

## FORM ADV PART 2A: The Firm Brochure

### **Flexis Capital LLC**

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**March 2023**

This brochure provides information about the qualifications and business practices of Flexis Capital LLC. If you have any questions about the contents of this brochure, please contact Flexis Capital's Chief Compliance Officer, Louis Friedman, at (212) 378-4000 or by email at [lfriedman@flexiscapital.com](mailto:lfriedman@flexiscapital.com).

The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission ("**SEC**") or by any state securities authority.

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

Any reference to Flexis Capital LLC as a "registered investment adviser" or as being "registered" does not imply a certain level of skill or training.

## **Item 2 - Material Changes**

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Since its last annual updating amendment on March 31, 2022, the Firm has no material changes to report.

**Item 3 - Table of Contents**

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Item 2 - Material Changes .....	2
Item 3 - Table of Contents .....	3
Item 4 - Advisory Business .....	4
Item 5 - Fees and Compensation .....	4
Item 6 - Performance Fees and Side-by-Side Management .....	6
Item 7 - Types of Clients .....	6
Item 8 - Methods of Analysis, Investment Strategies, Risk of Loss .....	7
Item 9 - Disciplinary Information .....	9
Item 10 - Other Financial Industry Activities and Affiliations .....	9
Item 11 - Code of Ethics, Participation/Interest in Client Transactions, and Personal Trading .....	10
Item 12 - Brokerage Practices .....	10
Item 13 - Review of Accounts .....	10
Item 14 - Fund Referrals and Other Compensation .....	11
Item 15 - Custody .....	11
Item 16 - Investment Discretion .....	11
Item 17 - Voting Client Securities .....	11
Item 18 - Financial Information .....	12

**Item 4 - Advisory Business**

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- A. Flexis Capital LLC (“Flexis” or the “Firm”) is an investment adviser with a principal place of business in Miami Beach, Florida. Flexis commenced operations as an investment adviser in 2009.

Louis Friedman (“Managing Partner”) is the principal owner and managing partner of Flexis. The Managing Partner is also the managing member of Flexis Advisors II LLC, Flexis Advisors III LLC, Flexis Advisors IV LLC and Flexis Advisors V LLC, all Delaware limited liability companies (each, a “General Partner” for its respective fund(s) and collectively, the “General Partners”). The General Partners have the ultimate responsibility for the management, operations and the decisions made by Flexis. Flexis provides investment advisory services to special purpose investment vehicles (each a “Fund” and collectively the “Funds.”)

- B. Flexis provides investment management services to its Funds pursuant to investment guidelines within the relevant limited partnership agreement, and/or other such agreements (collectively, “Governing Documents”). The Funds rely on an exemption from registration under the Investment Company Act of 1940, as amended (the “Investment Company Act”), pursuant to either Section 3(c)(1) or Section 3(c)(7), as defined in each Fund’s Governing Documents.
- C. Flexis does not tailor its services to the individual Fund investors or provide investors with the right to specify, restrict, or influence the Funds’ investment objectives or any investment decisions.
- D. Flexis does not participate in wrap fee programs.
- E. As of December 31, 2022, Flexis managed \$254,658,644 in regulatory assets under management, all of which are managed on a discretionary basis.

**Item 5 - Fees and Compensation**

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- A. Flexis’ fees and compensation arrangements may vary among the Funds. The specific terms of such arrangements are established by Flexis as set forth in each Fund’s Governing Documents. The Firm generally charges a management fee to the Fund (“Fund Management Fee”), which ranges from 1.5% to 2% annually. The Firm may, at its discretion, waive or reduce such fees for certain investors. Flexis also receives performance-based incentive fees (“Carried Interest”) with respect to realized investments.
- B. Flexis generally calls capital in advance, for Fund Management Fees and Fund operating expenses.
- C. In addition to the fees described above, each Fund is responsible for certain of its operating expenses, as disclosed in each Fund’s Governing Documents. These expenses include all organizational expenses and expenses associated with each Fund offering, including legal, filing, marketing, and accounting fees, which generally include, without limitation, the following as fully disclosed in the Governing Documents of each respective Fund:

