capital invested in private investment accounts generally is not available for withdrawal or distribution until the respective private investment is liquidated or deemed realized. An investor will be required to continue to participate in existing private investments irrespective of whether such investor has otherwise withdrawn from the Kinetic Partners Fund, and the Kinetic Partners Fund may be required to hold private investments for several years, if not longer.



#### *No Maximum Holding Period*

Kinetic has discretion as to whether to determine to designate an investment as a private investment and as to whether to designate any hedging or similar position or other asset (including cash) as a corresponding investment to such private investment. Kinetic also has discretion as to whether and when to cause the Kinetic Partners Fund to realize or deem realized all or a portion of any private investment, and will not be obligated to immediately effect a realization or deemed realization upon the occurrence of a liquidity event (e.g., initial public offering, direct listing, SPAC business combination, merger, etc.) or other event that causes a private investment to become freely tradable or no longer meet the criteria applied when such investment was designated as a private investment.

#### *Valuation of Private Investments*

At the time a private investment is designated as such it will be valued at cost and may be held at cost for a period of time after acquisition in accordance with the Kinetic's valuation policies and procedures, as the same may be amended from time to time (the "**Valuation Policy**"). There is no guarantee that the value of a private investment as determined by Kinetic will represent the value that will be realized by the Kinetic Partners Fund on the eventual realization of the private investment or that would, in fact, be realized upon an immediate disposition of the private investment. Inaccurate valuations of private investments could impact, among other things, the Management Fee borne by an investor.

#### *Access to Information*

Kinetic generally will not provide detailed information about the Kinetic Partners Fund's portfolio or any advance notice of anticipated changes in the composition of the Kinetic Partners Fund's portfolio. In response to questions and requests and in connection with due diligence meetings and other communications, the Kinetic Partners Fund and Kinetic may, however, provide additional information to certain investors and prospective investors that is not distributed to other investors and prospective investors generally. Each investor is responsible for asking such questions as it believes are necessary in order to make its own investment decisions, must decide for itself whether the limited information provided by Kinetic and the Kinetic Partners Fund is sufficient for its needs and must accept the foregoing risks.

#### *Strategic Investor*

The General Partner, Kinetic and the Kinetic Partners Fund have entered into an arrangement with a strategic investor. The strategic investor is entitled to receive a portion of the Incentive Allocation for a period of time and has certain rights that are in addition to, and generally more favorable than, the rights of other investors. Due to this arrangement, the strategic investor may have access to information that is not available to the other investors. The strategic investor will have no obligation to disclose such information to the other investors or to use such information for the benefit of the Kinetic Partners Fund, and the strategic investor's decision to make a withdrawal from the Kinetic Partners Fund may be made based on such information.

## Risks Relating to the Operations of the Kinetic Partners Fund

### *Cybersecurity Risk*

As part of its business, Kinetic processes, stores and transmits large amounts of electronic information, including information relating to the transactions of the Kinetic Partners Fund and personally identifiable information of the investors. Similarly, the service providers, especially the administrator, may process, store and transmit such information. Kinetic has procedures and systems in place that it believes are reasonably designed to protect such information and prevent data loss and security breaches. However, such measures cannot provide absolute security.

### *Valuation of Assets and Liabilities*

The Kinetic Partners Fund's assets and liabilities are valued in accordance with the Valuation Policy. The valuation of any asset or liability involves inherent uncertainty, and all values assigned to assets and liabilities in accordance with the Valuation Policy are final and conclusive as to all of the investors. The Valuation Policy, and procedures adopted by Kinetic relating to the implementation of the Valuation Policy, are subject to change and may be revised from time to time. Upon request, Kinetic will make its Valuation Policy available to an investor for review. There is no guarantee that the value determined with respect to a particular asset or liability by Kinetic will represent the value that will be realized by the Kinetic Partners Fund on the eventual disposition of the related investment or that would, in fact, be realized upon an immediate disposition of the investment. The value of an investment determined in accordance with the Valuation Policy may differ materially from the value realized or that could have been realized in an actual sale or transfer for a variety of reasons, including the timing of the transaction and liquidity in the market. Such uncertainties as to the valuation of portfolio positions could have an impact on the net asset value of the Kinetic Partners Fund and require adjustments to reported net asset values (*i.e.*, if the earlier judgments of Kinetic regarding the appropriate valuation should prove to be incorrect).

### *Counterparty Risk*

The Kinetic Partners Fund expects to establish relationships to obtain financing, derivative intermediation and prime brokerage services that permit the Kinetic Partners Fund to trade in any variety of markets or asset classes over time. However, there can be no assurance that the Kinetic Partners Fund will be able to establish or maintain such relationships. An inability to establish or maintain such relationships could limit the Kinetic Partners Fund's trading activities, create losses, preclude the Kinetic Partners Fund from engaging in certain transactions or prevent the Kinetic Partners Fund from trading at optimal rates and terms. Moreover, a disruption in the financing, derivative intermediation and prime brokerage services provided by any such relationships could have a significant impact on the Kinetic Partners Fund's business due to the Kinetic Partners Fund's reliance on such counterparties.

## *Leverage and Borrowing*

### *Leverage for Investment Purposes*

The use of leverage will allow the Kinetic Partners Fund to make additional investments, thereby increasing its exposure to assets, such that its total exposure may be greater than its capital. However, leverage will also magnify the volatility of changes in the value of the Kinetic Partners Fund's portfolio. Thus, while leverage presents opportunities for increasing the total return on investments, it has the effect of potentially magnifying losses as well. Accordingly, any event which adversely affects the value of an investment is likely to be magnified to the extent leverage is utilized. The cumulative effect of the use of leverage by the Kinetic Partners Fund in a market that moves adversely to its investments could result in substantial losses to the Kinetic Partners Fund, which would be greater than if the Kinetic Partners Fund were not leveraged.

### *Collateral*

The instruments and borrowings utilized by the Kinetic Partners Fund to leverage investments may be collateralized by all or a portion of the Kinetic Partners Fund's portfolio. Accordingly, the Kinetic Partners Fund will pledge its securities in order to borrow or otherwise obtain leverage for investment or other purposes. Should the securities pledged to brokers to secure the Kinetic Partners Fund's margin accounts decline in value, the Kinetic Partners Fund could be subject to a "margin call", pursuant to which the Kinetic Partners Fund must either deposit additional funds or securities with the broker or suffer mandatory liquidation of the pledged securities to compensate for the decline in value. The banks and dealers that provide financing to the Kinetic Partners Fund can apply essentially discretionary margin, "haircut", financing and collateral valuation policies. Changes by counterparties in any of the foregoing may result in large margin calls, loss of financing and forced liquidations of positions at disadvantageous prices. Lenders that provide other types of asset-based or secured financing to the Kinetic Partners Fund may have similar rights. There can be no assurance that the Kinetic Partners Fund will be able to secure or maintain adequate financing.

### *Lending of Portfolio Securities*

The Kinetic Partners Fund may lend securities on a collateralized and an uncollateralized basis from its portfolio to creditworthy securities firms and financial institutions. While a securities loan is outstanding, the Kinetic Partners Fund will continue to receive the equivalent of the interest or dividends paid by the issuer on the securities, as well as interest on the investment of the collateral or a fee from the borrower. The risks in lending securities, as with other extensions of secured credit, if any, consist of possible delay in receiving additional collateral, if any, or in recovery of the securities or possible loss of rights in the collateral, if any, should the borrower fail financially.

