

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

**Item 1: Cover Page**



**HITCHWOOD CAPITAL MANAGEMENT LP**

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This brochure provides information about the qualifications and business practices of Hitchwood Capital Management LP (“Hitchwood”). If you have any questions about the contents of this brochure, please contact us at [legal@hitchwood.com](mailto:legal@hitchwood.com). The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (the “SEC”) or any state securities authority.

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

Registration with the SEC or with any state securities authority does not imply a certain level of skill or training.

## **Item 2: Material Changes**

Hitchwood is required to identify and discuss any material changes that have been made to this brochure since its last annual update on February 1, 2022. The changes since the last annual updating amendment include clarifications and general updates, most notably with respect to the firm's address (cover page), clients and client assets (Item 4), fees and expenses (Item 5), performance-based fees and side-by-side management (Item 6), methods of analysis, investment strategies and risk of loss (Item 8), other financial industry activities and affiliations (Item 10), Code of Ethics, participation in client transactions and personal trading (Item 11), brokerage practices (Item 12) and voting client securities (Item 17). These clarifications and updates arise primarily from Hitchwood's discontinuation of its digital asset and private venture investment strategies. We encourage investors and prospective investors to review the entirety of this brochure, including the changes referred to in this section.

### Item 3: Table of Contents

	<u>Page</u>
Item 1: Cover Page .....	i
Item 2: Material Changes .....	ii
Item 3: Table of Contents .....	iii
Item 4: Advisory Business .....	1
Item 5: Fees and Compensation .....	3
Item 6: Performance-Based Fees and Side-By-Side Management .....	7
Item 7: Types of Clients .....	9
Item 8: Methods of Analysis, Investment Strategies and Risk of Loss .....	10
Item 9: Disciplinary Information .....	36
Item 10: Other Financial Industry Activities and Affiliations .....	37
Item 11: Code of Ethics, Participation in Client Transactions and Personal Trading .....	38
Item 12: Brokerage Practices .....	40
Item 13: Review of Accounts .....	45
Item 14: Client Referrals and Other Compensation .....	46
Item 15: Custody .....	47
Item 16: Investment Discretion .....	48
Item 17: Voting Client Securities .....	49
Item 18: Financial Information .....	51

## Item 4: Advisory Business

### A. General Description of Advisory Firm

Hitchwood Capital Management LP (“**Hitchwood**” or the “**Investment Manager**”), a Delaware limited partnership, is an investment adviser that was founded in March 2014 by James Crichton. Mr. Crichton serves as Hitchwood’s Chief Investment Officer and Chief Executive Officer. He also serves as the trustee of the James Crichton Revocable Trust, which is both the principal owner of Hitchwood and the Managing Member of Hitchwood GP LLC, Hitchwood’s General Partner.

### B. Description of Advisory Services

#### 1. Advisory Services

Hitchwood provides investment advisory services on a discretionary basis to its clients including U.S. and non-U.S. investment funds offered to sophisticated investors and institutional investors on a private placement basis (each a “**Fund**”) and collectively, the “**Hitchwood Funds**”).

Hitchwood’s Funds are structured in a master feeder arrangement, whereby a Delaware limited partnership, Hitchwood Capital Partners LP (the “**Domestic Feeder**”), and a Cayman Islands exempted limited company, Hitchwood Capital Fund Ltd. (the “**Offshore Feeder**”), feed into a Cayman Islands limited partnership, Hitchwood Capital Master Fund LP (the “**Master Fund**”). As described in greater detail below, the Funds’ investment strategy primarily involves making long and short investments in global equities based on fundamental, bottom-up research and an opportunistic concentrated approach.

Hitchwood Capital LLC (the “**General Partner**”), a Delaware limited liability company and an affiliate of Hitchwood, serves as the general partner of the Master Fund and of the Domestic Feeder. The James Crichton Revocable Trust is the Managing Member and principal owner of the General Partner.

#### 2. Investment Strategies and Types of Investments

*The descriptions set forth in this brochure of specific advisory services that Hitchwood offers to clients, and investment strategies pursued, and investments made by Hitchwood on behalf of its clients, should not be understood to limit in any way Hitchwood’s investment activities. The investment strategies Hitchwood pursues are speculative and entail substantial risks. Investments are volatile, and investors should be prepared to bear a substantial loss of capital. There can be no assurance that the investment objectives of any client will be achieved.*

The Funds have broad and flexible investment authority, but their primary method is to invest in or short equity securities. The Funds’ investments may at any time include, but are not limited to, long or short positions in U.S. or non-U.S. publicly traded or privately issued or negotiated common stocks, preferred stocks, stock warrants and rights, convertible securities, currencies, options (purchased or written), futures contracts, commodities and forward contracts, corporate debt, bonds, notes, debentures or other obligations or debt assignments or participations, other fixed income securities, swaps (including interest rate, total return and credit default swaps), derivative instruments in relation to one or more of the foregoing, fund interests and other securities, or financial instruments including those of investment companies. The Funds sometimes

take large positions, which can result in a highly concentrated portfolio. The Funds may also leverage the Master Fund's capital, sometimes significantly, where Hitchwood deems appropriate.

Hitchwood generally makes capital allocation decisions for the Master Fund based on "bottom-up" fundamental research. It attempts to focus on opportunities within certain business models or industries in which it believes it maintains some specialized knowledge. Although these areas of knowledge change over time, they include, but are not limited to, sectors within the following broad industry groups: consumer, technology, media and telecom, financials, business services, industrials, transportation, healthcare, pharmaceuticals, utilities, materials, and energy. With respect to geography, issuers domiciled in developed markets comprise a majority of the Master Fund's investments and Hitchwood expects this to continue to be the case in the future, but it nevertheless has made significant investments in developing markets and considers investments in nearly any domicile or market. Considerations such as rule of law, governance, government stability, and other factors may, however, cause it to rule out certain markets in the absence of strong company-specific dynamics to the contrary. Hitchwood maintains a flexible approach with regard to determining the Master Fund's net and gross exposure and it shifts the exposure depending on its assessment of the relative attractiveness of long versus short opportunities in the market. In general, the Master Fund intends to maintain a net long bias.

### **C. Availability of Customized Services**

Hitchwood's advice with respect to the Hitchwood Funds is subject to the terms of their respective governing and offering documents, which may impose restrictions on investing in certain securities or types of securities. Investment advisory services are provided directly to the Hitchwood Funds and not individually to their underlying investors.

Persons reviewing this brochure should not construe this as an offering of any of the Hitchwood Funds. Such offers are only made pursuant to the delivery of a private placement memorandum or confidential offering memorandum describing the risk factors, conflicts of interest, investment objectives and other important features of the applicable Hitchwood Fund.

### **D. Wrap Fee Programs**

Not applicable.

### **E. Client Assets**

As of December 31, 2022, Hitchwood managed approximately \$564,892,808 on a discretionary basis. As of December 31, 2022, Hitchwood did not manage any assets on a non-discretionary basis.

## **Item 5: Fees and Compensation**

### **A. Fees and Compensation**

#### **Management Fees**

Management fees payable to Hitchwood are established pursuant to the Hitchwood Funds' respective constituent documents. Management fees charged are calculated prior to taking into account any incentive allocation, as described below. Management fees generally range from 1.1% to 1.5% *per annum*. Hitchwood, in its sole discretion, may waive and has waived all or part of the management fee otherwise due with respect to certain Hitchwood Fund investors, including with respect to certain investors affiliated with Hitchwood or such person's immediate family members, without notifying other investors.

#### **Incentive Allocation**

Investors in the Funds also bear an incentive allocation, which generally ranges from 17.5% to 20% of the capital appreciation during each year, subject to a high-water mark. The general partner for the respective Hitchwood Fund may waive and has waived the incentive allocation with respect to certain investors in the Hitchwood Funds, including with respect to investors affiliated with Hitchwood or such person's immediate family members.