- I. All reasonable out-of-pocket costs and expenses (to the extent not reimbursed) incurred in sourcing, pursuing, investigating, diligencing, analyzing, developing, negotiating, structuring, making, acquiring, holding, monitoring and disposing of investments, including in connection with any default, bankruptcy, restructuring (including enforcing rights or amending terms) or refinancing of the Fund and/or certain related Fund entities (e.g., structuring and commitment fees and expense reimbursement to financing sources or potential financing sources), legal, accounting, management and consulting fees and expenses, regulatory filing fees and expenses and other investment costs incurred by or on behalf of the Fund, and termination fees in connection therewith, including the foregoing expenses related to prospective follow-on investments or potential dispositions that are not consummated, including, but not limited to, any rating agency expenses, due diligence costs, commissions, brokerage fees, financing, legal, accounting, advisory, research (including expenses of software used for the monitoring of the investments), appraisal, valuation and consulting fees and expenses incurred in connection therewith (for the avoidance of doubt, the foregoing to include, without limitation, travel, legal, tax, accounting, appraisal, and any rating agency costs to the extent not paid directly by the Fund);
- II. All reasonable out-of-pocket costs and expenses (to the extent not reimbursed) incurred in connection with administering, monitoring and management of investments in the Fund and certain related entities, and any temporary investments, including financing, legal, accounting, management and consulting fees and expenses, and recordkeeping and other related administrative fees and expenses;
- III. All reasonable and customary administrative fees and expenses of the Funds and certain related Fund entities incurred in the ordinary course, including the cost of the preparation of the annual audit, quarterly and annual reports, financial and tax returns and tax reports required for partners, Funds, or certain related Fund entities, cash management expenses, advisory and consulting fees and expenses, record-keeping fees and expenses, and routine legal and accounting fees and expenses;
- IV. Reasonable brokerage commissions, registration fees and expenses, custodial expenses and other investment costs (to the extent not reimbursed) incurred in connection with the Fund's investments and those of certain related Fund entities, and any temporary investments;
- V. Any taxes fees or other governmental charges levied against the Funds or certain related Fund entities and all costs and expenses incurred in connection with any tax audit, investigation, settlement or review of the Funds or certain related Fund entities;
- VI. Reasonable expenses of the advisory committee, and annual or special meetings of the partners;
- VII. Expenses incurred in connection with financial statements and reports, valuation of assets, tax returns, schedule K-1s and other communications with limited partners;
- VIII. Fees of, and any other disbursements to, attorneys, auditors, accountants, consultants, and other third-party service providers incurred on behalf of the Funds or certain related Fund entities;
- IX. Any insurance premiums or expenses incurred by the Funds or certain related Fund entities in connection with the activities of the Funds, including errors and omissions, fidelity, general partner liability, fiduciary, directors' and officers' liability and similar coverage for the General Partners, the General Partners' affiliates and related entities, other Fund related entities, the management company and any other person acting on behalf of the Funds or entities related to the Funds with respect to the activities of the Funds;
- X. Reasonable expenses related to or arising from defaults by partners in the payment of contributions or other payments required pursuant to each Fund's Governing Documents;