### *Outsourced Trading*

Kinetic has engaged one or more broker-dealers on behalf of the Kinetic Partners Fund to execute and/or direct a portion of the Kinetic Partners Fund's trades on an outsourced basis. Under the

terms of its engagement, an outsourced trader, unless directed by Kinetic to do otherwise, will have discretion on matters such as price, execution timing, venue, broker, and other aspects of trade execution. Use of an outsourced trader, and the manner in which Kinetic compensates the outsourced trader, exposes the Kinetic Partners Fund to potential conflicts of interest that would be different than the conflicts of interest posed if Kinetic employed its own trading desk personnel.

### *Catastrophe Risks*

The Kinetic Partners Fund may be subject to the risk of loss arising from direct or indirect exposure to various catastrophic events, including the following: hurricanes, earthquakes and other natural disasters (which may be caused, or enhanced in frequency and severity, by climate change factors); war, terrorism and other armed conflicts; cyberterrorism; major or prolonged power outages or network interruptions; and public health crises, including infectious disease outbreaks, epidemics and pandemics.

### Risks Relating to Investment Strategies and Structures

#### *Risk of Loss*

No guarantee or representation is made that the Kinetic Partners Fund's investment program, including the Kinetic Partners Fund's investment objective, diversification strategies or risk monitoring goals, will be successful. Investment results may vary substantially over time. No assurance can be made that profits will be achieved or that substantial or complete losses will not be incurred. Past investment results of the Kinetic Partners Fund and Kinetic (or investments otherwise made by the investment professionals of Kinetic) are not necessarily indicative of their future performance.

#### *Competition; Availability of Investments*

Certain markets in which the Kinetic Partners Fund may invest are extremely competitive for attractive investment opportunities. As a result, there can be no assurance that Kinetic will be able to identify or successfully pursue attractive investment opportunities in such environments.

#### *Discretion of Kinetic; New Strategies and Techniques*

While Kinetic will generally seek to employ the representative investment strategies and techniques discussed in the offering memorandum, Kinetic has considerable discretion in the types of securities the Kinetic Partners Fund may trade and has the right to modify the investment strategies and techniques of the Kinetic Partners Fund without the consent of the investors. Additionally, the strategies that Kinetic may pursue for the Kinetic Partners Fund are not limited to the strategies described in the offering memorandum and such strategies may change and evolve materially over time. Kinetic has broad latitude with respect to the management of the Kinetic Partners Fund's risk parameters. Prospective investors should recognize that by investing in the Kinetic Partners Fund, they are placing their capital indirectly under the full discretionary management of Kinetic and authorizing Kinetic indirectly to trade for the Kinetic Partners Fund using whatever strategies in such manner as Kinetic may determine.

### *Volatility Risk*

The Kinetic Partners Fund's investment program may involve the purchase and sale of relatively volatile securities and/or investments in volatile markets. Fluctuations or prolonged changes in the volatility of such securities and/or markets can adversely affect the value of investments held by the Kinetic Partners Fund.

### *Diversification and Concentration*

The Kinetic Partners Fund's portfolio is expected to be concentrated in a limited number of securities. In addition, the Kinetic Partners Fund's portfolio may become significantly concentrated in securities related to a single or a limited number of issuers, industries, sectors, strategies, countries or geographic regions. This limited diversification may result in the concentration of risk, which, in turn, could expose the Kinetic Partners Fund to losses disproportionate to market movements in general if there are disproportionately greater adverse price movements in such securities.

### *Short Selling*

The success of the Kinetic Partners Fund's short selling investment strategy depends upon Kinetic's ability to identify and sell short securities that are overvalued. A short sale creates the risk of a theoretically unlimited loss, in that the price of the underlying security could theoretically increase without limit, thus increasing the cost to the Kinetic Partners Fund of buying those securities to cover the short position. There can be no assurance that the Kinetic Partners Fund will be able to maintain the ability to borrow securities sold short. In such cases, the Kinetic Partners Fund can be "bought in" (*i.e.*, forced to repurchase securities in the open market to return to the lender). There also can be no assurance that the securities necessary to cover a short position will be available for purchase at or near prices quoted in the market. Purchasing securities to close out a short position can itself cause the price of the securities to rise further, thereby exacerbating the loss.

### *Long-Term Investments*

The success of the Kinetic Partners Fund's long-term investment strategy depends upon Kinetic's ability to identify and purchase securities that are undervalued and hold such investments so as to maximize value on a long-term basis. In pursuing any long-term strategy, the Kinetic Partners Fund may forego value in the short term or temporary investments in order to be able to avail the Kinetic Partners Fund of additional and/or longer-term opportunities in the future.

### *Short-Term Market Considerations*

Kinetic's trading decisions may be made on the basis of short-term market considerations, and the portfolio turnover rate could result in significant trading related expenses.

### *Hedging Transactions*

The Kinetic Partners Fund will utilize securities for risk management purposes. Kinetic may be unable to anticipate the occurrence of a particular risk and, therefore, may be unable to attempt to hedge against it. While the Kinetic Partners Fund may enter into hedging transactions to seek to

reduce risk, such transactions may result in a poorer overall performance for the Kinetic Partners Fund than if it had not engaged in any such hedging transaction. Moreover, the portfolio will always be exposed to certain risks that cannot be hedged.

#### *Currency Hedging*

The Kinetic Partners Fund will invest in securities denominated in currencies other than the U.S. dollar. The Kinetic Partners Fund, however, values its securities in U.S. dollars. The Kinetic Partners Fund may or may not seek to hedge its non-U.S. currency exposure by entering into currency hedging transactions.

#### *Risks of Post-Closing Co-Investments*

The Kinetic Partners Fund's private investments will include investments in which Kinetic will seek co-investors. Co-investors will often participate in investments when the Kinetic Partners Fund initially invests in a company. However, there may be circumstances, including due to the timing requirements of a transaction or the need for regulatory clearance for the co-investors, where co-investors (including other Kinetic clients) will subsequently purchase their investments from the Kinetic Partners Fund. If the Kinetic Partners Fund is not successful in selling such co-investment to co-investors post-closing, in whole or in part, the Kinetic Partners Fund may consequently hold a greater concentration and have more exposure in the related investment than initially was intended, which could make the Kinetic Partners Fund more susceptible to fluctuations in value resulting from adverse economic and/or business conditions with respect thereto.

#### *Investment Vehicles and Unaffiliated Investment Managers*

The Kinetic Partners Fund may make investments on an opportunistic basis in vehicles managed by unaffiliated investment managers. Such investments are subject to various risks.

#### Risks Relating to Methods of Analysis

##### *Fundamental Analysis*

Certain trading decisions made by Kinetic will be based on fundamental analysis. Data on which fundamental analysis relies may be inaccurate or may be generally available to other market participants. To the extent that any such data are inaccurate or that other market participants have developed, based on such data, trading strategies similar to the Kinetic Partners Fund's trading strategies, the Kinetic Partners Fund may not be able to realize its investment goals. In addition, fundamental market information is subject to interpretation. To the extent that Kinetic misinterprets the meaning of certain data, the Kinetic Partners Fund may incur losses.