Incentive allocations, if any, are made annually on December 31 each year for the Funds and also as of the effective date of any withdrawal from such Funds with respect to the amount withdrawn.

#### **Payment of Fees**

The Funds pay Hitchwood a quarterly management fee on the first day of each calendar quarter or on such other day as Hitchwood may determine in its discretion. Management fees are expensed to the investor level accounts daily throughout the quarter. Management fees are prorated for periods of less than a full quarter based on the actual number of days in any quarter. An example of a partial period includes a subscription initiating on the second month of the quarter. In the case of a withdrawal or redemption by an investor other than as of the last day of a fiscal quarter, daily expensing of the management fees would cease as of the redemption date and the remaining portion of any advance payment of the management fee for such quarter would be repaid to the applicable Fund.

### **B. Additional Fees and Expenses**

The Hitchwood Funds pay their own brokerage commissions and other transaction costs. Neither Hitchwood, nor any of its affiliates, will receive any commissions generated by the Hitchwood Funds trading and investing activities; however, Hitchwood and its affiliates, including Hitchwood Funds other than those generating such payments, may benefit indirectly from payments made by other Hitchwood Funds (including payments by way of "soft dollars") as described in greater detail in Item 12 of this brochure.

To the fullest extent permitted by law (including the Employee Retirement Income Security Act or "**ERISA**" in the case of the Master Fund) and to the extent permitted under the specific Hitchwood Fund's constituent and offering documents, the Hitchwood Funds are also obligated to pay for the following expenses to the extent applicable and set forth in their governing and/or offering documents:

- organizational and offering expenses, other than placement fees (if any) and including expenses attributable to compliance with the Alternative Investment Fund Managers Directive (“**AIFMD**”) and other private placement, lobbying law, and distribution rules in the U.S. and other foreign jurisdictions;
- compliance with anti-money laundering laws and know-your-customer requirements, including the costs associated with the appointment of any Anti-Money Laundering Compliance Officer, Money Laundering Reporting Officer and Deputy Money Laundering Reporting Officer of any Hitchwood Fund required pursuant to the anti-money laundering regulations of the Cayman Islands;
- expenses incurred by any Hitchwood Fund, or by the General Partner, Hitchwood or their affiliates, in connection with the investments of such Hitchwood Fund, including:
  - brokerage commissions;
  - transaction costs;
  - ticket charges;
  - expenses related to short sales;
  - clearing and settlement charges;
  - custodial fees;
  - interest expenses and other financing charges (including initial and variation margin);
  - broken deal expenses;
  - consulting, investment banking and other professional fees relating to particular investments or contemplated investments;
  - expenses related to the formation and operation of the Hitchwood Funds and any vehicle through which such Fund may hold investments, including any expenses that may otherwise qualify as eligible brokerage expenses under Section 28(e) of the U.S. Securities Exchange Act of 1934 (“**Section 28(e)**”);
  - research-related expenses (including fees for news and quotation equipment and connectivity costs and services, market and other research-related data products and services (including among others, those often referred to as “alternative data” and environmental, social and governance (“**ESG**”) data with respect to issues of pecuniary materiality) and other fees paid to third-party providers of research products and services, including those that would otherwise constitute eligible research under Section 28(e) such as those described in Item 12 below and software for managing and monitoring research and trading);
  - fees for portfolio risk management services (including the costs of risk management software or database packages and related connectivity costs);
  - fees for market information systems and related connectivity costs; and
  - investment-, operations-, portfolio-, and trading-related software, including trade order management software (*i.e.*, software used to route trade orders) and related connectivity costs;
- other expenses incurred in connection with the ongoing operations of the Hitchwood Funds, including:
  - costs relating to communications with Hitchwood Fund investors (including printing, mailing, investor web portal, costs relating to electronic subscription agreement and signature tools and other costs of information dissemination);

- fees charged by the Hitchwood Funds' administrator (including for certain information technology services and middle office trade support services, as well as accounting, reporting, tax compliance and audit services and software); and
  - third party accounting, tax compliance and related expenses (including expenses incurred in connection with tax filings, preparation of tax information and audits and expenses attributable to compliance with FATCA, the Organization for Economic Cooperation and Development's Common Reporting Standard ("**CRS**") and similar regimes) and costs of valuation and pricing services;
- third-party legal, compliance and other fees and related expenses, including fees and expenses related to:
  - filings, documents and registrations relating to the Hitchwood Funds with the SEC and/or other foreign or domestic regulators, such as Form PF, short and long exposure and/or ownership filings with U.S. and foreign regulators, AIFMD Annex IV and the AIFMD annual report, but excluding expenses related to preparation of Hitchwood's Form ADV;
  - compliance with U.S. federal, state, local, non-U.S. and other laws and regulations (including, but not limited to, securities laws, data privacy and security laws, ERISA, Department of Labor, SEC and CFTC rules and regulations);
  - side letters with investors in the Hitchwood Funds and compliance therewith;
  - agreements and due diligence related to products and/or services for the benefit of the Hitchwood Funds and compliance therewith; and
  - compliance with and adherence to the United Nations Principles for Responsible Investment ("**UNPRI**") and related policies and procedures;
- expenses related to litigation and threatened litigation, if any, and expenses related to legal inquiries (formal and informal), including regulatory "sweeps"; provided, for the avoidance of doubt, that any such expense being paid or reimbursed as the result of a request for indemnification pursuant to the terms of a Hitchwood Fund's governing documents will be subject to the terms of such indemnification;
- insurance premiums paid by the Hitchwood Funds, the General Partner, the Offshore Feeder's Board of Directors ("**Board of Directors**"), Hitchwood and/or their officers, principals, and partners with regard to losses, claims, damages, liabilities and expenses that would otherwise be indemnification expenses;
- indemnification expenses;
- fees and expenses relating to Hitchwood Fund investor meetings, conferences, webinars, podcasts, and other communications;
- Hitchwood Fund Board of Directors and/or Advisory Committee fees and expenses, including without limitation those for travel, registration fees and background checking;
- registered office, corporate licensing, corporate secretarial and other similar expenses;
- entity-level taxes (e.g., income taxes payable by special purpose vehicles, and sales, franchise, and transfer taxes);
- expenses related to proxy voting research and recommendations, reporting, execution, and recordkeeping services;



- fees and expenses associated with the preparation of amendments and revisions to the Hitchwood Funds' confidential offering memoranda, subscription agreements, articles, and partnership agreements, as applicable, and the solicitation of any consent to such amendments;
- expenses incurred in connection with liquidating the Hitchwood Funds;
- extraordinary expenses; and
- other similar expenses.

Any Hitchwood Fund may reimburse its General Partner and Hitchwood for advances they make to pay for Hitchwood Fund expenses.

Hitchwood faces a conflict of interest when allocating expenses between Hitchwood, on the one hand, and the Hitchwood Funds and/or their series of shares or interests on the other. Hitchwood also faces a conflict of interest with respect to the allocation of expenses among the Hitchwood Funds and/or their series of shares or interests, as the size of employee and affiliated investments and the fact that Hitchwood's management fees and incentive performance compensation vary materially among the Hitchwood Funds and series. Certain costs and expenses may be related only to one entity and borne only by such entity or series, or costs and expenses may be allocated by Hitchwood among multiple entities and/or series. To mitigate these conflicts, Hitchwood has implemented expense allocation review and approval policies and procedures in order to help ensure that expenses allocated to the Hitchwood Funds comport with what is permitted by each fund's respective offering and/or organizational documents. When determining the appropriate allocation for expenses, Hitchwood makes judgments in its fair and reasonable discretion while taking into account factors it considers relevant and appropriate, notwithstanding its interest in the outcome. Such factors may include, for example, relative benefit or relative responsibility when considered in light of the expense allocation provisions set forth in each fund's offering and/or organizational documents. Hitchwood may make corrective allocations should it determine that such corrections are necessary or advisable.