- XI. Reasonable expenses incurred in connection with distributions from related Fund entities to the Funds and from the Funds to partners;
  - XII. Post-closing obligations under agreements relating to the disposition of investments, including indemnification obligations and purchase price adjustment obligations;
  - XIII. For compliance and regulatory expenses of the General Partners and the management company (in each case as they relate to or are allocated to the Funds) and of the Funds and its investments, including, without limitation costs and expenses relating to the ongoing compliance with the Advisers Act and ongoing filings with the Securities and Exchange Commission (including, as applicable, expenses of preparing and filing Form PFs, 13F, 13H, 13G/D, 3, 4 or 5), and expenses in connection with any Commodity Futures Trading Commission reporting;
  - XIV. All unreimbursed organizational expenses of the Funds and the General Partners;
  - XV. Reasonable out-of-pocket fees, costs and expenses of or arising from any litigation (including the amount of any judgment or settlement in connection therewith), including all amounts required to be paid in connection with the Funds' and certain related Fund entities' indemnification obligations or extraordinary expenses or liability relating to the affairs of the Funds, including all amounts required to be paid to any covered person pursuant to indemnification;
  - XVI. Expenses incurred in connection with the dissolution, winding up or termination of the Funds and certain related Fund entities;
  - XVII. Reasonable expenses and costs incurred in relation to obtaining waivers, consents or approvals and all reasonable costs and expenses of, and/or incidental to, the preparation of amendments, modifications, revisions or restatements to the documents of the Funds or related Fund entities;
  - XVIII. Finder's fees relating to the transaction; and
  - XIX. All other out-of-pocket costs incurred in connection with the administration of the Funds and certain related Fund entities or otherwise that may be authorized by each Fund's Governing Documents or approved by a majority in interest or by the advisory committee.
- D. Neither Flexis nor any of the Firm's supervised persons will accept compensation for the sale of non-Flexis products.

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**Item 6 - Performance Fees and Side-by-Side Management**

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As described in Item 5(A) of this brochure, Flexis accepts performance-based compensation, "Carried Interest," from the Funds, as specified in each Fund's Governing Documents. Carried Interest is generally calculated based on a range of 15% to 30% of realized gains distributed by the Fund after investors have earned certain preferred returns depending on the terms dictated in the Governing Documents of each Fund. The Firm may, at its discretion, waive or reduce such fees for certain investors.

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**Item 7 - Types of Clients**

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As further described in Item 4 of this Brochure, the Firm currently provides investment advice to the Funds, which are special purpose investment vehicles exempt from registration under the Investment Company Act. Investors in the Funds are generally expected to be institutional investors and high net worth individuals that qualify as "accredited investors" (as defined in Rule 501 under the Securities Act of 1933, as amended) and "qualified purchasers" (as defined under the Investment Company Act of 1940, as amended). The minimum initial investment in the Funds is generally \$1 million, subject to Flexis' discretion to accept lesser amounts.

**Item 8 - Methods of Analysis, Investment Strategies, Risk of Loss**

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***Investment Strategy***

As is further described in each Fund's Governing Documents, Flexis makes privately negotiated equity and related investments primarily in middle market companies in North America. Flexis focuses on industries where the Firm has substantial experience and a strong relationship network – media, communication, business and information services, consumer, and opportunistically general sectors. The Firm has broad and flexible authority to invest across a range of securities and structures and generally seeks investments where the Funds acquire control or a position of significant influence, including by obtaining negative controls or contractual rights. Where the Firm makes non-control, passive investments, it does so to take advantage of proprietary opportunities (typically growth equity investments) that arise from its relationship network.

Flexis' approach to private equity is to evaluate each investment opportunity and deploy capital in the most efficient manner – a “flexible capital” model where the structure of the investment is adapted to the investment, rather than trying to fit an investment into a pre-conceived structure. Investments take the form of recapitalizations, management buyouts and other structured investments – Flexis will invest across the capital structure in situations where it feels it can achieve equity-like (not mezzanine) returns – in both private and public opportunities. In addition, Flexis will invest with an “Active Value” partnership approach, utilizing its network of relationships, which includes potential management team partners. The investment process involves critical thinking from multiple points of view and is supported by Flexis' network of relationships including the Executive Council, a group of highly regarded senior industry executives. Past performance of the Fund is not necessarily indicative of future performance of investments.

***Risk of Loss***

The Firm's investment strategy involves significant risks. A discussion of certain material risks is provided below. For a more complete list of expected risk factors, prospective Fund investors will be urged to review each Fund's Governing Documents.

Single-company Concentration. The lack of diversification causes vulnerability to adverse economic events, unfavorable business climates, management risks and other unfavorable business issues or events.

Dependence on Personnel. The success of the Firm's investment strategy is highly dependent on the expertise and performance of its senior investment professionals both individually and as a group. Instances may arise where the interests of the Firm, its supervised persons and/or principals, conflict with the interests of the Funds and their investors. For example, the existence of the General Partners' Carried Interests create an incentive for the Firm to make more speculative investments on behalf of the Funds than it would otherwise make in the absence of such performance-based arrangements. However, the Firm is committed to acting at all times in the best interest of the Funds.