### *Investment and Due Diligence Process*

Due diligence generally entails evaluation of important and complex business, financial, tax, accounting, environmental and legal issues. Before making investments, Kinetic will conduct due diligence that it deems reasonable and appropriate based on the facts and circumstances applicable to each investment, including the timeframe in which a particular investment needs to be made and the information available to Kinetic (both of which, at times, may be limited). When conducting due diligence and making an assessment regarding an investment, Kinetic will rely on the resources reasonably available to it. At times, the investment opportunities pursued by the Kinetic Partners Fund require rapid execution, and investment analyses and due diligence, negotiations and decisions by Kinetic may be required to be undertaken on an expedited basis (including with respect to the Kinetic Partners Fund's investments in IPOs).

### *Uncertainty of Financial Models and Projections*

Kinetic uses financial models and projections to help analyze a potential investment or future capital raises by, and financing for, portfolio companies or other transactions. Modeled and projected operating results will often be based on management judgments, with adjustments to such models and projections made by Kinetic in its discretion. In all cases, models and projections are only estimates of future results that are based upon assumptions made at the time that the models and projections are developed.

### *Alternative Data*

Kinetic uses alternative data in its investment process. Alternative data includes datasets that have been culled from a variety of sources, such as internet usage, payment records, financial transactions, weather and other physical phenomena sensors, applications and devices (such as smartphones) that generate location and mobility data, data gathered by satellites, and government and other public records databases (this data is sometimes referred to as “big data” or “alternative data”). Kinetic applies this alternative data to better anticipate micro- and macro-economic trends and otherwise to develop or improve trading or investment themes. The analysis and interpretation of alternative data involves a high degree of uncertainty and may entail significant expense, including technological efforts, that are expected to be borne—in whole or in part—by the Kinetic Partners Fund. No assurance can be given that Kinetic will be successful in utilizing alternative data in its investment process.

### Risks Relating to Specific Types of Investments

#### *Equity Securities Generally*

The value of equity securities of public and private, listed and unlisted companies and equity derivatives generally varies with the performance of the issuer and movements in the equity markets. As a result, the Kinetic Partners Fund may suffer losses if it invests in equity instruments of issuers whose performance diverges from Kinetic's expectations or if equity markets generally move in a single direction and the Kinetic Partners Fund has not hedged against such a general move.

### *Illiquid Securities*

Certain securities, whether or not designated by Kinetic as private investments, may be illiquid because, for example, they are subject to legal or other restrictions on transfer or there is no liquid market for such securities. Valuation of such securities may be difficult or uncertain because there may be limited information available about the issuers of such securities. The market prices, if any, for such securities tend to be volatile and may not be readily ascertainable, and the Kinetic Partners Fund may not be able to sell them when it desires to do so or to realize what it perceives to be their fair value in the event of a sale.

### *Initial Public Offerings*

Investments in IPOs (or shortly thereafter) may involve higher risks than investments issued in secondary public offerings or purchases on a secondary market due to a variety of factors, including the limited number of shares available for trading, unseasoned trading, lack of investor knowledge of the issuer and limited operating history of the issuer. The Kinetic Partners Fund will regularly participate in the market for IPO issuances, and the Kinetic Partners Fund may purchase securities of an issuer in respect of which Kinetic has not conducted the same level of fundamental research (or any research) as it would for a core position.

### *Preferred Stock*

Investments in preferred stock involve risks related to priority in the event of bankruptcy, insolvency or liquidation of the issuing company and how dividends are declared. Preferred stock ranks junior to debt securities in an issuer's capital structure and, accordingly, is subordinate to all debt in bankruptcy.

### *Restricted Securities*

Restricted securities cannot be sold to the public without registration under the Securities Act. Unless registered for sale, restricted securities can be sold only in privately negotiated transactions or pursuant to an exemption from registration (e.g., under Rule 144A of the Securities Act). Restricted securities may involve a high degree of business and financial risk which may result in substantial losses.

### *Unlisted Securities*

Unlisted securities may involve higher risks than listed securities. Because of the absence of any trading market for unlisted securities, it may take longer to liquidate, or it may not be possible to liquidate, positions in unlisted securities than would be the case for publicly traded securities. Companies whose securities are not publicly traded may not be subject to public disclosure and other investor protection requirements applicable to publicly traded securities.

### *Convertible Securities*

A convertible security may be subject to redemption at the option of the issuer at a price established in the convertible security's governing instrument. If a convertible security held by the Kinetic Partners Fund is called for redemption, the Kinetic Partners Fund will be required to permit the issuer to redeem the security, convert it into the underlying common stock or sell it to a third party.



Any of these actions could have an adverse effect on the Kinetic Partners Fund's ability to achieve its investment objective.

### *Private Investments*

#### *Risks of Growth Equity Investing*

While growth equity investments offer the opportunity for significant gains, such investments also involve a high degree of business and financial risk and can result in substantial or total losses. Among these risks are the general risks associated with investing in companies at an early or growth-stage of development or with little or no operating history, companies with substantial variations in operating results from period to period, companies with the need for substantial additional capital to support expansion or to achieve or maintain a competitive position and companies dependent on new or developing technology. The ability of a growth equity portfolio company to succeed will be dependent not only upon the company's ability to develop the right products for the right market, but to constantly evolve its business to be sure that its products keep pace with changing technologies and markets.

#### *Risk of Early-Stage Investments*

The Kinetic Partners Fund may make investments in the private equity of companies at an early stage of development, which involves a high degree of business and financial risk. Early-stage companies often experience unexpected problems in the areas of product development, manufacturing, marketing, financing and general management, which, in some cases, cannot be adequately solved. Early-stage companies with little or no operating history may require substantial additional capital to support expansion or to achieve or maintain a competitive position, may produce substantial variations in operating results from period to period or may operate at a loss.

#### *Control Issues*

Although Kinetic may seek protective provisions, including, possibly, board representation or observer rights, in connection with certain of its private investments, to the extent the Kinetic Partners Fund takes minority positions in companies in which it invests, Kinetic may not be in a position to exercise control over the management of such companies, and, accordingly, may have a limited ability to protect its position in such companies. Notwithstanding the foregoing, Kinetic may engage with the management of such companies with a view to sharing ideas regarding the business and affairs of such companies.

#### *Reliance on Company Management*

Many private companies rely on the services of a limited number of key individuals to manage the business and operations of the company, the loss of any one of whom could significantly adversely affect the company's performance. While Kinetic may seek to monitor and review the performance of a private investment company's management team,

management of each company will have day-to-day responsibility of managing such portfolio company.

#### *Fees*

The Kinetic Partners Fund's investments in the equity of private companies through a third party managed investment vehicle may be subject to substantial fees charged by third-party investment advisers to manage such investments. Such fees may include management or asset-based fees (fees that compensate an investment adviser on the basis of a share of net assets under management) and performance-based fees or allocations (fees or allocations that compensate an investment adviser on the basis of a share of capital gains upon or capital appreciation of the assets under management).

#### *Debt Securities*

Debt securities of all types of issuers may have speculative characteristics, regardless of whether they are rated. The issuers of such instruments (including sovereign issuers) may face significant ongoing uncertainties and exposure to adverse conditions that may undermine the issuer's ability to make timely payment of interest and principal in accordance with the terms of the obligations.

#### *Derivative Instruments*

Certain swaps, options, warrants and other derivative instruments may be subject to various types of risks, including market risk, liquidity risk, credit risk, legal risk and operations risk. The regulatory and tax environment for derivative instruments in which the Kinetic Partners Fund may participate is evolving, and changes in the regulation or taxation of such instruments may have a material adverse effect on the Kinetic Partners Fund.