In addition to the foregoing fees and expenses, management fees and incentive allocation, investors in certain series of interests or shares in the Funds are also subject to withdrawal fees ranging from 3% to 5% (generally determined by the series of interest or shares held by the applicable investor and the timing of the withdrawal) if they elect to withdraw or redeem prior to the expiration of the soft lock-up period applicable to their investments. Investors in the Hitchwood Funds will also directly or indirectly bear fees paid to the managers of exchange traded funds and/or money market funds in which the Hitchwood Funds may invest from time to time. Hitchwood, in its sole discretion, may waive and has agreed to waive withdrawal fees.

### **C. Prepayment of Fees**

Please see response to Items 5A and 5B above.

### **D. Additional Compensation**

Not applicable.

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

Hitchwood and its affiliates are entitled to receive the performance-based incentive compensation described in Item 5 and in accordance with Section 205 of the Investment Advisers Act of 1940, as amended (the “**Advisers Act**”), and Rule 205-3 thereunder.

Investors should be aware that the receipt of performance-based compensation creates an incentive for Hitchwood to make investments that are riskier or more speculative than would be the case if such arrangement were not in effect and the level of performance based-compensation may vary among the Hitchwood Funds. In addition, in the case of the Funds, the performance fees are generally calculated on a basis which includes unrealized appreciation, which creates an incentive for Hitchwood to overvalue unrealized positions. To resolve and mitigate any potential conflict, Hitchwood has constituted valuation committees to review and sign off on the fair valuation of the investments in the Hitchwood Funds, and the net asset value of the Hitchwood Funds is independently calculated by the respective Fund’s third-party administrator.

In addition to having significant investments in the Hitchwood Funds, employees, and affiliates of Hitchwood may from time to time establish proprietary accounts or vehicles or other research and development accounts, comprised exclusively or primarily of internal capital to evaluate potential new investment strategies. As a result, Hitchwood and its personnel may have an incentive to favor accounts that have the prospect of offering Hitchwood higher performance-based compensation and fees (now or in the future) or in which they have a significant proprietary interest, including in the allocation of investments, trading activities, attention and time. Hitchwood is mindful of these conflicts and has implemented oversight policies and procedures with respect to the allocation of investments and expenses to manage and monitor such conflicts as and when they arise. Until Hitchwood has determined that any research and development accounts and/or strategies are ready for a broader group of investors, they will remain limited to being primarily or exclusively proprietary accounts.

Hitchwood has the ability in certain of the Hitchwood Funds to designate investments only to the capital accounts of certain investors. Hitchwood may so designate investments if it believes that the participation of an excluded investor would be likely to result in (i) a violation of any law or regulation of the United States of America or any state thereof or of any non-U.S. jurisdiction and/or (ii) any material adverse effect, significant delay, extraordinary expense or regulatory, pecuniary or taxation disadvantage to a particular Hitchwood Fund, the general partner of the relevant Fund, Hitchwood, any investor or any of their respective affiliates. Because Hitchwood and its affiliates have significant direct and indirect investments in the Funds, Hitchwood faces a conflict of interest when determining whether to designate an investment as a designated investment, as the case may be. In order to mitigate such conflicts, Hitchwood’s Chief Financial Officer and Chief Compliance Officer (“**CCO**”) have formed an Allocation Committee. When an investment is proposed for designation or side pocketing, the Allocation Committee considers the conflicts of interest and risks and benefits of the investment proposed for designation, while taking into account the considerations noted above under (i) and (ii), to determine whether the investment should be designated. To the extent that Hitchwood does designate an investment, it will memorialize the Allocation Committee’s rationale and allocate the expenses of the relevant Hitchwood Fund attributable to such a designated or side pocketed investment in the same manner as the profit or loss attributable to such investment. Hitchwood’s clients are the Hitchwood Funds. Except to the extent required by law or contract, Hitchwood is not obligated to consider the individual

characteristics of the Hitchwood Funds' investors. Hitchwood is under no obligation to designate or side pocket investments and will review investments on a case-by-case basis.

During any period in which a Hitchwood Fund is deemed to hold "plan assets" for purposes of ERISA or the Code, Hitchwood will be a fiduciary to each constituent plan and be subject to the fiduciary requirements under ERISA and the Internal Revenue Code of 1986, as amended. These fiduciary requirements may cause Hitchwood to take actions, or to decline to take actions, consistent with its fiduciary duty under ERISA, which may not be in the equal best interest of all investors. Such actions may include decisions with respect to investments, service providers, valuations, portfolio diversification and trade allocations, among other matters.

## **Item 7: Types of Clients**

Hitchwood provides advice to the Hitchwood Funds, as described in Item 4. The Hitchwood Funds themselves are not subject to any requirements for opening or maintaining an account. Investors in the Funds, which may include high net-worth individuals, endowments, foundations, corporate and public pension plans, fund-of-funds, corporations, state, local and foreign governments and charitable organizations, among other categories of investors, must meet certain suitability requirements set forth in each Fund's applicable offering memorandum and governing documents.

Prospective investors are required to complete subscription agreements and provide certain "know your customer" and tax information. The constituent documents for each Hitchwood Fund set forth required minimum investment amounts for investment by investors in such Hitchwood Fund or any relevant Fund series. Minimum investment amounts have been, and may in the future, be waived at the sole discretion of Hitchwood or the respective Fund's Board of Directors.

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

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

As explained in greater detail in the Funds' offering documents, Hitchwood generally makes capital allocation decisions based on "bottom-up" fundamental research. It attempts to focus on opportunities within certain business models or industries in which it believes it maintains some specialized knowledge. Although these areas of knowledge change over time, they include sectors within the following broad industry groups: consumer, technology, media and telecom, financials, business services, industrials, transportation, healthcare, pharmaceuticals, utilities, materials, and energy. With respect to geography, issuers domiciled in developed markets comprise a majority of the Master Fund's investments and Hitchwood expects this to continue to be the case in the future, but it nevertheless considers investments in nearly any domicile or market. Considerations such as rule of law, governance, government stability, and other factors may, however, cause it to rule out certain markets in the absence of strong company-specific dynamics to the contrary. Hitchwood maintains a flexible approach with regard to determining net and gross exposure and it shifts the exposure depending on its assessment of the relative attractiveness of long versus short opportunities in the market. In general, Hitchwood intends for the Master Fund to maintain a net long bias.

Hitchwood employs a variety of publicly available information and research sources including, but not limited to: periodicals, reports, conferences and meetings with and by securities analysts, consultants, economists, academics, attorneys, corporate executives and industry spokespersons, among others, with respect to topics including the economy, industries, specific securities, groups of securities, individual companies, accounting and tax law interpretations, relevant legal and political developments, technical market advice, securities pricing and appraisal, credit analysis, and other topics; and financial, economic, market and other data and statistical information.

Hitchwood uses such information in its investment process in connection with: (i) assessing public disclosure, (ii) reviewing management's background, incentive structure and track record, (iii) performing due diligence calls and meetings, (iv) evaluating operating comparables and analysis of key business drivers, (v) conducting on premises due diligence when deemed necessary to evaluate a company's management and operating assets, (vi) building financial models with historical and projected income statement, balance sheet, and cash flow analysis, (vii) identifying and monitoring relevant data, (viii) performing valuation analysis, and/or (ix) evaluating security specific risks, including statistical security analysis, an assessment of how fundamental business risks impact earnings, and relevant position hedges, in each case if appropriate.

Hitchwood has broad and flexible investment authority, but its primary method for the Master Fund is to invest in or short equity securities. The Master Fund's investments may at any time include, but are not limited to, long or short positions in U.S. or non-U.S. publicly traded or privately issued or negotiated common stocks, preferred stocks, stock warrants and rights, convertible securities, currencies, options (purchased or written), futures contracts, commodities and forward contracts, corporate debt, bonds, notes, debentures or other obligations or debt assignments or participations, other fixed income securities, swaps (including interest rate, total return and credit default swaps), derivative instruments in relation to one or more of the foregoing, fund interests and other securities, or financial instruments including those of investment companies. The Master Fund sometimes takes large positions, which can result in a highly concentrated portfolio. Hitchwood

may also cause the Master Fund to leverage its capital, sometimes significantly, where Hitchwood deems it appropriate to do so.

