



SurgoCap Partners LP

Part 2A of Form ADV

March 30, 2023

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This brochure provides information about the qualifications and business practices of SurgoCap Partners LP and its affiliates (collectively “Surgo” or “Adviser”). For more information on the disclosure requirements required for Part 2A see the “General Instructions for Part 2 of Form ADV” by visiting <https://www.sec.gov/about/forms/formadv-part2.pdf>. If you have any questions about the contents of this Brochure, please contact our Chief Compliance Officer at (917-647-6171) or email compliance@surgocap.com.

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

Surgo is registered as an investment adviser with the United States Securities and Exchange Commission (the “SEC”) under the Investment Advisers Act of 1940 (the “Advisers Act”). Registration as an investment adviser with the SEC does not imply a certain level of skill or training. In addition, the information in this Brochure has not been approved or verified by the SEC or by any state securities authority.

Item 2: Material Changes

On October 20, 2022, Surgo filed its initial application to register as an investment adviser with the SEC and its application was approved on December 7, 2023. Accordingly, pursuant to disclosure rules under the Investment Advisers Act of 1940, as amended (the “**Advisers Act**”), Surgo compiled its first Brochure to provide new and prospective investors with clearly written, meaningful, current disclosure of its business practices, conflicts of interest and background of its advisory personnel. Surgo subsequently launched with external capital on January 3, 2023 and amends its first Brochure in connection with its annual amendment obligation. We encourage all recipients of this Brochure to read it carefully in its entirety. This Brochure includes a material change to its regulatory assets under management following its launch with external capital on January 3, 2023 and other routine updating changes in connection with the launch of its advisory business.

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Item 4: Advisory Business

Our Firm

Surgo is organized as a limited partnership under the laws of the State of Delaware. Mala Gaonkar, Managing Principal and Chief Investment Officer of Surgo (“**Managing Principal**”), founded Surgo in 2022 and is its primary controlling shareholder. The investment activities of Surgo are led by the Managing Principal.

Surgo serves as an investment manager and provides discretionary advisory services to U.S. and non-U.S. private investment funds intended for sophisticated investors and institutional investors. Following registration with the SEC, Surgo intends to manage the following private, pooled investment vehicles:

- Surgo Master Fund LP, a Cayman Islands exempted limited partnership (“**Master Fund**”),
- Surgo Offshore Fund LP, a Cayman Islands exempted limited partnership (“**Offshore Fund**”), and
- Surgo Onshore Fund LP, a Delaware limited partnership (“**Onshore Fund**”).

The Offshore Fund and the Onshore Fund invest all of their investable assets in the Master Fund. The Master Fund, Offshore Fund and Onshore Fund are herein each referred to as a “**Fund**” or collectively the “**Funds**”.

As of March 1, 2023, Surgo had approximately \$1,991,328,718 of regulatory assets under management on a discretionary basis and did not manage any client assets on a non-discretionary basis.

Where appropriate, Surgo may create parallel investment vehicles, in order to facilitate investments with different tax, regulatory or other applicable circumstances, including, but not limited to, co-investments. Such other vehicles may have structures and terms that differ from those of the Funds set forth herein. Further, where a direct private investment by one of the Funds may result in adverse legal, tax, regulatory or other consequences, Surgo may establish, or cause to be established, certain alternative investment vehicles (an any related entities, as applicable) through which the Funds may participate in such investments.

The term “**Client**” used in this Brochure refers to the Funds collectively and any other Clients managed by Surgo as of the date of this Brochure.

In providing services to the Funds, Surgo formulates each Fund’s investment objectives, directs and manages the investment and reinvestment of each Fund’s assets, and provides reports to investors. Investment advice is provided directly to the Funds and not individually to the limited partners of the Funds (the “**Investors**” or “**Limited Partners**”). Surgo manages the assets of the Funds in accordance with the terms of each Fund’s confidential offering and/or private placement memoranda, individual limited partnership agreements and other governing documents applicable

to each Fund (the “**Governing Fund Documents**”). All terms are generally established at the time of the formation of a Fund. The Investors may not restrict investments by the Funds in any capacity, and Limited Partners have limited liquidity rights and, depending on the class, the majority of an investor’s capital may be locked up for as long as three years, as well as additional quarterly gates for withdrawal.

Shares or limited partnership interests in the Funds are not registered under the Securities Act of 1933, as amended (the “**Securities Act**”), and the Funds are not registered under the Investment Company Act of 1940, as amended (the “**Investment Company Act**”). Accordingly, interests or shares in the Funds are offered and sold exclusively to investors satisfying the applicable eligibility and suitability requirements.

Surgo does not participate in any wrap fee programs.

Investment Strategy

The Funds’ investment objective is to provide investors with long-term capital appreciation using a “long/short” investment strategy. The Funds invest globally primarily in equity and equity-related securities of companies across the full lifecycle range where moats are widening, usually driven by the disruptive effects of technology. As a result, the Funds focus on the following broad industry categories: enterprise data, financial services, industrials, and healthcare. The Funds may make direct investments in private companies (“**DIs**”) and Surgo continually assesses the best risk-adjusted way to play a theme across all public and private opportunities. As part of its investment strategy, the Funds may, from time to time, invest in initial public offerings, including for purposes of reselling such securities within the first days or weeks of such initial public offering. Surgo maintains discretion to invest the assets of the Funds, directly or indirectly, in various financial instruments. Surgo performs industry-specific fundamental analysis to identify the companies it believes are best positioned for the Funds to capture value created as a result of this innovation and adaptation. On the other hand, Surgo looks to short companies in the portfolio of the Funds that are on the other side of this change. Often, this includes businesses that are being disrupted as a result of new or more effective uses of technology.

Surgo may establish general risk and portfolio management targets and guidelines for each account it manages, however, Surgo reserves the right to deviate, alter, modify or invest outside the investment strategy, general guidelines and target concentration, core position ranges and relative exposure guidelines of the Funds when it deems it prudent to do so in light of available investment opportunities and/or to take advantage of changing market conditions, in each case, when Surgo concludes that alterations or modifications are consistent with the Funds’ investment objectives. Such deviation or modification may be material and/or may continue for an extended period of time. The investment approach of the Funds and the guidelines set forth herein are at the discretion of Surgo and are subject to change.

Item 5: Fees and Compensation

General

Surgo provides investment advisory services to each of the Funds pursuant to separate investment advisory agreements (the “**Agreements**”). The Agreements for each Fund, along with the specific Governing Fund Documents, set forth in detail the fee structure relevant to each such Fund. The terms of the agreements are generally established at the time of the formation of the applicable Fund.

Surgo typically receives compensation from fees based on a percentage of assets under management, carried interest allocations and certain other fees or expenses related to transactions (see below). Investors should review all fees charged by Surgo and others to fully understand the total amount of fees to be paid by a Fund and, indirectly, by their Limited Partners.

Management Fee

Surgo charges a management fee (the “**Management Fee**”) that varies depending on the applicable share class and ranges from 0.875%-1.75% (per annum), as applicable and as further described in the Governing Fund Documents. The Management Fee is payable quarterly in advance based on the balance of the capital account of each Limited Partner as of the first day of each quarter, and in accordance with the Governing Fund Documents. The Management Fee is prorated and payable as of the date of any capital contribution by a Limited Partner that is effective other than as of the first day of a fiscal quarter, and in the event of a withdrawal by a Limited Partner other than as of the last day of a fiscal quarter, an amount equal to the *pro rata* portion of the Management Fee based on the actual number of days remaining in such fiscal quarter is credited to the Capital Account of the Limited Partner. Surgo and its affiliates have in the past and expect in the future to waive or reduce management fees for certain investors, including but not limited to employees, advisors and consultants, as well as certain Limited Partners that have entered into an investment or other arrangement with Surgo or the Funds and that Surgo determines is a strategic investor of the Funds, or that Surgo otherwise determines is a value-add investor primarily for the benefit of the Funds (each, a “**Strategic Investor**”), along with others as may be determined in Surgo’s sole discretion.

With respect to the Funds, the Management Fee and the amount of any Incentive Allocation is calculated (subject to review by Surgo) and deducted from the respective Fund by the Fund’s Administrator, Morgan Stanley Fund Services (“**MSFS**” or “**Administrator**”).

Management Fees assessed on investments in the Funds by Surgo-Related Investors (as defined below) are waived entirely. “**Surgo-Related Investor**” means the Managing Principal and any other member, partner, affiliate and employee of the General Partner or Surgo, any member of the immediate family of any such person, and any trust or other entity established for the benefit of such person, and any member of the advisory board of Surgo that invests directly or indirectly in the Funds.