#### *PIPE Transactions*

Private investments in public companies whose stocks are quoted on stock exchanges or which trade in the over-the-counter securities market, a type of investment commonly referred to as a "PIPE" transaction, may be entered into with smaller capitalization public companies, which will entail business and financial risks comparable to those of investments in the publicly-issued securities of smaller capitalization companies, which may be less likely to be able to weather business or cyclical downturns than larger companies and are more likely to be substantially hurt by the loss of a few key personnel. In addition, PIPE transactions will generally result in the Kinetic Partners Fund acquiring either restricted stock or an instrument convertible into restricted stock.

#### *Digital Assets*

The holdings of the Kinetic Partners Fund may include portfolio investments that are related in various ways to digital assets, virtual currencies, digital coins/tokens, blockchain or distributed ledger technology (collectively, "**Digital Assets**") and the Kinetic Partners Fund may also invest directly in Digital Assets. Certain risks relating to Digital Assets generally differ from those of traditional currencies, commodities or securities. Importantly, Digital Assets are oftentimes not directly backed by a central bank or a nation, supranational or quasi-national organization, any hard assets, human capital, or other form of credit. Rather Digital Assets are market based: a

Digital Asset's value is determined by (and fluctuates often, according to) supply and demand factors, and the value that various market participants place on it through their mutual agreement.

#### Risks Relating to Non-U.S. Investments and Non-U.S. Jurisdictions

##### *Non-U.S. Exchanges*

The Kinetic Partners Fund may trade on exchanges or markets located outside the United States. Trading on such exchanges or markets is not regulated by the SEC and the U.S. Commodity Futures Trading Commission (the "CFTC") and may, therefore, be subject to more risks than trading on U.S. exchanges, such as the risks of exchange controls, expropriation, burdensome taxation, moratoria and political or diplomatic events. Risks in investments in non-U.S. securities may also include reduced and less reliable information about issuers and markets, less stringent accounting standards, illiquidity of securities and markets, higher brokerage commissions and custody fees.

##### *Non-U.S. Investments*

Investing in the securities of companies (and, from time to time, governments) outside of the United States involves certain considerations not usually associated with investing in securities of U.S. companies or the U.S. government, including political and economic considerations, such as greater risks of expropriation, nationalization, confiscatory taxation, imposition of withholding or other taxes on interest, dividends, capital gains, other income or gross sale or disposition proceeds, limitations on the removal of assets and general social, political and economic instability; the relatively small size of the securities markets in such countries and the low volume of trading, resulting in potential lack of liquidity and in price volatility; the evolving and unsophisticated laws and regulations applicable to the securities and financial services industries of certain countries; fluctuations in the rate of exchange between currencies and costs associated with currency conversion; and certain government policies that may restrict the Kinetic Partners Fund's investment opportunities.

## ITEM 9: DISCIPLINARY INFORMATION

There are no legal or disciplinary events that are material to a client's or prospective client's evaluation of Kinetic's advisory business or the integrity of Kinetic's management.

## ITEM 10: OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

### ***A. Broker-Dealer Registration Status***

Kinetic and our management persons are not registered as broker-dealers and do not have any application pending to register with the SEC as a broker-dealer or registered representative of a broker-dealer.

### ***B. Futures Commission Merchant, Commodity Pool Operator or Commodity Trading Adviser Registration Status***

Kinetic and our management persons are not registered as, and do not have any application to register as, futures commission merchants, commodity pool operators, commodity trading advisors or associated persons of the foregoing entities.

Kinetic is exempt from registration with the CFTC as a commodity trading advisor. The General Partner, with respect to each Kinetic Partners Fund, has claimed an exemption from registration with the CFTC as a commodity pool operator pursuant to CFTC Rule 4.13(a)(3).

### ***C. Material Relationships or Arrangements with Related Persons***

As described in Item 4 above, the General Partner serves as general partner of each Kinetic Partners Fund (other than the Offshore Feeder). The General Partner is an “advisory affiliate” of Kinetic and persons acting on behalf of the General Partner are subject to the Investment Advisers Act of 1940, as amended (the “**Advisers Act**”) and Kinetic’s compliance program.

### ***D. Material Conflicts of Interest Relating to Other Investment Advisers***

Kinetic does not intend to recommend or select other investment advisers for the Kinetic Partners Fund, although it may do so in the future.

Kinetic has entered into an arrangement with a strategic investor that is controlled by an investment adviser unaffiliated with Kinetic. The strategic investor will not be responsible for the management or performance of the Kinetic Partners Fund. The strategic investor and its affiliates may employ investment strategies substantially similar to the investment strategy of the Kinetic Partners Fund, trade in the same financial instruments as the Kinetic Partners Fund and/or take positions in such financial instruments that are opposite to the positions taken by the Kinetic Partners Fund which, in each case, could adversely affect the Kinetic Partners Fund’s portfolio. The strategic investor and its affiliates may conduct any other business, including any business within the securities industry, whether or not such business is in competition with the Kinetic Partners Fund or Kinetic.

## ITEM 11: CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING

### A. *Code of Ethics*

Kinetic strives to adhere to the highest industry standards of conduct based on principles of professionalism, integrity, honesty and trust. In seeking to meet these standards, we have adopted a Code of Ethics (the “**Code of Ethics**”).

The Code of Ethics requires all Kinetic employees to maintain the following standards of behavior:

- *Compliance with Laws.* Employees must comply with all applicable laws and regulations of the U.S. and any other countries in which Kinetic conducts business.
- *Insider Trading and Market Abuse.* Kinetic’s policy and federal and state securities laws forbid all employees, either personally or on the behalf of others, from buying or selling securities on the basis of material, nonpublic information about that security or issuer (or “tipping” such information to another person who trades), in breach of a duty of trust or confidence. Employees must also refrain from any activity that would constitute market abuse, which generally refers to activities that are intended to create a false or misleading impression in order to affect the price or market for a given security.
- *Duty of Care.* Kinetic and each employee owes a fiduciary duty of care to our clients, which includes (i) the duty to provide advice that is in the best interest of a client, (ii) the duty to seek best execution of a client’s transactions, and (iii) the duty to provide advice and monitoring of the client’s accounts over the course of the relationship.
- *Duty of Loyalty.* Kinetic and each employee owes a fiduciary duty of loyalty to our clients, which dictates that Kinetic and each employee must (i) not place their own interests ahead of clients’ interests, (ii) make full and fair disclosures to its clients of all material facts relating to the advisory relationship, and (iii) eliminate or at least expose through full and fair disclosure all conflicts of interest which might incline Kinetic to render advice which is not disinterested.

As further described below, the Code of Ethics also governs personal trading activities by personnel and their immediate family members living in the same household. In addition to restrictions on personal trading, the Code of Ethics also includes policies and procedures that address and place limits on the giving and receiving of gifts and entertainment, the making of political contributions, service on outside boards of directors and other outside business activities that could give rise to potential conflicts of interest.

Clients and prospective clients may request a copy of the Code of Ethics by contacting us at the address or telephone number listed on the first page of this document.