Hitchwood aspires to invest for the Funds in companies with sustainable businesses focused on creating long-term value. Hitchwood believes that financially material environmental, social and governance opportunities, risks and controversies can have a meaningful impact on an issuer's current and future valuation and that the integration of such considerations into its research and investment process adds value for its clients. Notwithstanding the foregoing aspirations and beliefs, Hitchwood remains a bottom-up fundamental investor with the overriding objective of generating risk adjusted returns for the Master Fund and as such will make investments that appear inconsistent with environmental, social and governance considerations.

***The investment strategies Hitchwood pursues are speculative and entail substantial risks, including those listed below. Investments are volatile, and clients should be prepared to bear a substantial loss of capital. There can be no assurance that the investment objectives of any Hitchwood Fund will be achieved.***

## **B. Investment Risks**

***The following risk factors do not purport to be a complete list or explanation of the risks involved with the activities of Hitchwood and the Hitchwood Funds. These risk factors include only risks Hitchwood believes to be material, significant, or unusual based on currently available information with respect to one or more Hitchwood Funds. Unless context otherwise requires, risks relating to the Master Fund should be read as risks relating to the Hitchwood Funds collectively.***

### General Risks

*Investment-Related Risks.* The investment business is speculative, prices are volatile, and market movements are difficult to predict. Supply and demand for securities and other investments change rapidly and are affected by a variety of fundamental and technical factors, including, but not limited to, interest rates, housing prices, merger activities, regulation, unemployment, wage growth, natural disasters, public health emergencies and general economic trends. In addition to these general investment risks, Hitchwood uses investment techniques that subject the Hitchwood Funds to certain risks; some, but not all, of these risks are summarized below.

*Investment and Trading Risks Generally.* An investment in the Hitchwood Funds involves a high degree of risk, including the risk that the entire amount invested may be lost. The Hitchwood Funds generally invest in and actively traded securities and other instruments using strategies and investment techniques with significant risk characteristics, including risks arising from the volatility of the global equity, currency, fixed income and other markets, the risks of short sales, the risks of leverage (including imbedded leverage from derivative instruments), the potential illiquidity of derivative instruments and other portfolio investments and the risk of loss from counterparty defaults and the risk of borrowing to meet withdrawal or redemption requests. No guarantee is made that any Hitchwood Fund's investment program or overall portfolio, or various investment strategies used, or investments made, will have low correlation with each other or that the returns of the Hitchwood Funds, will exhibit low long-term correlation with an investor's traditional securities portfolio. The Hitchwood Funds investment programs use investment techniques including margin transactions, option

transactions, swaps and other derivative transactions, short sales and forward and futures contracts, which involve substantial volatility and can, in certain circumstances, substantially increase the adverse impact to which the applicable fund may be subject. All investments made by the Hitchwood Funds risk the loss of capital. No guarantee or representation is made that any Hitchwood Fund's investment program will be successful, that such funds will achieve their investment objective or that there will be any return of capital invested to investors, and investment results may vary and have varied substantially over time.

*Broad Discretionary Power to Choose Investments and Strategies.* Hitchwood has broad discretionary power to decide what investments the Hitchwood Funds will make and what strategies they will use. While Hitchwood currently intends to use the strategies described herein, it is not obligated to do so, and Hitchwood may choose any other investments and strategies that it believes are advisable, consistent with the applicable Hitchwood Fund's investment objectives and constituent and offering documents.

*Dependence on Service Providers.* Hitchwood and the Hitchwood Funds rely on service providers for certain aspects of their business, including certain financial operations, trade related activity, IT infrastructure, software and systems, trade reconciliation, and margin and collateral movement, as applicable. Hitchwood does not control or direct these service providers and has limited transparency into such businesses' day-to-day operations. Any interruption or deterioration in the performance of such service providers could impair the Hitchwood Funds' and Hitchwood's operations, negatively impact their reputations and the investment strategies of the Hitchwood Funds, limit the Hitchwood Funds' potential to grow, and ultimately expose investors to losses.

*Reliance on Founder and Key Personnel.* The success of the Hitchwood Funds depends in large part upon the skill, knowledge, judgment, experience and expertise of Mr. Crichton, the Investment Manager's Founder. There can be no assurance that Mr. Crichton will continue to be associated with the Hitchwood Funds or Hitchwood. In the event Mr. Crichton ceases to devote sufficient time to the management of the Hitchwood Funds, there might be an adverse effect on the Hitchwood Funds. A failure to do so could have a material adverse effect on Hitchwood and the Hitchwood Funds.

The success of the Hitchwood Funds also depends in part upon the skill and expertise of key personnel employed by Hitchwood. Hitchwood depends, in part, upon the incentive allocation to key employees in order to attract and retain talented personnel. Currently the Master Fund is below the "high water mark" established for the Master Fund, and as a result the Master Fund General Partner cannot reallocate Incentive Allocation allocable to the Master Fund General Partner. This limits the amount of compensation that the Master Fund General Partner and the Investment Manager can award to key personnel, and as a result may limit their ability to retain such individuals. The loss or reduction of the services of any such key personnel could have an adverse effect on the Hitchwood Funds and the ability to realize the Master Fund's investment objectives. Such loss or reduction may also cause the Master Fund General Partner or the Investment Manager to outsource certain functions previously performed by employees to third party consultants or service providers, which may increase the costs borne by the Master Fund.

*Legal, Tax and Regulatory Risks.* Legal, tax and regulatory developments are likely to occur, and such developments may adversely affect Hitchwood and/or the Hitchwood Funds. In addition, the securities and futures markets are subject to comprehensive statutes, regulations and margin requirements, other regulators and self-regulatory organizations and exchanges authorized to take extraordinary actions in the

event of market emergencies. The regulation of derivatives transactions and funds that engage in such transactions is also an evolving area of law and is subject to change by government and judicial actions. Changes in the regulation of private funds and their activities may adversely affect the ability of the Hitchwood Funds to pursue their respective investment strategies, their ability to obtain leverage and financing and the value of their investments. There has been an increase in governmental, as well as self-regulatory, scrutiny of the alternative investment industry in general. Such scrutiny may increase the Hitchwood Funds' exposure to potential liabilities and to legal, compliance, and other related costs. Increased regulatory oversight may also impose additional administrative burdens on the Hitchwood Funds, Hitchwood and their respective management and affiliates, including, responding to examinations and investigations, implementing new policies and procedures, and complying with recordkeeping and reporting obligations. Such burdens may divert Hitchwood's time, attention, and resources from portfolio management activities. Hitchwood and the Hitchwood Funds may also be adversely affected by changes in the enforcement or interpretation of existing laws, rules and regulations by federal, state, and non-U.S. agencies, courts, authorities, or regulators. It is impossible to predict what, if any, changes in laws and regulations may occur, but any laws and regulations which restrict or limit the ability of the Hitchwood Funds to trade in securities or other instruments or to employ brokers and other counterparties to extend credit in their trading (as well as other regulatory changes that result) could have a material adverse impact on the impacted Hitchwood Fund's portfolio.

The Hitchwood Funds and Hitchwood are also subject to regulation in foreign jurisdictions in which they engage in business. Investors should understand that the Hitchwood Funds' businesses are dynamic and are expected to change over time. Therefore, the Hitchwood Funds may be subject to new or additional regulatory constraints in the future. Such regulations may have a significant impact on investors or the operations of the Hitchwood Funds, including, without limitation, restricting the types of investments the Hitchwood Funds may make, preventing any of the Hitchwood Funds from exercising voting rights with regard to certain financial instruments and requiring any of the Hitchwood Funds to disclose the identity of their investors or investments. Hitchwood may cause the applicable Hitchwood Fund to be subject to such regulations if it believes that an investment or business activity which may trigger such regulation is in such Hitchwood Fund's interest, even if such regulations may have a detrimental effect on one or more of such fund's investors. Prospective investors are encouraged to consult their own advisors regarding an investment in any Hitchwood Fund.