Political and Economic Conditions. Investments may be adversely affected by changes in economic conditions or political events that are beyond the Firm's control. For example, a stock market downturn or the outbreak of hostilities may have significant adverse effects on the Firm's investments. In addition, changes in interest rates, general levels of economic activity, the price of securities and participation by other investors in the financial markets may affect the value of investments made by the Firm. Other factors, such as changes in U.S. federal or state laws, U.S. federal or state securities laws, bank regulatory policies or accounting standards, may

make corporation acquisitions less desirable. Similarly, legislative acts, rulemaking, adjudicatory or other activities of the U.S. Congress, the U.S. Securities and Exchange Commission, the U.S. Federal Reserve Board, the New York Stock Exchange, FINRA or other governmental or quasi-governmental bodies, agencies and regulatory organizations may make the business of the Firm less attractive.

Governmental Regulation. Certain Fund holdings are subject to various federal, state and local laws and regulations, including those governing the production, packaging, quality, labeling and distribution of products. Compliance with or changes in existing laws or regulations could require material expenses and negatively affect Fund holdings financial results through lower sales or higher costs.

Lack of Liquidity of Investments. There may be no readily available market for investments and investments may be difficult to value. Dispositions of investments may be subject to contractual and other limitations on transfer, or other restrictions that would interfere with subsequent sales of such investments or adversely affect the terms that could be obtained upon any disposition thereof. In addition, the ability to exit an investment through the public markets will depend on market conditions, and particularly the market for public offerings. The securities in which the Fund will invest may not be the most senior in structure, and thus could be subject to enhanced risk of loss.

No Assurance of Profit or Distributions. There is no assurance that the investments of the Fund will be profitable or that any distribution will be made to investors. Any return on investment will depend upon successful investments being made by the Fund. The marketability and value of any such investment will depend upon many factors beyond the control of the Fund. The expenses of the Funds may exceed its income, and investors could lose the entire amount of their contributed capital. Each Fund will have no source of funds from which to provide returns to investors other than income and gain received on its investments and the return of capital. In addition, while the Firm intends to provide returns to investors in cash, it is possible that capital may be distributed in kind and could consist of securities for which there is no readily available public market.

Uncertainty of Financial Projections. Projected operating results will often be based on management judgments. In all cases, projections are only estimates of future results that are based upon assumptions made at the time that the projections are developed. There can be no assurance that the projected results will be obtained, and actual results may vary significantly from the projections. General economic conditions, which are not predictable, can have a material adverse effect on the reliability of such financial projections.

Third Party Litigation. Litigation can and does occur in the ordinary course of the management of Fund investments. The Fund may be engaged in litigation both as a plaintiff and as a defendant. The Fund's investment activities subject it to relatively increased third-party litigation risk in those instances in which the Fund exercises control or significant influence over an investment, including as a result of board participation. Such litigation can arise as a result of acquisition or disposition transactions (whether consummated or not), investment company defaults, investment company bankruptcies and/or other reasons. In certain cases, such investments or their constituents or other third parties may bring claims and/or counterclaims against the Fund, the General Partner, the management company and/or their respective principals and affiliates alleging violations of securities laws and corporate, contractual and other typical claims and counterclaims seeking significant damages. The expense of defending against claims could adversely affect the Fund's rate of return.

Long-Term Investment. Investment in the Fund is a long-term commitment, and there is no assurance of any distribution to the partners prior to or upon liquidation of the Fund.



*Reliance on Operating Management.* While the senior investment professionals of the Fund will be actively engaged in the management of investments, the day-to-day operations of each investment will be the responsibility of the investments' respective management teams. Although the Fund will be responsible for monitoring the performance, there can be no assurance that any investment's existing operating management team, or any successor, will be able to operate the investment in accordance with the Fund's expectations.