## ***B. Certain Conflicts of Interest Relating to Clients and Client Transactions***

### **Investments by Kinetic and Related Persons in Clients**

The Principal and certain employees of Kinetic will invest capital in the Kinetic Partners Fund and other Kinetic clients. Such investors are likely to be in possession of information relating to such clients that is not available to other investors and prospective investors. The Principal and employees of Kinetic are generally not required to keep any minimum investment in any client. It is expected that the size and nature of these investments will change over time without notice to the investors. Investments by the Principal and employees of Kinetic in clients could incentivize the Principal and such employees to increase or decrease the risk profile of a client and take other actions that may adversely affect a client, including, for example, allocating time to the business of a client and the management of clients and businesses in a different manner than such time would be allocated absent such investments, or allocating trades and investment opportunities in a different manner than such trades or opportunities would be allocated absent such investments.

### **Personal Investments by Kinetic and Related Persons**

#### ***Personal Trading Generally***

The Code of Ethics places restrictions on personal trades by employees of Kinetic and mandates that employees disclose their personal securities holdings and transactions to Kinetic on a periodic basis. The Code of Ethics also requires that employees pre-clear certain types of personal securities transactions. Generally, and subject to certain exceptions, employees of Kinetic may not engage in personal trading in single-name, publicly-traded stocks and may only dispose of any such securities held in their respective personal trading accounts subject to pre-clearance. Employees are not required, however, to obtain pre-clearance for personal investments in certain other securities, including certain investments in mutual funds, money market funds, closed-end funds, ETFs, municipal securities, government securities and certain cryptocurrencies whether or not a Kinetic client has invested in the same or similar securities. In addition, subject to pre-clearance, Kinetic permits employees to transact in other securities, including private securities, interests in private funds and to sell publicly-traded securities that (i) were acquired prior to their association with Kinetic, (ii) were initially investments in private issuers that subsequently conduct public offerings, and (iii) were received as an in-kind distribution from a private investment fund, including Kinetic clients.

Kinetic and its personnel may give or take action for their own accounts that differs from advice given or action taken for clients. This activity could occur, but not exclusively, when an employee is liquidating positions in a personal account that were acquired prior to the employee joining Kinetic or when the employee has received an in-kind distribution of securities from a private investment fund – and under those circumstances employees may sell securities that are held in a client's portfolio (and that Kinetic intends to cause such client to continue to hold), subject to the policies and procedures of Kinetic (including the pre-clearance requirements under its Code of Ethics). Advice given or action taken for personal accounts may also conflict with or be adverse

to advice given or action taken for clients. In certain circumstances, including but not limited to situations where the employee is liquidating a position in an illiquid or lightly-traded security, these activities have the potential to adversely affect the prices and availability of other securities held by or potentially considered for purchase by a client.

Personnel of Kinetic are permitted to take actions in respect of their personal investments that they consider to be in their best interests. However, Kinetic's policies require that no action will be permitted to be taken unless such personnel believe in good faith that such action is consistent with Kinetic's fiduciary duty to clients. Kinetic will seek to resolve all conflicts in a manner that it deems to be fair and equitable consistent with its duties to clients.

#### *Personal Investments in Securities Also Held by a Client*

Personnel of Kinetic, including the Principal and other members of the investment team, may acquire, directly or indirectly, investments in securities in which a Kinetic client is, or may be, invested. Such acquisitions may be made directly or indirectly, including where an employee has an investment in a pooled investment vehicle managed by a third party, and such pooled investment vehicle has an investment in a security that a client also invests in. Such investments may include, without limitation, investments in securities of a private company in which a client later makes an investment (*i.e.*, the client may make an investment in a private company in which personnel of Kinetic have previously made a personal investment). This may occur, for example, when Kinetic's compliance team pre-approved such personal investment because the opportunity was not appropriate for a client at the time of such investment (*e.g.*, due to the relatively small size of the investment opportunity or the early development stage of the portfolio company), but later the company matured or the potential investment size was such that it became an appropriate investment for a client. Regardless of whether these personal investments were acquired directly or indirectly, such personnel may benefit from market or investment activity by Kinetic clients (*e.g.*, an investment made by a client in the same securities may lead to an increase in or reduce a decrease in the value of such securities or diminish the volatility of such securities). To the extent that personnel of Kinetic hold such investments or benefit from a client's market or investment activity, Kinetic will have a conflict of interest.

Kinetic maintains policies and procedures that seek to mitigate these conflicts of interest, including (i) requiring governance board approval for any initial investment by the Kinetic Partners Fund in a company in which personnel of Kinetic have a pre-existing direct investment (but not where such investment is held indirectly through funds or vehicles managed by third parties), and (ii) subject to certain exceptions, restricting personnel from disposing of any investment held both by such personnel and a client (to the extent such personnel have investment discretion) until such time as the applicable client has disposed of its investment (including disposing alongside clients).

Furthermore, to the extent Kinetic has conducted research regarding a prospective investment opportunity for a client and ultimately declines to pursue such investment because Kinetic believes it is not in the best interests of such client to consummate such investment, personnel of Kinetic may benefit from such research and expenses incurred in connection with such research, since



such personnel may have the opportunity to personally invest in such investment opportunities. Under such circumstances, neither Kinetic nor its personnel are required to bear the expenses borne by such client in connection with such research attributable to those investments.

There may be instances, including a proposed business relationship (e.g., merger, acquisition or joint venture) between an issuer in which personnel of Kinetic has a personal investment and an issuer in which a Kinetic client is invested, where the applicable person will have an incentive to take an action for the client or cause or influence the issuer in which the client is invested to take an action, in each case, that benefits the personal investment. Personal investment activities of personnel of Kinetic, or other activities not related to such personnel's work for Kinetic, may also increase the likelihood of Kinetic gaining possession of material non-public information about an issuer that leads to a restriction or limitation being imposed on Kinetic clients and/or one or more other conflicts of interest, including the fact that the client's investment in the public securities has the potential to benefit the personal investment.

Members of Kinetic may in the future enter into arrangements with Kinetic clients that may in certain circumstances result in such affiliates receiving performance-based compensation in the form of an in-kind distribution of securities. If a member of Kinetic at any time receives a distribution in kind from a Kinetic client, or any investment vehicle established by a third-party investor in connection with investment management or consulting services provided to it by Kinetic, in lieu of such member of Kinetic receiving performance-based compensation in the form of a cash distribution or payment, then such member may elect to hold the securities distributed in kind or dispose of the securities distributed in kind at such time as it deems appropriate in its sole discretion, irrespective of whether the same securities are held at such time by a Kinetic client. Under certain circumstances, Kinetic may have a conflict of interest in deciding whether to receive their performance-based compensation through an in-kind distribution, and in determining whether to hold the securities or dispose of them, especially if Kinetic's decision to sell such securities is likely to have an adverse effect on the value of the securities held by Kinetic clients.

#### *Personal Investments in Funds, Accounts or Other Investment Vehicles of Unaffiliated Investment Managers*

Personnel of Kinetic have and may in the future invest in funds, accounts or other investments vehicles managed by unaffiliated investment managers. Such funds, accounts or other investment vehicles, the investors therein or the employees of such unaffiliated investment managers may also invest in one or more Kinetic clients. Any such investments may create a conflict of interest.