Performance-based Compensation

An affiliate of Surgo that serves as general partner to the Funds (the “**General Partner**” and together with the Limited Partners, the “**Partners**”) may also be entitled to annual performance-based compensation (“**Incentive Allocation**”) that varies depending on the share class and ranges from 10%-35% as applicable, and as further described in the Governing Fund Documents. The Incentive Allocation is based on the share of net capital appreciation of the assets of the Fund allocated to each Limited Partner’s capital account after a reduction for an amount equal to the Management Fee attributable to such Limited Partner’s capital account, and its portion of any other expenses of the Fund (as described below), all subject to a “high water mark.”

Incentive Allocation amounts assessed on investments in the Funds by Surgo-Related Investors (as defined above) are waived entirely. The Incentive Allocation may be waived, reduced or calculated differently with respect to certain Limited Partners, including, without limitation, Surgo-Related Investors and any Strategic Investor.

Other Expenses Charged to the Funds

In addition to Management Fees and Incentive Allocation, the Funds’ Limited Partners indirectly bear the fees and expenses charged to the Funds. Those fees and expenses vary by Fund, but typically include, among other things: (i) the Management Fee; (ii) expenses related to the research, due diligence, financing, settlement, monitoring and disposition of actual and prospective investments of the Funds, whether or not such investment is consummated, including the following: investment sourcing, finding, placement, management, incentive, consulting and other fees (including, without limitation, performance-based fees) paid to third parties unaffiliated with Surgo (including investment advisers, consulting firms and independent advisers and consultants) involved in performing services as a director or consultant with respect to, or otherwise assisting in, sourcing, investigating, evaluating, monitoring or disposing of investment opportunities of the Funds; fees and expenses related to obtaining research (including all costs and expenses of research reports, subscriptions to research services, research calls, and meetings and research or industry conferences) and market data (including, without limitation, any information technology hardware (e.g., telephone and fiber optic lines), software or other technology incorporated into the cost of obtaining such research and market data, including fees and expenses related to obtaining, processing, organizing, analyzing and storing research or market data that may be considered "big data" or "alternative data", and any fees and expenses related to third party service providers engaged to process and analyze such research or market data and any additional expenses incurred for custom development or implementation of such data); expert networks, including fees and expenses associated with expert consultants and third party consultants/advisors; due diligence expenses including, without limitation, consulting and appraisal fees; out-of-pocket costs relating to research or other value add services provided to any portfolio company, including any fees costs and expenses attributable to recruiting or retaining any Advisors or Research Providers (each, as defined below) engaged by Surgo to provide, advice, guidance or services related to the investment or research process and/or to one or more portfolio companies, and any fees, costs and expenses incurred in connection with any meetings or industry-related events associated with or in support of portfolio companies; brokerage, prime brokerage and futures commission merchant fees,

commissions and expenses (including fees, commissions and expenses paid or reimbursed to an External Trading Desk (as defined below); expenses relating to block trades; expenses relating to short sales; clearing and settlement charges; costs and expenses attributable to any borrowing by the Funds (including pursuant to any credit facility, long term borrowing arrangements, or other indebtedness) and guarantees made by the Funds, the General Partner, Surgo or any of their affiliates on behalf of the Funds (including any credit facility, letter of credit or similar credit support entered into), including interest thereto or any associated costs and fees; custodial fees and expenses; registrar and transfer agent fees; bank service fees; interest expenses and fees related to financings or refinancings; fees and expenses of proxy research and voting and class action-related services, including fees paid to third-party proxy advisory firms; and fees and expenses of third-party professionals, including, without limitation, consultants, investment bankers, lenders, third-party diligence software and service providers, attorneys and accountants and tax advisors, in each case including retainers paid to such professionals; (iii) organizational and reorganizational expenses; (iv) the Funds' direct or indirect *pro rata* share of any compensation payable in connection with the management of any DI by an unaffiliated third party or management team, which may include both asset-based fees and performance-based fees or allocations (which, for the avoidance of doubt, will not offset the Management Fee or Incentive Allocation); (v) fees and expenses relating to information technology hardware, software or other technology (including, without limitation, costs of software licensing, implementation, data storage, search and compute power, data management, database packages, electronic data storage and processing systems and recovery services and custom development and implementation) used to research investments, evaluate and manage risk, facilitate valuations, facilitate accounting and operations functions and/or facilitate compliance with the rules of any self-regulatory organization or applicable law (including, without limitation, reporting obligations), facilitate and manage the order execution of Securities or otherwise manage the Funds or any trading subsidiary or special purpose vehicle, such as Bloomberg terminals, portfolio management systems, data feeds for research, trading related software and licenses; statistical data, market data feeds; trade-related compliance, risk management systems and order management systems and fees and expenses of third-party portfolio and risk management products, models and services; (vi) fees and expenses of third-party accounting, tax and valuation service providers (including valuation appraisals, pricing services, and valuation related technology) and third-party administrative fees and expenses, including, with respect to any mid-month calculations of the mid-month net asset value of the Fund, and including, without limitation, the costs of the Funds' administrator and the Funds engaging or appointing a Money Laundering Reporting Officer, a Deputy Money Laundering Reporting Officer and an Anti-Money Laundering Compliance Officer; (vii) the costs of any litigation or investigation involving activities of the Funds or any trading subsidiary or special purpose vehicle; (viii) taxes and third-party audit and tax consulting and preparation expenses (including preparation costs of financial statements, tax returns and reports to Limited Partners, including Schedule K-1 and Schedule K-3); (ix) costs relating to FATCA, CRS and similar tax regulatory compliance regimes; (x) the remaining percentage of insurance expenses not paid by Surgo, including, without limitation, premiums for cybersecurity, consultant fees and D&O and/or E&O and any other insurance and liability insurance covering the General Partner, Surgo and the members, partners, officers, employees, affiliates and agents of any of them; (xi) fees and expenses of the Advisory Committee; (xii) costs of preparing and distributing reports and notices (including, without limitation, all costs incurred to audit such reports, provide access to a database or other internet forum, portal or data room and any other operational, legal,

secretarial or postage expenses associated with distribution of the same); (xiii) expenses incurred in connection with negotiating and complying with provisions of any Side Letters, or reporting obligation of any Limited Partner and expenses incurred in connection with any Transfers of Interests or a Limited Partner's admission or withdrawal, including the costs of any electronic subscription agreement and data room solutions, unless otherwise charged to or borne by the applicable transferee or Limited Partner; (xiv) fees and expenses related to compliance with the rules of any self-regulatory organization or applicable law in connection with the activities of the Fund or the Funds or any trading subsidiary or special purpose vehicle, including, without limitation, any governmental, regulatory, licensing, filing or registration fees or taxes (including, without limitation, fees and expenses incurred in connection with the preparation, and filing of Form PF, Form CPO-PQR, Hart Scott Rodino and other antitrust-related filings, CFIUS filings, Section 13 filings, Section 16 filings and other similar regulatory filings); (xv) expenses incurred in connection with the offering and sale of the Interests and other similar expenses related to the Fund (including, without limitation, expenses attributable to compliance with the EU Alternative Investment Fund Managers Directive ("**AIFMD**") and other private placement, lobbying and distribution rules in the United States and foreign jurisdictions, and compliance with anti-money laundering law and know-your-customer requirements and excluding fees payable to any placement agent); (xvi) expenses incurred in connection with any amendments, modifications, revisions or restatements to the constituent documents of the Fund or any trading subsidiary or special purpose vehicle; (xvii) expenses incurred in connection with the negotiation of prime brokerage contracts and counterparty agreements with the Funds; (xviii) extraordinary expenses, including, without limitation, indemnification expenses and fees, expenses and other governmental charges incurred in connection with any tax audit, investigation, settlement or review by any taxing authority, including, without limitation, any related administrative settlement and judicial review; and (xiv) fees and expenses incurred in connection with the reorganization, dissolution, winding-up or termination of the Fund or any trading subsidiary or special purpose vehicle.

Surgo expects to engage individuals as third-party advisers and consultants ("**Advisors**") who are not employees but are paid fees for services provided to the Funds, including services related to the investment and research process. In addition, the Funds retain certain research providers and consultants ("**Research Providers**") to assist with certain parts of the investment process. The terms of the Adviser's and Research Provider's compensation and services are generally agreed upon in advance of the engagement and vary based on the nature of the services provided to the Funds. For example, Surgo expects to retain Advisors or Research Providers to provide research and advice for certain sectors and industries. These fees and expenses are generally allocated to the Funds even if the expenses are not utilized during the entire term of the engagement. However, depending on the relevant circumstances, during the applicable contract term and subject to the contract length, Surgo assesses the benefits on a periodic basis of the services to the Funds to determine if all or any portion of fees should be paid by Surgo. Generally, all expenses borne by the Funds other than (i) the Management Fee, (ii) investment and investment-related expenses relating specifically to a DI (addressed below) and (iii) any other expenses that the General Partner determines should be allocated to a particular Partner or Partners (e.g., investor-related taxes) are debited to all of the capital accounts on a *pro rata* basis in accordance with their partnership percentages (which excludes interests in DI Accounts) and reduce the balance in their capital account. Those expenses include investment and investment related expenses relating to the Funds' investments in non-DIs

and other ordinary operating expenses of the Funds (such as the costs of the third-party administrators and the Funds' audits).