*Financial Fraud.* Instances of fraud and other deceptive practices may undermine the Firm's due diligence efforts, and if such fraud is discovered, could negatively affect the valuation of the Firm's investments. In addition, financial fraud may contribute to overall market volatility, which can negatively impact the Firm

*Cyber Security Breaches and Identity Theft.* The Firm and the Funds may be vulnerable to damage or interruption from computer viruses, network failures, computer and telecommunication failures, infiltration by unauthorized persons and security breaches, usage errors by their respective professionals, and power outages. Although the Firm has implemented various measures to manage risks relating to these types of events, if these systems are compromised, become inoperable for extended periods of time or cease to function properly, the Firm and the Funds may incur specific time or expense to fix or replace them and seek to remedy the effects of such issues. The failure of these systems and/or of disaster recovery plans for any reason could cause significant interruptions in the Firm's and the Funds' operations and result in a failure to maintain the security, confidentiality or privacy of sensitive data, including personal information relating to investors (and the beneficial owners of investors). Such a failure could harm the Firm or the Fund investment's reputation, subject any such entity and its respective affiliates to legal claims or otherwise affect their business and financial performance.

*Force Majeure.* Flexis' strategies and investments on behalf of the Funds may be affected by force majeure events (i.e., events beyond Flexis' control, including acts of God, fire, flood, earthquakes, outbreaks of an infectious disease, future pandemics and/or any other serious public health concern, war, terrorism and labor strikes). Some force majeure events could adversely affect the Firm's ability to perform its obligations until it is able to remedy the force majeure event. In addition, the losses to the Funds resulting from such force majeure event could be considerable. Certain force majeure events (such as war or an outbreak of an infectious disease) could have a broader negative impact on the world economy and international business activity generally, or in any of the countries where Flexis may invest specifically on behalf of the Funds. Additionally, a major governmental intervention into industry, including the nationalization of an industry, could result in a loss to the Funds. Any one or any combination of the foregoing may therefore adversely affect the Fund's economic performance.

## **Item 9 - Disciplinary Information**

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There have been no legal or disciplinary events that are material to Flexis or the integrity of the Firm's management.

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

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Neither Flexis nor its affiliates are registered, nor have an application pending to register, as a broker-dealer. Further, neither Flexis nor its affiliates are registered, nor have an application pending to register, as a futures commission merchant, commodity pool operator, a commodity trading adviser, or an associated person of the forgoing entities.

The General Partners to any Fund are affiliates of the Firm. As such, any persons acting on behalf of such General Partners are subject to the supervision and control of Flexis in connection with any investment advisory activities.

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

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Pursuant to Rule 204A-1 of the Advisers Act, Flexis has adopted a Code of Ethics (referred to in this brochure as the “Code”) to ensure that the Firm fulfills its role as a fiduciary to its Fund clients. The interests of the Funds must always be recognized, respected, and have precedence over Flexis’ supervised persons. The Code requires supervised persons to act in the best interests of the Funds to the exclusion of contrary interests, act in good faith and in an ethical manner, avoid conflicts of interest with the Funds to the extent reasonably possible, and identify and manage conflicts of interest to the extent they arise. Supervised persons are also required to comply with applicable provisions of federal securities laws and make prompt reports of any actual or suspected violations of such laws by Flexis or its supervised persons. In addition, the Code sets forth formal policies and procedures with respect to the personal securities trading activities of the Firm’s access persons. The Code requires access persons to pre-clear certain transactions, report personal securities transactions in accordance with the Code on at least a quarterly basis and submit reports to Flexis regarding personal accounts and reportable securities holdings at least annually. The Code also (i) addresses outside activities of supervised persons, conflicts of interest, and policies and procedures concerning the prevention of insider trading, (ii) includes restrictions on the acceptance of significant gifts and the reporting of certain gifts and business entertainment items, and (iii) addresses the pre-clearance and reporting of political contributions. Supervised persons are required to provide a written certification to Flexis agreeing to comply with the Code. Flexis will provide a copy of the Code of Ethics to any client or prospective client upon request.

Neither Flexis, nor any of its related persons, intends to recommend that any Fund acquire or sell securities in which Flexis or any related person has a material financial interest.