#### *Personal Investments in Service Providers*

Certain personnel of Kinetic have passive ownership interests in companies that provide various research-related services to certain clients, and such clients will bear the fees and expenses associated with those services. As a result, any such individual receives tangible and/or intangible benefits related to a client's use of such companies' services. This could create a conflict of interest for Kinetic in determining the terms of the commercial relationship with such companies or whether to retain such a company as a vendor. Kinetic has concluded that the fees charged for the

services obtained by these companies are standard rates established on an arms' length basis and that the services provided benefit the applicable clients. Kinetic periodically reviews these arrangements and will renew them only if Kinetic concludes that the arrangements continue to be at arms' length and of benefit to the applicable clients.

### Co-Investments

Kinetic expects to offer certain investors and other third-party investors (which may include affiliates of Kinetic, the Principal or other Kinetic internal investors, or persons associated with portfolio companies of a client), the opportunity to co-invest with clients in particular investments. Kinetic expects to offer such co-investment opportunities, for example, when Kinetic believes the size of the opportunity exceeds the amount of capital that should be invested by the existing clients for which the investment is appropriate, or believes a co-investor can enhance the expected return of the investment or generate future deal flow for a client.

Any offer to participate in co-investment opportunities will be made to investors or other third parties in such proportions and subject to such terms and conditions as Kinetic determines in its sole discretion.

Kinetic is generally not obligated to offer co-investment opportunities to any particular person, and no person will be entitled (or obligated) to participate in such an opportunity by reason of being an investor in a client. Kinetic will take into account various factors when determining whether to offer any person a co-investment opportunity, including the nature of the opportunity, speed of execution required, tax considerations, such person's familiarity with and history of making similar investments (including successfully consummating prior co-investment opportunities with Kinetic) or ability to consummate co-investment opportunities generally and in a meaningful size, such person's prior expressions of interest in making similar investments, the ability of such persons to generate future investment opportunities or provide other benefits to a client or Kinetic, or to provide analytical and market advice or other expertise that may be valuable to a client, and other factors deemed by Kinetic to be relevant. Kinetic may in the future offer certain clients (including committed co-investment vehicles), a co-investment opportunity before such opportunity is offered to any other person. The Principal and other Kinetic internal investors may co-invest with clients whether or not any co-investment opportunity is offered to other third-party investors. Kinetic will have a conflict of interest when determining to which persons co-investment opportunities will be offered.

Kinetic and its affiliates are expected to receive fees and allocations from co-investors that may differ as among co-investors, and differ from the fees and allocations borne by investors in the Kinetic Partners Fund. For the avoidance of doubt, fees, allocations and expenses borne by the Kinetic Partners Fund are expected to differ from the fees, allocations and expenses borne by other clients, even when both are investing in the same securities. To the extent that the fees and allocations from co-investors or other clients differ, Kinetic will have a conflict of interest in determining the appropriate allocation to the Kinetic Partners Fund with respect to such investments. Co-investors or

certain Kinetic clients may have additional or different rights and terms in a particular investment as compared to the rights and terms applicable to other clients. For example, co-investors (including other Kinetic clients) may receive minority protections, board seats, information rights, rights to future allocations of co-investments in the same securities, or other control rights, and may have different or advantageous terms or rights with respect to their ability to exit the co-investment.

In addition to Kinetic clients that are established to make multiple investments, Kinetic expects to effect co-investments by creating funds that are established to make a single investment or otherwise pursue an investment program that is more concentrated than that of the Kinetic Partners Fund (e.g., only investing in private investments alongside the Kinetic Partners Fund). Kinetic may, in the future, establish an investment vehicle of this nature that accepts subscriptions only from Kinetic internal investors. To the extent that Kinetic causes the Kinetic Partners Fund to make subsequent investments in the same securities held by any such other client or internal investment vehicles, these subsequent investment opportunities (including exercising pre-emptive rights granted to such vehicles), may be required to be made available to such vehicles on a priority basis.

#### Allocation of Expenses

If any expenses are incurred jointly for more than one Kinetic client, or jointly for a Kinetic client and Kinetic, such expenses will be allocated in accordance with Kinetic's Expense Allocation Policy, as may be amended from time to time. Such expenses will be allocated by Kinetic in a manner it determines to be fair and equitable, taking into consideration, among other things (i) the extent of a Kinetic client's utilization of the services associated with the expense, (ii) the relative benefit to a Kinetic client that is derived from the expense and (iii) the association of the expense with a legal, contractual or other obligation of a Kinetic client. However, if Kinetic determines that one or more Kinetic clients receive substantially all of the benefit, or that the expense would not otherwise have been incurred if it were not for such Kinetic client, Kinetic will generally allocate such expense solely to such Kinetic client(s) that received substantially all of the benefit. When Kinetic uses formulas and/or relies on informal estimates and projections with respect to the anticipated related benefits or usages (in determining how to allocate expenses), such formulas and estimates may not ultimately reflect the actual benefits or usages.

Generally, the Kinetic clients that own an investment will share in expenses relating specifically to such investment *pro rata* based on each such client's participation in such investment, including expenses originally charged solely to any particular Kinetic client. However, it is not always possible or reasonable to allocate or re-allocate expenses to each participating Kinetic client, depending upon the circumstances surrounding the applicable investment (including the timing of the investment) and the nature of the expense. Examples of expenses that may not be allocated *pro rata* among participating Kinetic clients, include (i) research expenses that are not specifically related to an investment (but may benefit one or more such investments), (ii) research expenses that are subscription-based, aggregated together or otherwise paid for as a single bill or lump sum payment and (iii) other similar expenses that are difficult to divide and allocate specific costs or expenses to a single investment. In addition, research products or services obtained with soft

dollars generated by a client that are specific to, and benefit one or more such investments, may be paid for with such soft dollars and not paid by other clients. As a result, there will be occasions where a client bears a larger proportionate share of such expenses (or will entirely bear such expenses) as compared to expenses borne by the other clients.

In addition, broken deal expenses associated with potential co-investment opportunities of the Kinetic Partners Fund that are ultimately not consummated are unlikely to be borne by contemplated co-investors (including other Kinetic clients), unless a binding commitment has been obtained from such co-investors to fund such expenses; rather they will generally be borne by the Kinetic Partners Fund. Such expenses that will generally be borne by the Kinetic Partners Fund may involve expenses that are particularly attributable to co-investors, including other Kinetic clients (*e.g.*, expenses attributable to regulatory or tax structuring for a potential co-investor). The Kinetic Partners Fund's and each relevant other client's expected participation in such unconsummated investment opportunities is based on factors deemed fair and equitable by Kinetic, including, but not limited to, the applicable clients' respective net asset values, capital commitments and capacity for the particular investment. In the event a deal has been determined "broken", but is later consummated, an adjustment can be made to ensure all costs (including those for which Kinetic has already been reimbursed) are allocated *pro rata* to the Kinetic clients ultimately participating in the investment.

Kinetic's expense allocation determinations are made in good faith, but often depend on inherently subjective determinations. Kinetic has a conflict of interest when making judgments of whether specific expenses should be borne by Kinetic or by a Kinetic client because Kinetic will bear the costs of any expenses not allocated to a client. Other Kinetic clients may have different expense terms than the Kinetic Partners Fund, and Kinetic may have a conflict of interest when determining whether the Kinetic Partners Fund or such other Kinetic clients will bear a specific expense. In addition, the allocation of certain expenses may affect the size or performance of, and therefore the fees or allocations earned by Kinetic with respect to certain clients and therefore Kinetic may have a conflict of interest when determining how to allocate expenses among such clients. In addition, it is not always possible or reasonable to allocate or re-allocate expenses to a particular client, depending upon the circumstances surrounding the timing of the applicable expense and the financial and other terms governing the incurrence of the expense. As a result, there may be occasions where a client does not bear its proportionate share (or any share) of such expenses and, conversely, a client may bear a disproportionately larger share (or all) of such expenses. Kinetic seeks to allocate expenses in a manner that it deems to be fair and equitable over time.