In addition, employees of Surgo use credit cards to pay for certain business expenses (which are allocated among Funds, as applicable) and accordingly, credit card points accrue related to the payment of those expenses. These credit card points are utilized by Surgo and are not allocated to the Funds. Finally, Surgo has in the past, and will continue in the future, to use services of private and public companies that the Funds may be researching for investment purposes, may be invested in or may have been invested in. In some instances, depending on the nature of the services and how they are consumed, expenses for the services are allocated (in whole or in part) to Funds. The applicable expenses for each Fund are set forth in their governing documents and all of the above listed expenses may not be paid by all Funds.

DI Expenses

Investment and investment-related expenses relating specifically to a DI, whether or not such investment is consummated, generally will be charged, to the extent practicable, to the Partners indirectly participating in such DI (or the Partners that would have been the participating Partners had such investment been consummated), *pro rata* in accordance with such Partners' respective interests or prospective interests in such DI. However, it is not always practicable or reasonable to allocate investment and investment-related expenses to a particular DI, such as (i) general research expenses not related to a specific DI that benefit DIs and/or other investments generally, (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 DI. As a result, such expenses may not be charged to the Partners participating in such DI in the manner set forth in the first sentence of this paragraph.

Additionally, expenses that the General Partner determines should be allocated to a particular Partner or Partners, are debited to the capital accounts of that Partner or those Partners in a manner that is fair and equitable, as determined by the General Partner in good faith and in its sole discretion.

To the extent that expenses to be borne by the Funds are paid by the General Partner, Surgo or an affiliate, the Funds reimburse such party for such expenses.

If any of the expenses listed above are incurred for the account of a certain Fund as well as for any other investment fund, managed account or proprietary account sponsored or managed by the General Partner, Surgo or their affiliates (each, an "**Other Account**" and collectively, the "**Other Accounts**", and together with the Funds, the "**Accounts**"), such expenses may be allocated among the Fund and such Other Accounts in proportion to the relative net asset values of the Fund and such Other Accounts, the size of the investment made by each Account to which such expense relates (if applicable), or in such other manner as the General Partner, in its sole discretion, considers fair and equitable.

In the case of an unsuccessful DI (*i.e.*, "broken deal"), all expenses, including diligence, legal and related transactional expenses will be allocated to the Funds (and if applicable, any co-investors who had committed to funding a co-investment vehicle) *pro rata* based on the amount of committed

or allocated investment at the time of the broken deal. If no co-investors have committed or been allocated an investment amount at the time the deal is broken, then the full amount of such expenses will be borne by the Funds. Employees of Surgo may benefit in certain instances from research conducted in connection with these broken deals since they may have the opportunity to invest in these companies if Surgo decides to not have the Funds invest. In such instances, neither Surgo nor the employees are required to bear expenses of the Funds attributable to those investments.

Surgo may, in its sole discretion, determine to bear all or any portion of a particular expense based on the circumstances related to the expense. It is anticipated that all Fund expenses will be paid in advance by the Master Fund.

The Funds do not have a pre-determined limit on their ordinary or extraordinary operating expenses. The Funds' actual annual operating expenses are disclosed in each Fund's year-end audited financial statements, which are provided to each Limited Partner.

Organizational and Offering Expenses

Surgo may pay or advance funds to the Funds to pay for the Funds' organizational expenses and expenses incurred in connection with the initial offering and sale of the Interests and other similar expenses related to the Funds. Surgo is entitled to reimbursement from the Funds of all such funds.

Allocation of Expenses

These fees and expenses are generally allocated to the Funds even if the expenses are not utilized during the entire term of the engagement. However, depending on the relevant circumstances, during the applicable contract term and subject to the contract length, Surgo assesses the benefits on a periodic basis of the services to the Funds to determine if all or any portion of fees should be paid by the Adviser. Generally, all expenses borne by the Funds other than (i) the Management Fees, (ii) investment and investment-related expenses relating specifically to a private investment and (iii) any other expenses that the General Partner determines should be allocated to a particular Partner or Partners are debited to all of the capital accounts of the Limited partners on a pro rata basis in accordance with their partnership percentages and reduce the balance in their capital account. Those expenses include investment and investment related expenses relating to the Funds' investments in non-private investments and other ordinary operating expenses of the Funds.

Investors should review all fees charged by Surgo, its affiliates, and others to fully understand the total amount of fees to be paid by the Funds and, indirectly, their Limited Partners.

Fund assets may in the future, be invested in exchange-traded notes ("ETNs"), exchange-traded funds ("ETFs"), registered investment companies and private funds managed by unaffiliated third-parties. To the extent that the Funds invest in such products, the Funds bear their pro rata share of the investment management fee, performance fees and other fees attributable to such investment (to the extent applicable), which are in addition to the management fee and performance-based compensation paid to Surgo.

Surgo manages a master-feeder structure and accordingly, the feeder funds in such structure each bear their pro rata share of the expenses of the Master Fund. In addition, the Funds incur brokerage and other transaction costs as further described in Item 12.

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

As described above, Surgo or its affiliates receive performance-based compensation, which calculation is based on the profits generated on the sale or disposition of a Fund's assets. The fact that a significant portion of the Adviser's compensation (and its affiliates) is directly computed on the basis of profits generated by the sale or disposition of the Funds' assets may create an incentive for Surgo to make investments on behalf of the Funds that are riskier or more speculative than would be the case in the absence of such compensation.

The level of performance-based compensation and asset-based compensation described above varies among Investors. The Funds have entered into and may continue to enter into separate written agreements with certain Limited Partners ("**Side Letters**") primarily to accommodate such Limited Partner's particular legal, tax or regulatory requirements. However, the Funds and Surgo have not granted, and will not grant, more favorable or different Incentive Allocation or Management Fee terms, withdrawal rights or portfolio transparency rights in any Side Letter. Any such terms are agreed to at the discretion of Surgo (or its affiliates). In addition, Surgo has in the past and expects in the future to consult with the Advisory Committee for the Funds to the extent applicable and deemed appropriate in its discretion depending on the specific facts and circumstances of any Side Letters, compensation or fees.

Item 7: Types of Clients

Surgo's Clients are the Funds to which it provides investment advice. Surgo provides discretionary management and advisory services. Surgo's investment advice is to the Funds directly, subject to the direction and control of the General Partner of each Fund, and not individually to the Limited Partners. Limited Partners in the Funds may include, but are not limited to, high net worth individuals, pension plans, endowments, foundations, pooled investment vehicles (e.g., funds-of-funds), trusts, estates, or charitable organizations.

The minimum commitment for a Limited Partner is outlined in the Governing Fund Documents; however, Surgo maintains discretion to accept less than the minimum investment threshold. Surgo has in the past and may in the future, waive the minimum investment threshold. Regardless, investors are required to meet certain suitability qualifications, such as being an "accredited investor" within the meaning set forth in Rule 501(a) of Regulation D under the Securities Act and a "qualified purchaser" as defined in the Investment Company Act. Details concerning applicable Limited Partners suitability criteria are set forth in the respective governing fund documents and subscription materials, which are furnished to each Investor.

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

Surgo invests long and also engages in short selling for the Funds. In a short sale transaction, Surgo sells a security it does not own in anticipation that the market price of that security will decline. As discussed above, Surgo plans to focus its research on opportunities arising at the intersection of technology and the following four broad areas: enterprise data, financial services, industrials, and healthcare. These are areas where Surgo believes competitive moats are widening as partly measured by a rising return on incremental invested capital ("**ROIIC**"), driving value over multiple cycles. Through industry-specific and fundamental analysis, Surgo seeks to identify a discrete number of subthemes within each industry focus area. These sub-themes are dynamic and continuously reassessed as Surgo's research, data and conclusions evolve, while also providing an organizational framework to focus Surgo's research efforts. Within these themes, Surgo seeks the best risk/reward opportunities across the full company lifecycle range and focus on three broad categories: (i) High ROIIC Compounders, (ii) High ROIIC Re-investors and (iii) Disruptors.

"High ROIIC compounders" are typically established companies, often including legacy players whose ability to "disrupt themselves" through strategic innovation often goes underappreciated. While more mature, these players have strong moats, leading to healthy organic growth in their core businesses. **"High ROIIC Re-investors"** include high-growth companies benefiting from incremental growth through strategic investments in new markets or new products. Attractive players in this category exhibit stable to accelerating top-line growth combined with evidence of increasing free cash flow leverage. **"Disruptors"** consist of highly dynamic earlier-stage businesses, exploiting rapid growth in innovative but not fully proven products, and may include both public and private companies. While Surgo expects to be particularly selective when investing in opportunities presented by Disruptors, Surgo believes the insights revealed by analyzing these business models will surface important insights to inform Surgo's public security investment strategy.