Certain Flexis supervised persons have material investments in the Funds and, therefore, as investors in a Fund, such supervised person invest in every transaction made by such Fund. These investments are intended to align the interests of Flexis and its related persons with those of the Funds and the Investors in such Funds; therefore, Flexis does not believe that these arrangements present any material conflicts of interest.

### **Item 12 - Brokerage Practices**

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From time to time, Flexis may pay finder’s fees to brokers or dealers in connection with the Funds. In cases where Flexis determines to utilize a broker or a dealer to transact on behalf of a Fund, Flexis shall evaluate such broker or dealer based on a range of factors, including without limitation commission price, willingness to commit capital, ability to execute the desired transaction and other factors.

### **Item 13 - Review of Accounts**

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The Managing Partner and the Firm’s other investment professionals review Fund accounts continually for overall adherence with the investment strategy and investment guidelines.

Flexis provides Fund investors with annual audited financial statements and additional periodic reporting.

### Item 14 - Fund Referrals and Other Compensation

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As a general practice, Flexis does not use third party marketers or solicitors. However, from time to time Flexis may engage such parties and will disclose solicitation arrangements to prospective investors.

### Item 15 - Custody

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For purposes of Rule 206(4)-2 under the Advisers Act (the “Custody Rule”), Flexis is deemed to have custody over the Funds’ assets. The Firm will elect to use the audit provision to satisfy the Custody Rule. Flexis will ensure that all privately offered securities, not held at a qualified custodian, do not violate the “Private Security Exemption” provided in the Custody Rule, so long as such securities are: (i) acquired from the issuer in a transaction not involving any public offering, (ii) uncertificated (with ownership recorded only on the books of the issuer or its transfer agent in the name of each Fund), and (iii) transferable only with prior consent of the issuer or holders of the outstanding securities of the issuer. The Firm is responsible for arranging for annual independent audits of the Funds’ financial statements by an accounting firm, registered with and subject to inspection by the Public Company Accounting Oversight Board. These audited financial statements are prepared in accordance with Generally Accepted Accounting Principles and delivered to investors within 120 days of the Funds’ fiscal year end.

### Item 16 - Investment Discretion

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Flexis has discretionary authority to manage assets and securities on behalf of the Funds. The investors in the Funds generally will not have the ability to place any limits on Flexis’ authority beyond the limitations set forth in the Governing Documents or any side letter agreements that Flexis has with such investor of the applicable Fund.

### Item 17 - Voting Client Securities

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The Funds are primarily invested in private companies, which typically do not issue proxies. In the event that a Fund acquires equity positions or other positions in entities that may solicit proxies, Flexis has adopted a proxy voting policy as required by the Advisers Act, including the appointment of directors.

If the Funds come into possession of securities with proxy voting rights or Flexis exercises other voting rights, Flexis may have the authority to vote proxies and will do so in the best interest of the Funds. To the extent Flexis receives proxy voting authority, Flexis believes that company management is generally best suited to make the decisions that are essential to the ongoing operation of the company. Therefore, Flexis generally expects to vote proxies in line with company management. However, under circumstances where Flexis believes that the company management’s proposal does not maximize value for the Funds, the Firm will vote against company management. Exercising voting and consent rights with respect to private companies is anticipated to be part of the Firm’s investment strategy of exercising control for the benefit of the Funds.

The Firm’s proxy voting policy includes guidance for situations where a proxy vote may present a conflict of interest to ensure that such conflict is resolved in the best interest of the Funds. Investors may obtain information about how proxies were voted or a copy of the Firm’s proxy voting policies by contacting Louis Friedman at [lfriedman@flexiscapital.com](mailto:lfriedman@flexiscapital.com).

**Item 18 - Financial Information**

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Flexis does not require or solicit prepayment of more than \$1,200 in fees per Fund, six months or more in advance and therefore has not included a balance sheet.

Flexis does not believe that there are any conditions that are reasonably likely to impair its ability to meet contractual commitments to the Funds.

Flexis has never been the subject of a bankruptcy petition.