In February 2022, the SEC issued a proposed rule (the "Private Funds Rule") that, if adopted, would substantially increase the disclosure obligations applicable to private funds like the Hitchwood Funds, as well as prohibit a range of market practices that are currently common in the private funds industry. The additional compliance burden associated with complying with the Private Funds Rule, along with a number of other proposed rules concerning private funds that were issued by the SEC in 2022, may increase the costs borne by the Hitchwood Funds. The Hitchwood Funds may also be adversely affected by changes in the enforcement or interpretation of existing laws, rules and regulations by federal, state, and non-U.S. agencies, courts, authorities, or regulators.

*Cybersecurity Risk.* Cybersecurity risks for investment funds have significantly increased in recent years in part because of the proliferation of new technologies, the use of the internet and telecommunications technologies to conduct financial transactions, the expanded use of distributed workforces and employees working remotely or from home, and the growing sophistication and activities of organized crime, hackers,



terrorists, and other external parties, including foreign state actors. For example, Hitchwood and the Hitchwood Funds may be directly and indirectly exposed to risks associated with social engineering (e.g., phishing, pretexting, baiting, etc.) which relies upon the exploitation of human behaviors (trust, ignorance, kindness, etc.) to breach an organization's controls and security systems, ransomware attacks and other types of cybersecurity intrusions. Furthermore, Hitchwood, the Hitchwood Funds, their service providers or other third parties may be the targets of a cyberattack because they process transactions of substantial monetary value and maintain and store significant amounts of proprietary, personal, and other nonpublic information. Cyberattacks or other information security breaches (including unauthorized data access by insiders), whether directed at Hitchwood, the Hitchwood Funds, their service providers or other third parties, may result in material losses, significant business interruptions and/or have other material consequences which may not be covered by their insurance policies (if any). Such cyberattacks include computer viruses, malicious or destructive code, phishing attacks, denial of service or information, unlawful website scraping, improper access by employees or vendors, or other security breaches that could result in substantial monetary losses and/or the unauthorized release, gathering, monitoring, misuse, loss or destruction of confidential, proprietary, personal and other information of Hitchwood, the Hitchwood Funds, their employees, their customers or of third parties, or otherwise materially disrupt such parties' business operations. The public perception that Hitchwood, the Hitchwood Funds, or their third-party processors have been the target of a cyberattack, whether successful or not, may also materially adversely affect the Hitchwood Funds, depending on the nature and severity of the attack.

*Counterparty Credit Risk.* Because many purchases, sales, financing arrangements, securities lending transactions and derivative transactions in which the Hitchwood Funds will engage involve instruments that are not traded on a regulated securities exchange, but are instead traded between counterparties (which may include, without limitation, a prime broker or swap counterparty) based on contractual relationships, the Hitchwood Funds are subject to the risk that a counterparty will not perform its obligations under the related contracts. Although Hitchwood intends to cause the Hitchwood Funds to enter into transactions only with counterparties that it believes to be creditworthy, there can be no assurance that a counterparty will not default and that the Hitchwood Funds will not sustain a loss on a transaction as a result. Such risks may differ materially from those entailed in exchange-traded securities transactions that generally are backed by clearing organization guarantees, daily marking-to-market and settlement of positions and segregation and minimum capital requirements applicable to securities intermediaries.

In situations where a Hitchwood Fund places assets in the care of a custodian or is required to post margin or other collateral with a counterparty, the custodian or the counterparty may fail to segregate such assets or collateral, as applicable, or may commingle the assets or collateral with the relevant custodian's or counterparty's own assets or collateral, as applicable, even if contractually limited or prohibited from doing so. As a result, in the event of the bankruptcy or insolvency of any custodian or counterparty, the Hitchwood Fund's excess assets and collateral may be subject to the conflicting claims of the creditors of the relevant custodian or counterparty, and the exposed Hitchwood Fund may face the risk of a court treating such fund as a general unsecured creditor of such custodian or counterparty, rather than as the owner of such assets or collateral, as the case may be. In certain cases, assets of a Hitchwood Fund may be placed in the care of a non-U.S. custodian. In any such case, the bankruptcy or insolvency of such custodian will be governed under the laws of the local jurisdiction, which may be less favorable or provide less protection than U.S. law.

The Master Fund purchases, sells, borrows, and lends securities through U.S. prime brokers and foreign affiliates of such prime brokers and has assets held at accounts of such prime brokers and their foreign affiliates. If the Master Fund's assets are held at a U.S. prime broker, in the event of the bankruptcy or insolvency of such prime broker, even if assets are segregated, the Master Fund is subject to risk that it will not receive a complete return of those assets. Under SEC rules, the prime broker is required to segregate "fully paid" customer securities and "excess margin securities" for the benefit of customers. In addition, pursuant to the SEC reserve formula, the prime broker is required to place customer funds in a segregated account for the benefit of customers to assure that there will be sufficient assets to satisfy all customer claims. Nonetheless, except with respect to physical securities held in the Master Fund's name, the Master Fund will not have a right to the return of specific assets but rather will generally have a claim based on the net equity in its account. The Master Fund's net equity claim would equal the dollar value of (i) all cash held in its account for the purchase of securities (including proceeds from the sale of securities) plus (ii) the value of securities held in such account (determined as of the date of the bankruptcy petition filing), less any amounts owed by it to the broker-dealer. With respect to securities, the Master Fund will be entitled to its proportionate share of securities held by the prime broker on behalf of all customers. If there is a shortfall, the customers will share proportionally in the loss. With respect to cash, there will be a net calculation whereby all obligations owed to the prime broker are netted against all cash owed to customers. Securities Investor Protection Corporation ("**SIPC**") will guarantee the shortfall up to \$500,000 per customer account with a maximum of \$250,000 in cash. Many firms have additional liquidation insurance which may supplement the SIPC insurance coverage. In the event that there are still customer shortfalls after all of the insurance coverage is used, the Master Fund will become a general unsecured creditor of the prime broker for the remainder of its claim. In the event that the Master Fund's assets are used to support margin loans or are otherwise re-hypothecated, the assets will not be protected under the SEC segregation requirement, reserve formula or SIPC liquidation insurance.

Further, not all activities or transactions conducted by the Master Fund with a prime broker are subject to these customer protection rules. If the assets are custodied with a foreign broker-dealer, the above U.S. regulations do not apply and the law in the local jurisdiction will govern the disposition of assets of the broker-dealer upon liquidation. Such proceedings may be time consuming and costly. In some cases, the Master Fund may become an unsecured creditor of the foreign entity where the Master Fund's assets were held.

The Hitchwood Funds are subject to the risk that issuers of the instruments in which they invest, and trade may default on their obligations under those instruments, and that certain events may occur which have an immediate and significant adverse effect on the value of those instruments. There can be no assurance that an issuer of an instrument in which a Hitchwood Fund invests will not default, or that an event which has an immediate and significant adverse effect on the value of an instrument will not occur, and that the Hitchwood Fund will not sustain a loss on a transaction as a result.

Transactions entered into by the Master Fund are executed on various U.S. and non-U.S. exchanges, and are cleared and settled through various clearing houses, custodians, depositories, and prime brokers throughout the world. Although the Master Fund will attempt to execute, clear, and settle the transactions through entities Hitchwood believes to be sound, there can be no assurance that a failure by any such entity will not lead to a loss to the Master Fund.

*Trade Execution Risk.* The Hitchwood Funds' investment and trading strategies generally depend on their ability to establish and maintain an overall market position in a combination of financial instruments selected by Hitchwood. Trading orders may not be executed in a timely and efficient manner due to various circumstances, including, without limitation, trading volume surges or systems failures attributable to a Hitchwood Fund, Hitchwood, one or more of the Hitchwood Fund's counterparties, brokers, dealers, agents, information providers, or other market participants. In such event, a Hitchwood Fund might only be able to acquire or dispose of some, but not all, of the components of such position, or if the overall position were to need adjustment, the impacted Hitchwood Fund might not be able to make such adjustment. As a result, the Hitchwood Fund would not be able to achieve the market position desired by Hitchwood, which may result in a loss.