With this thematic framework and company lifecycle analysis in mind, Surgo's research and decision-making process includes, but is not limited to, idea generation, valuation and analysis, an investment memo and investment team discussion and decision-making. The research process involves both third-party and proprietary sources of data to evaluate investible opportunities including, without limitation, proprietary survey panels, custom research projects, web data trafficking, natural language processing tools, and technical experts. Surgo also purchases data sets and certain types of aggregated data from third party vendors and perform its own analysis thereof. These research tools complement deep fundamental research performed by the investment team, and the insights gained by example, from meetings with the management teams of potential targets and competitors, buy-side and sell-side analysts, attending industry tradeshow, conducting expert interviews, and collaboration with strategic partners. Surgo continuously evaluates the tools it chooses to incorporate in its diligence process to ensure they are maximizing team productivity and lead to differentiated decision-making by surfacing valuable insights.

The investment process may differ on the short side at times and with regard to initially small exploratory positions. For example, as noted above, Surgo may from time to time invest in initial

public offerings for the purposes of re-selling such securities within the first days or weeks of such initial public offering.

Notwithstanding the focus noted above, Surgo has broad investment authority to order to maintain flexibility and capitalize on investment opportunities as they arise within the Main Portfolio. Accordingly, Surgo is generally not required to invest any particular percentage of its portfolio in any type of investment, region or sector and the amount of the portfolio that is invested in a particular investment, region or sector, can change at any time based on, among other things, attractive market opportunities. The assets of the Funds may be invested, directly or indirectly, on margin or otherwise, in interests commonly referred to as securities, other financial instruments issued by, entered into by or referenced to U.S. or non-U.S. entities and other assets, including capital stock; shares of beneficial interest; partnership interests and similar financial instruments; bonds, notes and debentures (whether subordinated, convertible or otherwise); currencies; commodities; physical and intangible assets; interest rate, currency, commodity, equity and other derivative products, including (i) futures contracts (and options thereon) relating to stock indices, currencies, U.S. government securities and securities of non-U.S. governments, other financial instruments and all other commodities, (ii) swaps, options, swaptions, warrants, caps, collars, floors and forward rate agreements, (iii) spot and forward currency transactions, and (iv) agreements relating to or securing such transactions; repurchase and reverse repurchase agreements; loans; accounts and notes receivable and payable held by trade or other creditors; trade acceptances; contract and other claims; executory contracts; participations; mutual funds, exchange-traded funds and similar financial instruments; money market funds; obligations of the United States or any non-U.S. government, or any country, state, governmental agency or political subdivision thereof; commercial paper; certificates of deposit; bankers' acceptances; choses in action; trust receipts; and any other obligations and instruments or evidences of indebtedness of whatever kind or nature that exist now or are hereafter created (all such items being called herein "**Securities**"); in each case, of any person, whether or not publicly traded or readily marketable. Options may also be used to enhance a fundamental position if warranted.

Surgo may engage in any investment strategy and make any investment, including any not described herein, that Surgo considers appropriate to pursue the Funds' investment objectives. Investing in Securities is speculative and involves a significant risk of loss. The Funds are designed for sophisticated investors and Limited Partners should be prepared to bear a substantial loss of their capital invested in the Funds.

As described above, Surgo has in the past and expects in the future to engage or retain third party consultants and advisors from time to time to provide services to Surgo and/or the Funds, including service provided to Surgo's research and investment process. The terms of these engagements, including the compensation arrangements, are generally agreed to between the Advisor or Research Provider (or one of their respective affiliates) and Surgo at the time of engagement and will vary depending on the nature of the services provided. For example, Surgo expects to engage Advisors to provide it with, for example, without limitation, industry and sector specific advice. These fees and expense are generally allocated to the Fund that benefits from the service and are not borne by Surgo even if the services of such Advisor or Research Provider are not utilized during the entire time of the engagement. Fees and expenses associated with the services of an Advisor (including

travel and lodging expenses) may be paid and/or reimbursed by a Fund and those payments will not offset the applicable asset-based compensation charged to a Fund.

In addition, Advisors or Research Providers may have a relationship with third parties that could create a conflict of interest with the Funds. An Advisor or Research Provider may, for example, also provide consulting or advisory services to other investment managers or companies, serve as directors or officers of public and/or private companies and/or be an investor in a Fund. Certain of these positions and relationships may create an incentive for an Advisor to provide advice that may benefit the Advisor or the Research Provider or entities other than Surgo. In addition, an Advisor or Research Provider may have access to material, nonpublic information, which could be inadvertently disclosed to Surgo. If Surgo were to receive such information, Surgo may be prohibited by law, policy or contract, for a period of time from acquiring or disposing of a particular security for the benefit of a Fund.

Below is a list and description of various risks investors of the Funds should consider before investing. The below is not a full and complete list of risks investors face, and should refer to the Governing Fund Documents for a more comprehensive list:

An investment in the Funds involves significant risks, including the risk that the entire amount invested may be lost. The Funds primarily invest, on a global basis, in publicly-traded equities and equity-related securities (including options, futures, swaps and other equity-related derivatives) using investment techniques with certain risk characteristics, including, without limitation, risks arising from the volatility of the equity markets and the potential illiquidity of securities and other financial instruments and the risk of loss from counterparty defaults. No guarantee or representation is made that the Funds' investment objective will be achieved.

The following are the principal risks associated with Surgo's investment program:

Investment and Due Diligence Process

Before making investments, Surgo conducts due diligence that it deems reasonable and appropriate based on the facts and circumstances applicable to each investment, whether it is a long or short position or a potential DI. When conducting due diligence, Surgo may be required to evaluate important and complex business, financial, tax, accounting and legal issues. As part of Surgo's diligence process, research is driven by both traditional fundamental diligence as well as the intention to utilize a data science platform to reinforce investment conviction. While Surgo intends use data science platforms to enhance fundamental research and to answer specific questions in its diligence of companies, when conducting due diligence and making an assessment regarding a company, Surgo relies on the resources reasonably available to it, which in some circumstances, whether or not known to Surgo at the time, may not be sufficient, accurate, complete or reliable. To the extent that due diligence does not reveal or highlight certain matters, or if Surgo's thesis or data assumptions with respect to investments are incorrect, such factors could have a material adverse effect on the value of an investment.

Fundamental Analysis

Surgo generally uses industry analysis to identify and concentrate on systemic and investment themes, trends, and core investment opportunities across asset classes and geographies. 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 Funds' trading strategies, the Funds may not be able to realize its investment goals. In addition, fundamental market information is subject to interpretation. To the extent that Surgo misinterprets the meaning of certain data, the Funds may incur losses.

In addition, Surgo may consider macro-economic analysis, as well as consider political and financial market conditions when constructing the Funds' investment portfolio. The success of the Funds' investment strategy across asset classes and geographies depends upon Surgo's ability to identify and exploit perceived fundamental, political, financial and economic imbalances that may exist in and between markets. Identification and exploitation of such imbalances involves significant uncertainties. There can be no assurance that Surgo will be able to exploit such imbalances. In the event that the theses underlying the Funds' positions fail to be borne out in developments considered by Surgo, the Funds may incur losses, which could be substantial.

Alternative Data

Surgo obtains and uses alternative data in its investment process. Surgo uses its discretion to determine what data to gather and what subset of that data the strategies and techniques take into account to produce the forecast on which its trading decisions are made. Alternative data may consist of datasets that have been culled from a variety of sources, including, but not limited to, internet usage, sentiment data, app download data, credit card data, payment records, and/or financial transactions, and government and other public records databases (this data is sometimes referred to as "big data" or "alternative data"). Surgo intends to apply this alternative data to add to its fundamental view of micro- and macro-economic trends and otherwise to develop or improve trading or investment themes. Due to the fact that much of this data may be provided from third-party sources, not all desired or relevant data is available to, or processed by, Surgo at all times. The analysis and interpretation of alternative data involves a high degree of uncertainty and may entail significant expense, including technological efforts, that are borne by the Funds (and indirectly by the Funds). No assurance can be given that Surgo will be successful in utilizing alternative data in its investment process. Further, Surgo relies heavily on the third-party data providers to gather data sets, and, if information that it receives from a third-party data source is incorrect, the Funds may be negatively impacted, and may not achieve its desired results. Although Surgo uses third-party data sources that it believes to be generally reliable, Surgo typically receives these services on an "as is" basis and cannot guarantee that the data received from these sources is accurate. In some instance, the investment processes developed by Surgo are tailored to the data providers on which it relies. If for any reason the Funds loses access to such data, including because a data provider fails to or determines that it will, for whatever reason, no longer provide Surgo with access to such data, the ability of the Funds to implement its investment program will be materially impacted. Moreover, there has been increased scrutiny from a variety of regulators regarding the use of alternative data in this manner, and its use or misuse under current or future laws and regulations could create liability for Surgo and/or the Funds in numerous jurisdictions. Any future

limitations on the use of alternative data could have a material adverse impact on the performance of the Funds.