Certain products or services, the costs of which are borne exclusively by a Kinetic client (including expenses paid with soft dollars), may also benefit Kinetic, other Kinetic clients or third parties directly or indirectly. Kinetic has a conflict of interest in determining whether such expenses should be borne by a client because Kinetic and its other clients also receive benefits from the products and services provided.

## Allocation of Investment Opportunities

Kinetic will seek to allocate investment opportunities among clients in a manner Kinetic deems to be fair and equitable over time, to the extent practical and in accordance with the clients' applicable investment strategies. Investment opportunities will generally be allocated among those Kinetic clients for which participation in the respective opportunity is considered appropriate, taking into account applicable considerations that Kinetic deems to be relevant, which may include (but are not limited to): (i) potentially adverse tax consequences; (ii) the potential for the proposed investment to create an imbalance in a client's portfolio; (iii) the liquidity requirements of a client; (iv) whether the risk-return profile of the proposed investment is consistent with a client's objectives; (v) regulatory restrictions that would or could limit a client's ability to participate in a proposed investment; (vi) whether a client's governing documents contemplate the allocation of a specific investment opportunity to that client, (vii) the need to re-size risk in a client's portfolio; (viii) investment limitations, restrictions or guidelines in any client's governing documents; or (ix) the clients' available capital.

When a client is ramping up its investment or trading strategies, it may receive larger allocations of certain securities than the other clients in order to obtain its desired risk and portfolio size.

Kinetic will have no obligation to purchase or sell a security for, enter into a transaction on behalf of, or provide an investment opportunity to any client solely because Kinetic purchases or sells the same security for, enters into a transaction on behalf of, or provides an opportunity to, another Kinetic client if, in its reasonable opinion, such security, transaction or investment opportunity does not appear to be suitable, practicable or desirable for the applicable client for any reason.

Kinetic may establish Kinetic clients in the future that are entitled to capacity in certain investment opportunities (e.g., certain types of private investments) on a *pro rata* or non-*pro rata* basis with other clients, and/or allocate limited investment opportunities to a client prior to the allocation of such opportunities to other clients, which could result in certain clients not obtaining the allocation in a particular investment that would otherwise have been obtained had such other clients not invested.

## Cross Trades

Kinetic has not in the past, but may in the future, determine that it would be in the best interests of more than one client to transfer a security from one client to another (each such transfer, a "**Cross Trade**") for a variety of reasons, including, without limitation, tax purposes, liquidity purposes, to rebalance the portfolios of the clients, or to reduce transaction costs that may arise in an open market transaction. If we decide to engage in a Cross Trade, we will determine that the trade is in the best interests of each client involved in it and take steps to ensure that the transaction is consistent with the duty to seek best execution for each of those clients.

### Principal Transactions

To the extent that a Cross Trade may be viewed as a principal transaction due to the ownership interest in a client by Kinetic or its affiliates, we will comply with the requirements of Section 206(3) of the Advisers Act. Any such transactions for the Kinetic Partners Fund will be considered on behalf of investors and approved or disapproved by a governance board, the majority of which is independent from Kinetic. Notwithstanding the foregoing, in no event will any such transaction be entered into unless it complies with applicable law.

## ITEM 12: BROKERAGE PRACTICES

### *A. Factors Considered in Selecting or Recommending Broker-Dealers for Client Transactions*

Kinetic has full discretionary authority to manage the Kinetic Partners Fund, including authority to make decisions with respect to which securities are bought and sold, the amount and price of those securities, the brokers or dealers to be used for a particular transaction, and commissions or markups and markdowns paid. Our authority is limited by our own internal policies and procedures and the Kinetic Partners Fund's investment guidelines.

Portfolio transactions for the Kinetic Partners Fund will be allocated to brokers and dealers on the basis of numerous factors and not necessarily lowest pricing. Brokers and dealers may provide other services that are beneficial to Kinetic and/or certain clients, but not necessarily beneficial to all clients. Subject to Kinetic's duty to seek best execution, in selecting brokers and dealers (including prime brokers) to execute transactions, provide financing and securities on loan, hold cash and short balances and provide other services, Kinetic may consider, among other factors that are deemed appropriate to consider under the circumstances, the following: (i) price, (ii) speed of execution, (iii) transaction costs (including fees and commissions), (iv) the brokers' or dealers' relevant expertise related to the specific instrument traded or market in which it is being traded, (v) the ability of the brokers and dealers to effect and settle the transaction, (vi) the brokers' or dealers' facilities, reliability and financial responsibility, and (vii) the provision by the brokers of capital introduction, talent introduction, marketing assistance, consulting with respect to technology, operations and equipment, commitment of capital, research, access to company management and access to deal flow.

Accordingly, the prices and commission rates (or dealer markups and markdowns arising in connection with riskless principal transactions) charged by brokers or dealers in the foregoing circumstances may be higher than those charged by other brokers or dealers that may not offer such services. Kinetic need not solicit competitive bids and does not have an obligation to seek the lowest available commission cost or spread. Generally, neither Kinetic nor the Kinetic Partners Fund separately compensates any broker or dealer for any of these other services.

Kinetic maintains policies and procedures to review the quality of executions, including periodic reviews by its investment professionals.

#### Research and Other Soft Dollar Benefits

Kinetic will pay a broker-dealer commissions (or markups or markdowns with respect to certain types of riskless principal transactions) for effecting client transactions in excess of that which another broker-dealer might have charged for effecting the transaction in recognition of the value of the brokerage and research services provided by the broker-dealer, a practice referred to as "soft dollar" expenditure. Kinetic will effect such transactions, and receive such brokerage and research

services, only to the extent that they fall within the safe harbor provided by Section 28(e) of the U.S. Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), and subject to prevailing guidance provided by the SEC regarding Section 28(e).

Kinetic will also engage in “commission sharing”, which is a practice whereby Kinetic pays a broker-dealer for trade execution and requests that the broker-dealer allocate a portion of the commissions to third-party providers of research or other products or services (or intermediaries facilitating payments to such providers).

Generally, research services provided by broker-dealers in exchange for soft dollars may include but are not limited to, research reports (including market research); certain financial newsletters and trade journals; software providing analysis of securities portfolios; corporate governance research and rating services; attendance at certain seminars and conferences; discussions with research analysts; meetings with corporate executives; consultants’ advice on portfolio strategy; data services (including services providing market data, company financial data and economic data); advice from broker-dealers on order execution; and certain proxy services. In some cases, research services may be generated by third parties but provided to Kinetic by or through broker-dealers.

Brokerage services 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 Kinetic 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 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 confirmations or trade affirmations.