*Trading Limitations.* For all securities listed on a securities exchange, including options listed on a public exchange, the exchange generally has the right to suspend or limit trading under certain circumstances. The Markets in Financial Instruments Directive II, 2014/65/EU and the Markets in Financial Instruments Regulation, Regulation 600/2014 (together known as "**MiFID II**") impose similar limitations on dark pool trading. Such suspensions or limits could render certain strategies difficult to complete or continue and subject the impacted Hitchwood Fund to loss. Also, such a suspension could render it impossible for Hitchwood to liquidate positions and thereby expose the impacted Hitchwood Fund to potential losses.

*Costs and Conflicts Associated with Frequent Trading.* The Funds may be involved in frequent trading activity, which may result in the payment of higher brokerage commissions and transaction costs and the realization of significant taxable income for certain investors, much of which may be short term and subject to higher rates of taxation. Such taxes, which will vary by investor based on each investor's unique circumstances, will not be taken into account by the Hitchwood Funds in calculating their performance or net income, but will reduce certain investors after tax returns on their investments in the Hitchwood Funds. Hitchwood is generally under no obligation to manage the amount of taxable income that may be generated by the Hitchwood Funds and any efforts undertaken to do so may incur net costs for all investors in the Funds. Transactions entered into and investment decisions made for the Hitchwood Funds will generally affect all investors in each respective Fund notwithstanding that they may have different tax concerns, including with respect to the timing of recognition of gains on certain investments. The "master fund/feeder fund" structure used by certain of the Hitchwood Funds may also result in transactions and investment decisions that are less tax- or cost-efficient for taxable investors or non-taxable investors, depending on the particular transaction or investment, or may result in more operational investment risk, than would have been the case if these Fund families were structured as "parallel funds" that directly engaged in transactions and made investment decisions outside of a master fund structure. Due to their own tax characteristics, Hitchwood and its employees and affiliates face conflicts of interest in connection with the different tax concerns described above, including with respect to the timing of recognition of gains on certain investments. Hitchwood endeavors to manage such conflicts in accordance with the good faith exercise of its fiduciary duties taking into account what it believes to be the best interests of its clients as a whole over time.

## General Investment Risks

*Availability of Investment Opportunities.* The success of the Master Fund's investment and trading activities depends on the ability of Hitchwood to identify overvalued and undervalued investment opportunities. Identification and exploitation of the investment strategies to be pursued by the Master Fund involve a high degree of uncertainty. No assurance can be given that Hitchwood will be able to identify suitable investment opportunities in which to deploy all of the Master Fund's capital. A reduction in overall market volatility and liquidity, as well as other market factors, may reduce the pool of profitable investment strategies for the Master Fund.

In endeavoring to protect the Master Fund's universe of investment opportunities, Hitchwood recognizes the importance of safeguarding its material, non-public information regarding securities, transactions and investment recommendations provided to (or made on behalf of) the Master Fund. As such, Hitchwood's employees are generally not permitted to share such information outside of Hitchwood other than for legitimate business purposes, such as obtaining the provision of services for the Master Fund. Hitchwood's employees may, however, from time to time discuss issuers, securities, markets, or industries with other industry professionals, either informally, as part of its research process or at industry idea sharing events. Such discussions and exchanges assist Hitchwood in refining its research and analysis. While Hitchwood endeavors to protect the Master Fund's investment opportunities in these discussions and to carry them out in accordance with applicable law and its fiduciary obligations, regulators or other parties may disagree with or second guess Hitchwood's judgements, which could expose the Master Fund to regulatory risk, reduce its investment opportunities or otherwise impair its investments.

*Market Conditions and Volatility.* The success of the Master Fund's activities will be affected by general economic and market conditions, such as interest rates, availability of credit, inflation rates, economic uncertainty, changes in laws (including laws relating to taxation of the Master Fund's investments), market structure, trade barriers, currency exchange controls, national and international political circumstances (including wars, terrorist acts, or security operations), and the occurrence of various events (including hurricanes, earthquakes and public health emergencies such as the COVID-19 Coronavirus, and other natural disasters). These factors affect the level and volatility of securities prices and the liquidity of the Master Fund's investments, including, without limitation, common equity and related equity derivative instruments, high-yield securities, convertible securities, and derivatives, including futures and option prices, which can be highly volatile. During periods of limited liquidity and higher price volatility, the Master Fund's ability to acquire or dispose of its investments at a price and time that the Master Fund deems advantageous may be impaired. Price movements of forward, futures and other derivative contracts in which the Master Fund's assets may be invested are influenced by, among other things, interest rates, changing supply and demand relationships, trade, fiscal, monetary and exchange control programs and policies of governments and national and international political and economic events and policies. In addition, governments from time to time intervene, directly and by regulation. Such intervention is often intended to directly influence prices and may, together with other factors, cause all of such markets to move rapidly in the same direction. It is also possible that a default by one of several large institutions that are dependent on one another to meet their liquidity or operational needs may cause a series of defaults by other institutions. This is sometimes referred to as a "systemic risk" and may adversely affect financial intermediaries, such as clearing agencies, clearinghouses, banks, securities firms, and exchanges, with which the Master Fund interacts on a daily

basis. These factors and general market conditions could have a material adverse impact on markets in general and on the Master Fund's portfolio.

In the fourth quarter of 2021, measured inflation rates began to increase rapidly in economies around the world, and such increases have continued over the course of 2022 and 2023. Many central banks, including the U.S. Federal Reserve, the Bank of England and the European Central Bank, increased the minimum interest rates at which they lend money to other financial institutions over the course of 2022 and 2023 at least in part as a reaction to the increased inflation rates. An increase in the interest rate at which central banks will lend money to financial institutions generally leads to an increase in interest rates for commercially available products, such as loans, credit lines, debt and types of credit instruments. The corresponding increase in interest rates contributed to broad selloffs throughout the global financial markets, resulting in declines in value across most asset classes and ultimately banking failures among some regional banks. It is unclear whether high inflation rates will persist in the short- and medium-term and what further actions, if any, central banks will take as a result. Persistent inflation, further interest rate hikes or both may increase the risk of an economic recession in the United States and other economies in the near and medium term. It is possible that global financial markets will enter an extended period of adverse conditions featuring market uncertainty, reduced liquidity, greater volatility, general widening of credit spreads and a lack of price transparency. These factors could have a material adverse impact on markets in general and on the Master Fund's portfolio.

*Changes in Market Environment.* Certain of the trading strategies employed by Hitchwood for the Master Fund make certain assumptions about the persistence of the market environment: the models assume that repeated past behavior of the markets can be used to predict the future, at least in limited ways. These strategies are developed by simulating the performance of a given strategy over historical data. At their core, financial and economic patterns are not immutable and there can be no guarantees that the relationships that appeared to govern financial instruments and their prices in the past will continue in the future.

While Hitchwood will make efforts to estimate and control the risks associated with market changes, and will attempt to identify changes as they occur, market environment changes can be sudden and extreme. When these changes occur, certain market dynamics can make the changes more severe and can cause their adverse effects to spread to other markets not affected by the initial changes.

In particular, events can cause other market participants to liquidate large positions in a short period of time in order to raise capital, reduce risk or meet margin calls. To the extent that these market participants hold positions in a portfolio of strategies similar to that of the Master Fund, all of these strategies may begin to exhibit adverse returns and correlations not seen under normal markets, even if the initial changes were in markets in which the Master Fund was not involved. Unusual market developments can and have resulted in returns that are not consistent with past performance or correlation of strategies employed by the Master Fund.