Long/Short

The Funds seeks risk-adjusted capital appreciation through a range of Securities and invests both long and short in Securities. The success of the Funds' long/short investment strategy depends upon Surgo's ability to identify and purchase Securities that are undervalued and identify and sell short Securities that are overvalued. The identification of investment opportunities in the implementation of the Funds' long/short investment strategies is a difficult task, and there are no assurances that such opportunities will be successfully recognized or acquired. In the event that the perceived opportunities underlying the Funds' positions were to fail to converge toward or were to diverge further from values expected by Surgo, the Funds may incur a loss. In the event of market disruptions, significant losses can be incurred which may force the Funds to close out one or more positions. Furthermore, the valuation models used to determine whether a position presents an attractive opportunity consistent with Surgo's long/short strategies may become outdated and inaccurate as market conditions change.

Short Selling

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 Funds of buying those Securities to cover the short position. There can be no assurance that the Funds will be able to maintain the ability to borrow Securities sold short. In such cases, the Funds 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. Short strategies can also be implemented synthetically through various instruments and be used with respect to indices or in the over-the-counter market and with respect to futures and other instruments. In some cases of synthetic short sales, there is no floating supply of an underlying instrument with which to cover or close out a short position and the Funds may be entirely dependent on the willingness of over-the-counter market makers to quote prices at which the synthetic short position may be unwound. There can be no assurance that such market makers will be willing to make such quotes. Short strategies can also be implemented on a leveraged basis. Lastly, even though the Funds secures a "good borrow" of the Security sold short at the time of execution, the lending institution may recall the lent Security at any time, thereby forcing the Funds to purchase the Security at the then-prevailing market price, which may be higher than the price at which such Security was originally sold short by the Funds.

Diversification and Concentration

It is currently expected that the Funds will be concentrated across systemic themes. While Surgo intends to invest across the life cycle of companies, rather than limiting the Funds' investments to a specific stage of company growth or size, the Funds' portfolio may become significantly concentrated in Securities related to a single or a limited number of industries, sectors or issuers that align with its investment objective. Many of the Funds' investments may require significant capital contributions and accordingly, the Funds may hold a few relatively large (in relation to its

capital) securities positions, with the result that a loss in any such position could have a material adverse impact on the Funds. Such concentration of risk may increase the losses suffered by the Funds or reduce its ability to hedge its exposure and to dispose of depreciating assets. This limited diversification may result in the concentration of risk, which, in turn, could expose the Funds to losses disproportionate to market movements in general if there are disproportionately greater adverse price movements in such Securities.

Leverage and Borrowing

The use of leverage allows the Funds to make additional investments, thereby increasing its exposure to assets, such that its total assets may be greater than its capital. However, leverage also magnifies the volatility of changes in the value of the Funds' portfolio. The effect of the use of leverage by the Funds in a market that moves adversely to its investments could result in substantial losses to the Funds, which would be greater than if the Funds were not leveraged. The Funds also has the authority to borrow for cash management purposes, such as to satisfy withdrawal requests. The rates at and terms on which the Funds can borrow affect the operating results of the Funds.

Equity Securities Generally

The Funds may invest across the market capitalization spectrum in equity Securities of companies. Equity Securities of enterprise data technology companies, financial services companies, industrial and healthcare companies may constitute a significant portion of the Funds' investment positions. 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 Funds may suffer losses if it invests in equity instruments of issuers whose performance diverges from Surgo's expectations or if equity markets generally move in a single direction and the Funds has not hedged against such a general move. Investments in small-to-medium sized companies of a less seasoned nature whose Securities are traded in the over-the-counter market often involve significantly greater risks than the Securities of larger, better-known companies. The Funds also may be exposed to risks that issuers will not fulfill contractual obligations such as, in the case of convertible securities or private placements, delivering marketable common stock upon conversions of convertible securities and registering restricted securities for public resale.

Derivative Instruments

Certain swaps, options 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 Funds may participate is evolving, and changes in the regulation or taxation of such instruments may have a material adverse effect on the Funds.

Call and Put Options

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

strike price above the reference price or value of the underlier (as so determined). Under a conventional physically-settled option structure, the purchaser of a call option has the right to purchase a specified quantity of the underlier at the strike price, and the purchaser of a put option has the right to sell a specified quantity of the underlier at the strike price. A purchaser of an option may suffer a total loss of premium (plus transaction costs) if that option expires without being exercised. Uncovered option writing (i.e., selling an option when the seller does not own a like quantity of an offsetting position in the underlier) exposes the seller to potentially significant loss. The potential loss of uncovered call writing is unlimited. The seller of an uncovered call may incur large losses if the reference price or value of the underlier increases above the exercise price by more than the amount of any premiums earned. As with writing uncovered calls, the risk of writing uncovered put options is substantial. The seller of an uncovered put option bears a risk of loss if the reference price or value of the underlier declines below the exercise price by more than the amount of any premiums earned. Such loss could be substantial if there is a significant decline in the value of the underlier.

Futures Contracts

The value of futures contracts depends upon the price of the Securities, such as commodities, underlying them. The prices of futures contracts are highly volatile, and price movements of futures contracts can be influenced by, among other things, interest rates, changing supply and demand relationships, trade, fiscal, monetary and exchange control programs and policies of governments, as well as national and international political and economic events and policies. In addition, investments in futures contracts are also subject to the risk of the failure of any of the exchanges on which the Funds' positions trade or of its clearing houses or counterparties. Futures positions may be illiquid because certain commodity exchanges limit fluctuations in certain futures contract prices during a single day by regulations referred to as "daily price fluctuation limits" or "daily limits". Under such daily limits, during a single trading day no trades may be executed at prices beyond the daily limits.

Currency Exchange Exposure

The Funds may invest in Securities denominated in currencies other than the U.S. dollar. The Funds, however, values its Securities in U.S. dollars. The Funds may, but is not obligated to, seek to hedge its non-U.S. currency exposure by entering into currency hedging transactions. There can be no guarantee that Securities suitable for hedging currency or market shifts will be available at the time when the Funds wish to use them, or that hedging techniques employed by the Funds will be effective.

Counterparty Risk

The Master Fund has established relationships to obtain financing, derivative intermediation and prime brokerage services that permit the Master Fund to trade in any variety of markets or asset classes over time. Although the Master Fund intends to enter into transactions only with counterparties that the Investment Manager believes to be creditworthy and even if the Investment Manager intends to proactively manage the Master Fund's counterparty exposure, there can be no assurance that a counterparty will not default and that the Fund will not sustain a loss on a transaction as a result. The Master Fund is not restricted from dealing with any particular counterparty or from concentrating any or all of their transactions with one counterparty.

Concentration of transactions with a limited number of counterparties could increase the potential for losses by the Funds.

The Master Fund may effect transactions in the OTC derivatives markets. The stability and liquidity of OTC derivatives transactions depends in large part on the creditworthiness of the parties to the transactions.

If there is a default by a counterparty, the Master Fund under most normal circumstances will have contractual remedies pursuant to the agreements related to the transaction. However, exercising such contractual rights may involve delays or costs which could result in the net asset value of the Master Fund being less than if the Master Fund had not entered into the transaction. Furthermore, there is a risk that any of such counterparties could become insolvent and/or the subject of insolvency proceedings. In such case, the recovery of the Master Fund's Securities from such counterparty or the payment of claims therefor may be significantly delayed and the Master Fund may recover substantially less than the full value of the Securities entrusted to such counterparty.

In addition, the Master Fund may use counterparties located in jurisdictions outside the United States. Such local counterparties usually are subject to laws and regulations in non-U.S. jurisdictions that are designed to protect customers in the event of their insolvency. However, the practical effect of these laws and their application to the Master Fund's assets are subject to substantial limitations and uncertainties. Because of the range of possible factual scenarios involving the insolvency of a counterparty and the potentially large number of entities and jurisdictions that may be involved, it is impossible to generalize about the effect of such an insolvency on the Master Fund and its assets. Investors should assume that the insolvency of any such counterparty would result in significant delays in recovering the Master Fund's Securities from or the payment of claims therefor by such counterparty and a loss to the Funds, which could be material.

Additionally, the Master Funds and companies in which the Master Fund invest may also maintain deposits or other assets at U.S. or non-U.S. banks which may exceed the level at which deposits are guaranteed. There can be no assurance that a custodial bank will not experience difficulties or fail or that the Master Fund and its portfolio companies will not experience delays or an inability to access deposits or other assets.