Consistent with Section 28(e), research and brokerage products or services obtained with “soft dollars” generated by a client may be used by Kinetic for the benefit of one or more other clients, including clients that may not have paid for the soft dollar benefits. Kinetic will not seek to allocate soft dollar benefits to clients in proportion to the soft dollar credits the clients generate. Where a product or service obtained with soft dollars provides both research and non-research assistance to Kinetic (*i.e.*, a “mixed use” item), Kinetic will make a good faith allocation of the cost which may be paid for with soft dollars. In making good faith allocations of costs between administrative benefits and research and brokerage services, a conflict of interest may exist by reason of Kinetic’s allocation of the costs of such benefits and services between those that primarily benefit Kinetic and those that primarily benefit the clients.

When Kinetic uses brokerage commissions (or markups or markdowns) generated by any clients to obtain research or other products or services, Kinetic receives a benefit because it does not have to produce or pay for such products or services. While Kinetic is obligated to seek best execution for each client, the fact that Kinetic can obtain or receive such products or services may create an



incentive for it to select or recommend a particular broker-dealer based on Kinetic's interests, to the exclusion of another broker-dealer that offers business terms that are also favorable to one or more clients.

#### Brokerage for Client Referrals.

We do not intend to receive client referrals from any broker-dealer or third party. However, as discussed above, subject to best execution, we may consider, among other things, capital introduction and marketing assistance with respect to investors in a client in selecting or recommending broker-dealers for such client.

#### Directed Brokerage

We do not recommend, request or require that a client direct us to execute transactions through a specified broker-dealer.

#### ***B. Order Aggregation***

If Kinetic determines that the purchase or sale of a security is appropriate for more than one client, Kinetic may, but is not obligated to, purchase or sell such a security on behalf of such clients with an aggregated order, for the purpose of reducing transaction costs, to the extent permitted by applicable law. When an aggregated order is filled through multiple trades at different prices on the same day, each participating client will receive the average price, with transaction costs generally allocated *pro rata* based on the size of each client's participation in the order (or allocation in the event of a partial fill) as determined by Kinetic. In the event of a partial fill, allocations may be modified on a basis that Kinetic deems to be appropriate, including, for example, in order to avoid odd lots or *de minimis* allocations. When orders are not aggregated, trades generally will be processed in the order that they are placed with the broker or counterparty selected by Kinetic. As a result, certain trades in the same security for one client (including a client in which Kinetic and its personnel may have a direct or indirect interest) may receive more or less favorable prices or terms than another client, and orders placed later may not be filled entirely or at all, based upon the prevailing market prices at the time of the order or trade. In addition, some opportunities for reduced transaction costs and economies of scale may not be achieved.

## ITEM 13: REVIEW OF ACCOUNTS

### ***A. Frequency and Nature of Review of Client Accounts or Financial Plans***

Kinetic performs various daily, weekly, monthly, quarterly and periodic reviews of the Kinetic Partners Fund's portfolio. Such reviews are overseen by the Principal and members of the investment team.

### ***B. Factors Prompting Review of Client Accounts Other than a Periodic Review***

A review of the Kinetic Partners Fund's account may be triggered by certain unusual activity or special circumstances.

### ***C. Content and Frequency of Account Reports to Clients***

Investors receive reports in accordance with the terms of the governing documents of the applicable client including, but not limited to, account statements and other monthly and quarterly attribution and exposure information. Kinetic may supplement this regular reporting with reports provided during investor meetings or as requested. In addition, annual audited financial statements are provided to all investors generally within 120 days of the applicable client's fiscal year end. Kinetic will also provide information necessary for investors to complete their respective U.S. federal and state income tax returns.

## ITEM 14: CLIENT REFERRALS AND OTHER COMPENSATION

### *A. Economic Benefits for Providing Services to Clients*

Kinetic does not receive economic benefits from non-clients for providing investment advice and other advisory services.

### *B. Compensation to Non-Supervised Persons for Client Referrals*

Neither Kinetic nor any of our related persons directly or indirectly compensates any person who is not an employee, including placement agents, for client referrals.

## ITEM 15: CUSTODY

Kinetic has 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.

Kinetic is subject to Rule 206(4)-2 under the Advisers Act (the “**Custody Rule**”). Kinetic will not be required to comply (or will be deemed to have complied) with certain requirements of the Custody Rule with respect to the Kinetic Partners Fund because we comply with the provisions of the so-called “Pooled Vehicle Annual Audit Exception”. The Pooled Vehicle Annual Audit Exception, among other things, requires that the Kinetic Partners Fund be subject to audit at least annually by an independent public accountant that is registered with, and subject to regular inspection by, the Public Company Accounting Oversight Board, and requires that the Kinetic Partners Fund distribute its audited financial statements to all investors within 120 days of the end of its fiscal year and upon liquidation of any fund.

In addition, Kinetic generally maintains each client's funds and securities at prime brokers or a custodial bank, all of whom are “qualified custodians”, as that term is defined under the Custody Rule. For any securities that are not held with qualified custodians (*e.g.*, certain uncertificated securities and other private securities), such securities will be held in accordance with the provisions of the Custody Rule and any applicable guidance from the SEC staff.

## ITEM 16: INVESTMENT DISCRETION

Kinetic provides investment advisory services on a discretionary basis to clients. This means that Kinetic has the authority to determine (i) the securities to be purchased and sold for the client (subject to restrictions on its activities set forth in the applicable governing documents) and (ii) the amount of securities to be purchased or sold for the client, in each case without notice to, consulting with or seeking the consent of the client prior to engaging in such transactions.

Kinetic has been granted discretionary authority to manage the assets of the clients pursuant to investment management or similar agreements and there are generally no limitations placed on such authority. To the extent there are any limitations to Kinetic's discretionary authority, they are described in the client's governing documents.

## ITEM 17: VOTING CLIENT SECURITIES

In compliance with Rule 206(4)-6 under the Advisers Act, Kinetic has adopted proxy voting policies and procedures. Kinetic currently uses an independent third party for proxy analyses, vote recommendations, vote execution and record keeping services. Kinetic performs periodic due diligence on the independent proxy services firm.

Kinetic's general policy is to vote proxy proposals, amendments, consents or resolutions (collectively, "**Proxies**") in accordance with the proxy service's "sustainability" recommendations, but Kinetic retains the authority to override the recommendation on any Proxy vote. The proxy services firm pre-populates each client's votes with such recommendations and automatically submits the client's votes. Pre-population and automated voting may occur prior to the submission deadline for Proxies to be voted at the shareholder meetings and Kinetic relies on the proxy services firm to ensure soliciting materials that are received close to the submission deadline are incorporated into voting recommendations and client's votes.

In voting any Proxy differently than the general policy, Kinetic may take into account all relevant factors, as determined by Kinetic in its discretion, including: (i) the impact on the value of the securities or instruments owned by the relevant client and the returns on those securities; (ii) the anticipated associated costs and benefits; (iii) the continued or increased availability of portfolio information; and (iv) industry and business practices. In limited circumstances, Kinetic may refrain from voting Proxies where Kinetic believes that voting would be inappropriate, taking into consideration the cost of voting the Proxies and the anticipated benefit to clients. Investors may not direct Kinetic's vote in a particular solicitation.

Conflicts of interest may arise between the interests of Kinetic clients on the one hand and Kinetic or its affiliates on the other hand. If Kinetic determines that it may have, or is perceived to have, a conflict of interest when voting Proxies, Kinetic will vote in accordance with its Proxy voting policies and procedures. Clients may obtain a copy of our Proxy voting policies and our Proxy voting record upon request.

## ITEM 18: FINANCIAL INFORMATION

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