*Issuer Concentration and Diversification Risk.* The Hitchwood Funds invest in a relatively limited number of investments. A consequence of a limited number of investments is that the aggregate returns realized by the Hitchwood Funds may be and have been substantially affected by the unfavorable performance of a small number of such investments and may reduce the Funds' ability to hedge their exposure and to dispose of depreciating assets. The Hitchwood Funds do not have fixed guidelines for investment diversification. To the

extent the Master Fund's investments are concentrated in a particular industry, security, issuer or country, the Master Fund's portfolio will be more susceptible to fluctuations in value resulting from adverse economic conditions affecting that particular industry, security, issuer, or country.

*Short Sales.* The Master Fund engages in short selling. Short selling involves selling securities that may or may not be owned by the seller and borrowing the same securities for delivery to the purchaser, with an obligation to replace the borrowed securities at a later date. Short selling allows the investor to profit from declines in the value of such investments. A short sale creates the risk of a loss, which could theoretically be unlimited, as the price of the underlying security could theoretically increase without limit, thus increasing the cost of buying those securities to cover the short position. There can be no assurance that the security necessary to cover a short position will be available for purchase. Purchasing securities to close out the short position can itself cause the price of the securities to rise further, thereby exacerbating the loss. Securities are sold short by the Master Fund in a long/short strategy to hedge a long position, to hedge the portfolio in general, to enable the Master Fund to express a view as to the relative value between the long and short positions, or as part of an outright short position. There is no assurance that the objectives of these strategies will be achieved, or specifically that the long position will not decrease in value and the securities underlying the short position will not increase in value, causing the Master Fund losses on both components of the transaction, or that the securities underlying an outright short position will not increase in value. If the underlying securities increase in value, the short position decreases in value and the Master Fund sustains a loss. In addition, when the Master Fund effects a short sale, it may be obligated to leave the proceeds thereof with the broker and also deposit with the broker an amount of cash, securities or other assets (subject to requirements of applicable law) that is sufficient under any applicable margin or similar regulations to collateralize its obligation to replace the borrowed assets that have been sold.

In response to dislocations in the financial services industry and other market events, the SEC and securities regulators of many other jurisdictions have implemented certain prohibitions and disclosure requirements on short selling of securities and may impose additional restrictions in the future. In 2010, the SEC's short sale price test, which took effect through amendment to Rule 201 of Regulation SHO (the "**Short Sale Rule**"), became effective. The Short Sale Rule goes into effect upon a 10% decline in the price of a National Market System stock (any National Market System security other than an option, *i.e.*, stocks listed on the New York Stock Exchange and NASDAQ) from its previous day's closing price and effectively restricts the display or execution by exchanges and other trading centers of a short sale order in such stock to a price above the national best bid for the remainder of the trading day and the next trading day. Also, the European Union restricts and regulates short selling and certain over the counter ("**OTC**") derivatives in Europe. In addition, many non-U.S. countries have imposed temporary bans on short selling securities for all or certain companies listed in their markets and/or have imposed further regulations including reporting obligations on short selling. Restrictions on the short selling of securities such as the above could interfere with the ability of the Master Fund to execute certain aspects of its investment strategies, including its ability to hedge certain exposures and execute transactions to implement its risk management guidelines, and any such limitations may adversely affect the performance of the Master Fund. In addition, reporting requirements relating to short selling may provide transparency to the Master Fund's competitors as to its short positions, which may have a detrimental impact on the Master Fund's returns. If the Master Fund's short positions or its strategy become generally known, it could have a significant impact on Hitchwood's ability to implement its investment

strategy. In particular, it would make it more likely that other investors could cause a “short squeeze” in the securities sold short by the Master Fund.

*Hedging Transactions by the Master Fund.* The Master Fund’s hedging techniques involve and may in the future involve a variety of transactions, including but not limited to certain derivatives transactions, such as swaps, caps and floors, futures, forward contracts, exchange-listed and OTC put and call options on securities or on financial indices, forward foreign currency contracts, various interest rate and foreign exchange transactions and interests in, or swaps on, exchanged-traded funds (some of which may hold derivatives) (collectively, “**Hedging Instruments**”). These Hedging Instruments are used for both investment and risk management purposes in order to (i) protect against possible changes in the market value of the Master Fund’s investment portfolio resulting from fluctuations in the securities markets and changes in interest rates; (ii) protect the unrealized gains in the value of the Master Fund’s investment portfolio; (iii) facilitate the sale of any such investments; (iv) enhance or preserve returns, spreads, or gains on any investment in the Master Fund’s portfolio; (v) hedge the interest rate or currency exchange rate on any of the Master Fund’s liabilities or assets; (vi) protect against any increase in the price of any securities the Master Fund anticipates purchasing at a later date; or (vii) for any other reason that Hitchwood deems appropriate.

Hedging techniques involve risks different than those of underlying investments. In particular, the variable degree of correlation between price movements of Hedging Instruments and price movements in the position being hedged creates the possibility that losses on the hedge may be greater than gains in the value of the Master Fund’s positions (or that there may be losses on both legs of a transaction). In addition, certain Hedging Instruments and markets may not be liquid in all circumstances. As a result, in volatile markets, the Master Fund may not be able to close out a transaction in certain of these instruments without incurring losses substantially greater than the initial deposit. Although the contemplated use of Hedging Instruments should tend to minimize the risk of loss due to a decline in the value of the hedged position, at the same time the use of these instruments tends to limit any potential gain that might result from an increase in the value of such position.

The ability of the Master Fund to hedge successfully will depend on Hitchwood’s ability to predict pertinent market movements, which cannot be assured, and to continually recalculate, readjust, and execute hedges in an efficient and timely manner. For a variety of reasons, Hitchwood and its affiliates do not necessarily seek to establish a perfect correlation between the Hedging Instruments utilized and the portfolio holdings being hedged. Such an imperfect correlation may prevent the Master Fund from achieving the intended hedge or expose the Master Fund to risk of loss. Hitchwood may not hedge against a particular risk because it does not regard the probability of the risk occurring to be sufficiently high or the magnitude of the risk to be sufficiently large as to justify the cost of the hedge, or because it does not foresee the occurrence of the risk. Finally, the daily variation margin requirements in futures contracts that may be entered into by the Master Fund could create an ongoing greater potential financial risk than would options transactions, where the exposure is limited to the cost of the initial premium and transaction costs paid by the Master Fund.

*Non-U.S. Investments.* The Master Fund can and does invest a portion of its capital outside the United States in non-U.S. dollar denominated securities, including in securities issued by non-U.S. companies and in non-U.S. currency. These investments involve special risks not usually associated with investing in securities of U.S. companies, including possible adverse political and economic developments, possible seizure or

nationalization of non-U.S. deposits, and possible adoption of governmental restrictions that might adversely affect the payment of principal and interest to investors located outside the country of the issuer, whether from currency blockage or otherwise. Because investments in non-U.S. issuers often involve non-U.S. dollar currencies and because the Master Fund will temporarily hold funds in bank deposits in such currencies during the completion of its investment program, the Master Fund will be affected favorably or unfavorably by changes in currency rates (including as a result of the devaluation of a foreign currency) and in exchange control regulations and will incur transaction costs in connection with conversions between various currencies.

In addition, because non-U.S. entities are not subject to uniform accounting, auditing and financial reporting standards, practices, and requirements comparable with those applicable to U.S. companies, there may be different types of, and lower quality, information available about a non-U.S. company than a U.S. company. These factors can make it difficult to analyze and compare the performance of non-U.S. companies. There is also less regulation, generally, of the securities markets and the financial services sector in foreign countries than there is in the United States. This may make it more difficult for the Master Fund to stay informed of corporate action that may affect the price of a particular security.

Some foreign securities markets have a higher potential for price volatility and relative illiquidity compared to the U.S. securities markets. With respect to these countries there is the possibility of expropriation or confiscatory taxation, political, economic or social instability, limitation on the removal of funds or other assets or the repatriation of profits, restrictions on investment opportunities, the imposition of trading controls, withholding or other taxes on interest, capital gain or other income, import duties or other protectionist measures, various laws enacted for the protection of creditors, greater risks of nationalization or diplomatic developments which could adversely affect the Master Fund's investments in those countries.