Cybersecurity Risk

As part of its business, Surgo processes, stores and transmits large amounts of electronic information, including information relating to the transactions of the Funds and personally identifiable information of the Limited Partners. Similarly, service providers of Surgo or the Funds, especially the Administrator, may process, store and transmit such information. Surgo 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. The techniques used to obtain unauthorized access to data, disable or degrade service, or sabotage systems change frequently and may be difficult to detect for long periods of time. Hardware or software acquired from third parties may contain defects in design or manufacture or other problems that could unexpectedly compromise information security. Network connected services provided by third parties to Surgo may be susceptible to compromise, leading to a breach

of Surgo's network. Surgo's systems or facilities may be susceptible to employee error or malfeasance, government surveillance, or other security threats. Breach of Surgo's information systems may cause information relating to the transactions of the Funds and personally identifiable information of the Limited Partners to be lost or improperly accessed, used or disclosed. Further, the service providers of Surgo, the Funds are subject to the same electronic information security threats as Surgo. If a service provider fails to adopt or adhere to adequate data security policies, or in the event of a breach of its networks, information relating to the transactions of the Funds and personally identifiable information of the Limited Partners may be lost or improperly accessed, used or disclosed.

The following are the principal risks associated with the market conditions in which Surgo invests and specific investments:

General Economic and Market Conditions

The success of the Funds' activities is 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 Funds' 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 Funds' investments. Volatility or illiquidity could impair the Funds' profitability or result in losses. The Master Fund may maintain substantial trading positions that can be adversely affected by the level of volatility in the financial markets.

Systemic Risk

Systemic risk is the risk of broad financial system stress or collapse triggered by the default of one or more financial institutions, which results in a series of defaults by other interdependent financial institutions. Financial intermediaries, such as clearing houses, banks, securities firms and exchanges with which the Funds interact are all subject to systemic risk. A systemic failure could have material adverse consequences on the Funds and on the markets for the Securities in which the Funds seek to invest.

Governmental Interventions

Extreme volatility and illiquidity in markets has in the past led to, and may in the future lead to, extensive governmental interventions in equity, credit and currency markets. Generally, such interventions are intended to reduce volatility and precipitous drops in value. In certain cases, governments have intervened on an "emergency" basis, suddenly and substantially eliminating market participants' ability to continue to implement certain strategies or manage the risk of their outstanding positions. In addition, these interventions have typically been unclear in scope and application, resulting in uncertainty. It is impossible to predict when these restrictions will be imposed, what the interim or permanent restrictions will be and/or the effect of such restrictions on the Funds' strategies.

Potential Interest Rate Increases

In recent years, short-term and long-term interest rates have risen. The uncertainty of the U.S. and global economy, changes in U.S. government policy, and changes in the federal funds rate, increase

the risk that interest rates will remain volatile in the future. Sustained future interest rate volatility may cause the value of any fixed income securities held by the Funds to decrease, which may result in substantial withdrawals from the Funds that, in turn, force the Funds to liquidate such securities at disadvantageous prices negatively impacting the performance of the Funds.

Public Company Holdings

The Funds have investments in Securities issued by publicly held companies. Such investments may subject the Funds to risks that differ in type or degree from those involved with investments in privately held companies. Such risks include, without limitation, greater volatility in the valuation of such companies, increased obligations to disclose information regarding such companies, limitations on the ability or the Funds to dispose of such Securities at certain times, increased likelihood of shareholder litigation against such companies' board members and increased costs associated with each of the aforementioned risks.

Private Investments

Investments in the private equity of companies at various stages in their development involve a high degree of business and financial risk. Private companies with limited 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. The Funds have exposure to, and may in the future invest in, private, mid-stage and late-stage companies across a variety of industry sectors but focuses primarily on technology companies, including micro- and/or smaller-capitalization companies. These mid-stage companies typically have modest revenues and may or may not be profitable. Further, the Funds may to a lesser extent invest in securities of unseasoned early-stage companies with little or no operating history. These early-stage companies represent highly speculative investments. Both types of companies may require additional capital, after the Funds' investment, to develop technologies and markets, acquire customers and achieve or maintain a competitive position. This capital may not be available at all, or on acceptable terms. Further, the technologies and markets of such companies may not develop as anticipated, even after substantial expenditures of capital. Such companies may face intense competition, including competition from established companies with much greater financial and technical resources, more extensive development, manufacturing, marketing and service capabilities and a greater number of qualified managerial and technical personnel. Such risks may adversely affect the performance of such investments and result in substantial losses.

The value of the Funds' investments may depend upon the quality of managerial assistance provided by the investors in the companies and their ability and willingness to provide financial support. In the absence of additional equity financing, certain companies may seek debt financing. Investments in private equity of highly-leveraged companies involve a high degree of risk. The use of leverage by a private company may increase the exposure of such company to adverse economic factors such as downturns in the economy or deterioration in the conditions of such company or its respective industry. In the event any such company cannot generate adequate cash flow to meet debt service, the Funds may suffer a partial or total loss of capital invested in the company, which, depending on the size of the Funds' investments, could adversely affect the return on the capital of the Funds.

The Funds' ability to realize value from an investment in a private company will depend largely upon successful completion of the company's initial public offering or the sale of the company to another company, which may not occur for a period of several years after the date of the Funds' investment, or may not occur at all. There can be no assurance that any of the companies in which the Funds invests will complete public offerings or be sold, or, if such events occur, as to the timing and value of such offerings or sales. In addition, the Funds may be subject to, or may agree to become subject to, lock-up periods subsequent to an initial public offering or other liquidity event. The Funds may also lose all or part of its entire investment if these companies fail or their product lines fail to achieve an adequate level of market recognition or acceptance.

The Funds may also lose all or part of its entire investment if these companies fail or their product lines fail to achieve an adequate level of market recognition or acceptance.

Risks Associated with Cryptocurrency Investments

In connection with the Funds' private and public investments in the financial services and financial technology industries, as well as its investments in the equity securities of early-stage venture capital companies, the Funds' portfolio may include cryptocurrencies. In particular, the Funds may opportunistically invest in cryptocurrencies directly, or may be issued cryptocurrency from an underlying portfolio company as an alternative to common stock as indicia of ownership of such company. In either case, the Funds does not currently expect cryptocurrency to be a material portion of its investment strategy. Investments in cryptocurrency assets are subject to many specialized risks and considerations, including risks relating to (i) technology, (ii) security, (iii) regulation, (iv) user/market acceptance, (v) volatility and (vi) timing. Any such investment is highly speculative and subject to the risk that the entirety or a material portion of such investment or its value may be lost. The Funds may also invest, directly or indirectly, in initial coin offerings ("ICOs") at all stages, including presale rounds ICOs and various token presales, which are currently unregulated and are subject to fraud, security breaches, regulatory developments, enforcement actions and technological developments. There is no guarantee that the token or currency purchased will have any value or worth. ICOs can at any point become subject to federal, state and other securities laws, federal commodity laws, and various international regulations, among other restrictions. Such restrictions may have an adverse impact on the Funds' assets or on the Funds' ability to sell its assets.

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 Funds' investment opportunities. In addition, accounting and financial reporting standards that prevail outside of the U.S. generally

are not as high as U.S. standards and, consequently, less information is typically available concerning companies located outside of the U.S. than for those located in the U.S. As a result, the Funds may be unable to structure its transactions to achieve the intended results or to mitigate all risks associated with such markets. It may also be difficult to enforce the Funds' rights in such markets. For example, Securities traded on non-U.S. exchanges and the non-U.S. persons that trade these instruments are not subject to the jurisdiction of the SEC or the CFTC or the securities and commodities laws and regulations of the U.S. Accordingly, the protections accorded to the Funds under such laws and regulations are unavailable for transactions on non-U.S. exchanges and with non-U.S. counterparties.

Risks of Investing in India

The performance of Indian companies and the value of the Funds' interests in Indian companies may be adversely affected by numerous factors, including, for example, (i) business, economic, and political conditions throughout India and the world; (ii) the supply of and demand for the goods and services produced, provided, or sold by Indian companies; (iii) changes and advances in technology that may, among other things, render goods and services sold by Indian companies obsolete; and (iv) actual and potential competition from other companies. Certain Indian companies may need substantial additional capital to support growth or to achieve or maintain a competitive position. This capital may not be available on attractive terms or at all.

Accounting, financial and other reporting standards in India are not equivalent to those in more developed countries. The Securities and Exchange Board of India ("SEBI"), the principal regulator of the Indian securities market, received statutory authority in 1992 to oversee and supervise the Indian securities markets. Accordingly, the securities laws and regulations in India are continuously evolving, and the ability of SEBI to promulgate and enforce rules regulating market practices is uncertain. Additionally, India's political, social and economic stability is commensurate with its developing status. Certain developments beyond the control of the Funds and Surgo, such as the possibility of political changes, government regulation, social instability, diplomatic disputes, or other similar developments, could adversely affect the Funds' investments. Any change in the applicable law that requires changes, including retrospective changes, in the structure or operations or investment policies of the Funds, may adversely impact the performance of the Funds.

Latin American-Related Risks

The Funds may invest its assets in financial instruments that are primarily related to the countries and economies of Latin America and consequently, an investment in the Funds may be subject to greater volatility. The economies of certain Latin American countries have experienced high interest rates and inflation rates, economic volatility, currency devaluations, economic, political and social instability, government defaults and high unemployment rates. In addition, commodities (such as oil, gas and minerals) represent a significant percentage of the region's exports, and many economies in this region are particularly sensitive to fluctuations in commodity prices. The economies of Latin American countries are heavily dependent on trading relationships with key trading partners, including the United States, Europe, Asia and other Latin American countries. Adverse economic events in one country may have a significant adverse effect on other countries of this region. In addition, historically, certain Latin American economies have been influenced by changing supply and demand for a particular currency and monetary policies of governments (including exchange

control programs, restrictions on local exchanges or markets and limitations on foreign investment in a country or on investment by residents of a country in other countries).

Item 9: Disciplinary Information

Neither Surgo nor any of its officers, directors, employees or other management persons, have been involved in any legal or disciplinary events in the past 10 years that would require disclosure in response to this Item.

Item 10: Other Financial Industry Activities and Affiliations

Neither Surgo nor any of its affiliates is registered, or has an application pending to register, as a broker-dealer or a registered representative of a broker-dealer.

Neither Surgo nor any of its affiliates is registered, nor does either have an application pending to register as a futures commission merchant, commodity pool operator, a commodity trading advisor, or an associated person of the foregoing entities.

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

Pursuant to Rule 204A-1 under the Advisers Act, Surgo has adopted a written Code of Ethics (the “**Code**”) predicated on the principal that the Adviser owes a fiduciary duty to the Funds and its Investors. The Code is designed to address and avoid potential conflicts of interest and is applicable to all officers, directors, members, partners or employees of Surgo (the “**Access Persons**”), each Access Person’s spouse, minor children and other family members living in his or her household, as well as each other individual designated in writing by the Chief Compliance Officer as being subject to all or a portion of the compliance procedures or policies adopted by the Surgo. Surgo requires its employees to act in the Funds’ best interests, abide by all applicable regulations and avoid any action that is, or could even appear to be, legally or ethically improper.

Surgo generally prohibits the purchase or sale of reportable securities (with the exception of certain exchange traded funds, unaffiliated mutual funds, CDs and obligations of the U.S. or non-U.S. government) and requires pre-clearance before transacting in private placement securities; requires periodic reporting of Access Persons’ personal securities transactions and all holdings; and requires prompt internal reporting of Code violations. Surgo believes that this prohibition mitigates the most likely conflicts of interest that may arise from personal trading activity by generally prohibiting trading in securities that largely comprise the investible universe of its Funds. Surgo may allow employees to liquidate legacy positions during their employment at Surgo; however, they may only do so by obtaining approval prior to executing each trade. Exceptions like these to the personal trading policy are handled on a case-by-case basis and subject to such conditions as deemed appropriate by Surgo. Surgo endeavors to maintain current and accurate records of all personal securities accounts of its Access Persons in an effort to monitor all such activity. A copy of Surgo’s Code is available upon request.

Gifts and Entertainment, Political Activities and Outside Activities

The Code contains restrictions on the giving and receiving of gifts and entertainment and requires that any such items be preapproved, reasonable in cost in light of industry practice, appropriate as to time and place, and not given to influence the recipient or intended as a bribe, kickback or payoff. Access Persons are required to submit quarterly affirmations affirming compliance with Surgo's Gifts and Entertainment Policy.

The Code also generally requires an Access Person obtain approval prior to them or their spouse or immediate family members making a political contribution or engaging in engaging in certain campaign-related fundraising activities, as well as prohibitions on serving on certain types of boards of outside companies without prior approval. The Code is intended to prevent material conflicts of interest that could raise from an Access Person's personal activities.

Surgo seeks to mitigate potential conflicts from personal investment activities of its Access Persons by imposing significant restrictions on their ability to engage in such activities, as described above. However, it is possible that at times, Access Persons could have an interest in the same public or private securities, related securities or other financial instruments as the Funds and therefore may benefit from the market activity of the Funds. It is also possible that the Access Person could take action with respect to such investment that is different than that taken by Surgo with respect to Funds.

Certain employees of Surgo invest in the Funds in varying amounts. As a result, such employees have a financial interest in the investments made by the Funds. The foregoing could lead to certain conflicts of interest that are described in Item 6, including the fact that the employee could have an interest contrary to those taken by the Funds.

Employees of Surgo are required to certify to their compliance with the Code on a quarterly basis.

Item 12: Brokerage Practices

There are no restrictions as to the type or amount of securities to be bought or sold on behalf of the Funds. Surgo is responsible for the placement of the portfolio transactions of Funds and the negotiation of any commissions paid on such transactions. Portfolio securities normally are purchased through brokers on exchanges or directly from the issuer or from an underwriter or market maker for the securities. Purchases of portfolio instruments through brokers involve a commission to the broker. Purchases of portfolio securities from dealers serving as market makers include the spread between the bid and the asked price. Surgo may utilize the services of one or more introducing brokers who execute brokerage transactions through the prime broker and custodian who clears the transactions of the Funds. Investors may not direct brokerage.

Securities transactions are executed through brokers selected by Surgo in its sole discretion and without the consent of Investors. In placing portfolio transactions, Surgo seeks to obtain the best execution for the Clients, taking into account the following factors: the rate of commissions and other execution-related costs; the ability of the brokers and dealers to effect the transaction; the brokers' or dealers' facilities, reliability and financial responsibility; the reputation of the brokerage

firm; the value of research, brokerage or other services provided by the broker as well as other factors that Surgo deems relevant.

In selecting a broker-dealer to execute transactions (or series of transactions) and determining the reasonableness of the broker-dealer's compensation, Surgo need not solicit competitive bids and does not have an obligation to seek the lowest available commission cost. It is not Surgo's practice to negotiate "execution only" commission rates, thus a client may be deemed to be paying for research, brokerage or other services provided by a broker-dealer which are included in the commission rate.

Surgo receives research or other products or services other than execution from a broker-dealer and/or a third party in connection with client securities transactions. This is known as a "soft dollar" relationship. Surgo will limit its use of "soft dollars" to obtain research and brokerage services to services that constitute research and brokerage within the meaning of Section 28(e) of the Securities Exchange Act of 1934 ("**Section 28(e)**"). When Surgo uses client commissions to obtain Section 28(e) eligible research and brokerage products and services, certain personnel of Surgo periodically review and evaluate its soft dollar practices and determine in good faith whether, with respect to any research or other products or services received from a broker-dealer, the commissions used to obtain those products and services were reasonable in relation to the value of the brokerage, research or other products or services provided by the broker-dealer. This determination will be viewed in terms of either the specific transaction or Surgo's overall responsibilities to the Funds.

The use of client commissions (or markups or markdowns) to obtain research and brokerage products and services raises conflicts of interest. For example, Surgo will not have to pay for the products and services itself. This creates an incentive for Surgo to select or recommend a broker-dealer based on its interest in receiving those products and services.

Surgo may cause clients to pay commissions (or markups or markdowns) higher than those charged by other broker-dealers in return for soft dollar benefits (known as paying-up), resulting in higher transaction costs for clients.

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

The bullets below list the types of research and brokerage services that Surgo has received during the last fiscal year:

Research Services and Products

- Research reports (including market research);
- Virtual and in-person attendance at certain seminars and conferences;
- Discussions with research analysts;
- Virtual and in-person meetings with corporate executives; and
- Data services (including services providing market data, company financial data and economic data).

Brokerage

- Services related to the execution, clearing and settlement of securities transactions and functions incidental thereto (i.e., connectivity services between Surgo and a broker-dealer and other relevant parties such as custodians);
- Software used to transmit orders;
- Clearance and settlement in connection with a trade;
- Electronic communication of allocation instructions;
- Routing settlement instructions; and
- Post trade matching of trade information.

The broker dealers that have entered into prime brokerage arrangements with the Adviser may occasionally provide the Adviser with introductions to potential investors. Capital introduction is a service provided by prime brokers and is designed to “introduce” hedge fund managers to potential investors, typically through individual meetings or in a conference format. Although capital introduction is customarily offered as a “free” service, various conflicts of interest are presented by such arrangements. While the Adviser does not compensate these broker-dealers based on capital introductions, Surgo may be incentivized to use the services of a specific prime broker due to the broker’s ability to raise capital for the Adviser. In addition, the Adviser benefits from arrangements where investors are referred to the Adviser because its management fees are generally based upon a percentage of assets managed and its incentive or performance based fees are generally based upon a percentage of net profits on such assets. Thus, the more assets the Adviser has under management, the higher its management fee income and, potentially, its incentive fee income. Also, there is a direct conflict between the prime brokers’ desire to increase their revenues by raising capital through their prime brokerage services. The prime broker and/or its affiliates generally receive fees/commissions as a result of the Adviser’s decision to utilize its services as follows: custodian of Client accounts managed by the Adviser; securities transactions executed on behalf of the Adviser’s Clients; and lending funds and/or securities to the Adviser as part of the Adviser’s investment strategy, i.e., margin/short sale and/or securities lending programs. While the relationship may present the appearance of a conflict of interest, the availability of the foregoing products and services to the Adviser is not contingent upon Adviser committing to the prime brokers any specific amount of business (assets in custody or trading commissions).

Surgo has internal controls in place to seek to prevent trade errors from occurring. On those occasions when such an error nonetheless occurs, Surgo will use reasonable efforts to correct the error as soon as possible. The Funds (and not Surgo) will benefit from any gains resulting from

trade errors and other errors and will be responsible for any losses (including additional trading costs) resulting from trade errors and other errors, absent bad faith, gross negligence, willful misconduct or actual fraud of the relevant person. Surgo will not offset any such gains and losses resulting from trade errors and other errors unless the underlying transactions constitute a single transaction or closely related series of transactions. Surgo will reimburse the Funds for losses for which the Surgo is responsible under the exculpation provisions. Given the potentially large volume of transactions executed by Surgo on behalf of the Funds, investors should assume that trade errors and other errors will occur and that, to the extent permitted by applicable law and under the Governing Fund Documents, the Funds will be responsible for any resulting losses, even if such losses result from the negligence (but not gross negligence) of Surgo's personnel.

Surgo conducts trading on the master fund level and does not typically need to aggregate and allocate transactions to ensure best execution and equal treatment of Clients as a result.

Outsourced Trading

Surgo's Head Trader is responsible for the Master Fund's daily trading and related activities. However, from time to time and in limited circumstances with clearly defined parameters, Jefferies LLC (the "**External Trading Desk**") has been engaged by Surgo on behalf of the Master Fund to execute and/or direct certain of the Master Fund's trades on an outsourced basis. For example, the current intention is that the External Trading Desk is utilized to execute or direct trades of the Master Fund that are placed outside of Surgo's normal business hours (e.g., in non-U.S. markets or markets that operate 24 hours per day) or to the extent that Surgo's full-time in-house Head Trader is unavailable. Notwithstanding the foregoing, Surgo is ultimately responsible for the Master Fund's trading and other investment-related activities and the External Trading Desk is subject to the same risk parameters and investment guidelines that are applicable to Surgo's trading desk personnel when placing trades or directing orders on behalf of the Master Fund.

While the External Trading Desk is subject to clear and well-defined risk parameters and investment guidelines established by Surgo, the External Trading Desk does have some limited discretion on trade execution matters based on the particular circumstances in which it is executing trades on behalf of the Funds. While Surgo reviews the services performed by the External Trading Desk on a periodic basis, it is possible that, in the exercise of its discretion, the External Trading Desk executes and/or direct trades under sub-optimal conditions or make trading-related errors that would negatively impact the Funds (and, in any case, such trading-related errors is borne by either the Funds or Surgo in accordance with Surgo's Compliance Manual and trade error policy). Use of the External Trading Desk, and the manner in which Surgo compensates the External Trading Desk, even in the limited circumstances described above, exposes the Funds to potential conflicts of interest that would be different than the conflicts of interest posed if Surgo solely employed its own trading desk personnel. In causing the Master Fund to enter into and maintain such arrangement, Surgo has a conflict of interest because the fees paid to (or commissions agreed to with) and expenses reimbursed to the External Trading Desk are borne by the Funds which reduces or eliminates unreimbursed trading-related costs and expenses that would otherwise have been incurred by Surgo. While Surgo will only maintain such arrangement for so long as it remains satisfied that such arrangement is consistent with Surgo's duty to seek best execution, the foregoing means that Surgo is economically incentivized to continue such arrangement or enter into similar

alternative arrangements even if it has the capacity to provide the same services in-house at a comparable level.

The External Trading Desk receives reasonable and customary fees agreed on a commercial arms'-length basis at market rates, which fees are paid out of the assets of Funds which are in addition to any trading commissions.

Item 13: Review of Accounts

All investments are approved by Mala Gaonkar as Chief Investment Officer. The Master Fund's portfolio is reviewed on a continuous basis and the investment personnel meet regularly to discuss investment ideas, economic developments, industry outlook and other issues related to current portfolio holdings and potential investment opportunities.

Surgo provides each Limited Partner with the following reports in accordance with the terms of the applicable Governing Fund Documents: (i) audited annual financial statements; (ii) unaudited quarterly financial statements; and (iii) annual tax information necessary to complete any applicable tax returns. Surgo also provides additional information regarding the Funds' portfolio, including gross and net exposure information.

Item 14: Client Referrals and Other Compensation

Surgo does not currently but may in the future periodically engage third party placement agents (i.e., solicitors) to introduce prospective investors to the Funds. The fees and expenses of any third-party placement agents would be paid by the Funds but reimbursed by Surgo by offsetting its Management Fees.

Surgo receives certain research or other products or services from broker-dealers through "soft-dollar" arrangements. These "soft-dollar" arrangements create an incentive for Surgo to select or recommend broker-dealers based on Surgo's interest in receiving the research or other products or services and may result in the selection of a broker-dealer on the basis of considerations that are not limited to the lowest commission rates and may result in higher transaction costs than would otherwise be obtainable by Surgo on behalf of its Clients. Please see Item 12 for further information on Surgo's "soft-dollar" practices, including Surgo's procedures for addressing conflicts of interest that arise from such practices.

Item 15: Custody

The Adviser has custody of Client assets and intends to comply with Rule 206(4)-2 under the Advisers Act, by meeting the conditions of the pooled vehicle annual audit provision. The Funds are audited on an annual basis in accordance with generally accepted accounting principles.

Item 16: Investment Discretion

In accordance with the terms and conditions of the Governing Fund Documents, and subject to the direction and control of the General Partner of each Fund, the Adviser generally has discretionary authority to determine, without obtaining specific consent from the Funds or its Limited Partners, the securities and the amounts to be bought or sold on behalf of the Funds, and to perform the day-to-day investment operations of the Funds.

There are generally no limits placed on Surgo's discretionary authority to manage the assets of the Funds pursuant to the investment management agreements. To the extent there are any limitations on Surgo's discretionary authority, they are described in the Governing Fund Documents.

Item 17: Voting Client Securities

In accordance with its fiduciary duty to Clients and Rule 206(4)-6 of the Advisers Act, Surgo has adopted and implemented written policies and procedures governing the voting of Funds' securities.

Surgo is responsible for voting Funds' proxies. In voting proxies, Surgo utilizes the services of a third-party proxy agent and Surgo has developed a written policy and procedures governing its activities in this area. In general, the policy requires Surgo to vote in a prudent and diligent manner that will serve the applicable Funds' best interest and, for routine matters, is consistent with the recommendation of the company's management unless it determines that it is in the best interest of the relevant Funds to do otherwise. Routine matters include, without limitation, routine election of directors (where no corporate governance issues are implicated), selection of auditors and increases in or reclassification in common stock. For all non-routine matters, Surgo considers the proxy proposal on a case-by-case basis. Surgo may take into account all relevant factors, as determined by Surgo in its discretion, including: (i) the impact on the value of the securities or instruments owned by the Funds 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, Surgo may refrain from voting proxies where Surgo believes that voting would be inappropriate, taking into consideration the cost or difficulty of voting the proxies, or the company makes a recommendation to abstain from voting, or Surgo determines that a Client's interests are better served by abstaining. The third-party proxy agent automatically pre-populates Surgo's proxy votes based on the third-party voting agent's voting guidelines which have been approved by the Adviser. A record of all proxy votes cast on behalf of the Funds is maintained.

If a material conflict of interest over proxy voting arises between Surgo and the Funds, the Adviser may convey a special committee to determine the appropriate actions with respect to voting the proxy. Clients or prospective Clients may obtain a copy of Surgo's proxy voting policies and its proxy voting record upon request by email to compliance@surgocap.com or by regular mail to SurgoCap Partners LP, Attention: Legal and Compliance Department, 920 Broadway, 9th Floor, New York, NY 10010

Item 18: Financial Information

A balance sheet is not required to be provided as Surgo (i) does not solicit fees more than six months in advance, (ii) does not have a financial condition that is likely to impair its ability to meet contractual commitments to Clients or (iii) has not been subject to any bankruptcy proceeding during the past 10 years.