Additional costs are often incurred in connection with the Master Fund's international investment activities. Non-U.S. brokerage commissions generally are higher than in the United States. Expenses also may be incurred on currency exchanges when the Master Fund changes investments from one currency to another. Increased custodian costs as well as administrative difficulties (such as the applicability of non-U.S. laws to non-U.S. custodians in various circumstances, including bankruptcy, ability to recover lost assets, expropriation, nationalization, and record access) are also associated with the maintenance of assets in non-U.S. jurisdictions. Expenses also may be incurred because of foreign legal and/or tax requirements and the potential risks associated with them (e.g., costs associated with complying with foreign law as well as applicable tax considerations).

*Foreign Currency Exposure and Foreign Exchange.* Although the prices of non-U.S. investments will generally be determined with reference to currencies other than the U.S. dollar, the Master Fund will value its securities and other assets in U.S. dollars. The Master Fund may or may not seek to hedge all or any portion of the Master Fund's foreign currency exposure. To the extent unhedged, the value of the Master Fund's assets will fluctuate with U.S. dollar exchange rates as well as the price changes of the Master Fund's investments in the various local markets and currencies. Among the factors that affect currency values are trade balances, the level of short-term interest rates, differences in relative values of similar assets in different currencies, long-term opportunities for investment and capital appreciation and political developments. An increase in the value of the U.S. dollar compared to the other currencies in which the Master Fund makes its investments will reduce the effect of increases and magnify the effect of decreases in the prices of the Master



Fund's securities in their local markets. The Master Fund could realize a net loss on an investment, even if there were a gain on the underlying investment before currency losses were taken into account. The Master Fund may engage in foreign exchange transactions in the spot and forward markets to hedge its equity positions denominated in non-U.S. dollar currencies, if any. A forward currency exchange contract involves an obligation to purchase or sell a specific currency at a future date, which may be any fixed number of days from the date of the contract as agreed by the parties, at a price that is fixed at the time the contract is entered into. In addition, the Master Fund may maintain short positions in forward currency exchange transactions, in which the Master Fund agrees to exchange a specified amount of a currency it does not currently own for another currency at a future date in anticipation of a decline in the value of the currency sold relative to the value of the currency the Master Fund agreed to purchase. A forward currency exchange contract offers less protection against defaults by the counterparty to the contract than is the case with exchange-traded currency futures contracts. Forward currency exchange contracts are also highly leveraged, in some cases requiring little or no original margin deposit. The Master Fund may also purchase and sell put and call options on currencies and currency futures contracts and options on currency futures contracts. There can be no assurance that these strategies will be effective, and such techniques entail costs and additional risks. Additionally, a number of emerging market countries have been unable to sustain exchange rates and have devalued their currency relative to other currencies or shifted to floating exchange rate regimes. Any future devaluation could adversely affect the Master Fund.

*Outbreaks of Infectious or Contagious Diseases.* Pandemics and other widespread public health emergencies have and are resulting in market volatility and disruption, and future such emergencies have the potential to impact economic production and activity materially and adversely in ways that are impossible to predict, all of which may result in significant losses to one or more Hitchwood Funds.

Public health emergencies could have a significant adverse impact and result in significant losses to the Hitchwood Funds. The extent of the impact will depend on many factors, all of which are highly uncertain and cannot be predicted, and this impact may include significant reductions in revenue and growth, unexpected operational losses and liabilities, impairments to credit quality and reductions in the availability of capital. These same factors may limit the ability of the Hitchwood Funds to source, diligence and execute new investments and to manage, finance and exit investments in the future, and governmental mitigation actions may constrain or alter existing financial, legal and regulatory frameworks in ways that are averse to the investment strategies the Hitchwood Funds intend to pursue. In addition, the operations of Hitchwood and the Hitchwood Funds may be significantly impacted, or even temporarily or permanently halted, as a result of government quarantine measures, restrictions on travel and movement, remote-working requirements and other factors related to a public health emergency, including its potential adverse impact on the health of any such entity's personnel. These measures may also hinder such entities' ability to conduct their affairs and activities as they normally would, including by impairing usual communication channels and methods, hampering the performance of administrative functions such as processing payments and invoices, diminishing their ability to make accurate and timely projections of financial performance and impairing their ability to efficiently supervise employees. To the extent personnel, as a result of working remotely, rely more heavily on external sources for information and technology systems for their business-related communications and information sharing, that business will likely be more vulnerable to cybersecurity incidents and cyberattacks and as a result, Hitchwood could have more difficulty resuming normal operations in the event it is the target of such incident or attack.

*Political Uncertainty and Rise of Populist Political Parties.* The rise of populist political parties and economic nationalism has led to increasing political uncertainty and unpredictability throughout the world. Among the attendant risks are greater regulatory uncertainty, for example, regarding the posture of governments with respect to taxation, international trade, and law enforcement. Negative regulatory developments could have a material adverse effect on the Hitchwood Funds and their investments.

*Uncertain Economic, Social and Political Environment.* Consumer, corporate and financial confidence could be adversely affected by current or future tensions around the world, fear of terrorist activity and/or military conflicts, national or global financial crises, virus or disease epidemics or other sources of political, social, or economic unrest. Such erosion of confidence could lead to or extend a national or global economic downturn. A climate of uncertainty could reduce the availability of potential investment opportunities and increase the difficulty of modeling market conditions, potentially reducing the accuracy of financial projections. Furthermore, such uncertainty or general economic downturn could have an adverse effect upon the Hitchwood Funds' investments.

In February 2022, Russia invaded Ukraine. The U.S. and its European allies implemented severe sanctions on Russia in the wake of the invasion, which precipitated a severe downturn in the Russian economy. The Ukrainian economy has also been devastated by the conflict—in March 2022, the International Monetary Fund predicted that the Ukrainian economy could shrink by up to 35% in 2022 if Russia's invasion becomes a protracted conflict. Additionally, in response to European sanctions, Russia has drastically reduced its natural gas exports to the EU, which has caused EU energy prices to sharply increase. Increased energy prices have contributed to rising EU inflation rates (discussed above under "Market Conditions and Volatility") and may harm the economic productivity of EU members going forward.

It is possible that the Russian-Ukrainian war will last for a prolonged period of time, that European energy prices will remain elevated or that economic sanctions on the Russian economy will last indefinitely, all of which may depress global economic activity and asset prices in the short, medium and long term. It is highly uncertain how the conflict will unfold, how governments worldwide will respond to future developments, what impact this conflict or future developments will have on the global economy, or how the market for European equities will respond and perform in this context.

*Political Tensions between the United States and China.* Political tensions between the United States and the People's Republic of China ("PRC") have escalated. Rising political tensions could reduce levels of trade, investments, technological exchanges, and other economic activities between the two major economies, which would have a material adverse effect on global economic conditions and the stability of global financial markets. The Master Fund's investments may include and have included Chinese companies and any of these factors could have a material adverse effect on securities prices and the liquidity of the Master Fund's investments.

*Investments in China.* The following events and issues, among others, may have a materially adverse impact on investments in companies doing business in the PRC (including Hong Kong and Macau) and territories administered by the Republic of China (Taiwan and some neighboring islands) (collectively, "**Greater China**"): introduction of new policies or legislation in, or affecting businesses or investments in, Greater China; unfavorable legal interpretations and/or inability to effectively enforce legal rights under PRC law or another legal system in Greater China; political relations between the international community and Greater

China; PRC state ownership and PRC government economic intervention; non-compliance with U.S. laws by companies in Greater China; potential for fraud by companies in Greater China and difficulties in conducting due diligence; restrictions on foreign investment market access; difficulty of repatriation of investment returns and capital; and tax uncertainty impacting companies in Greater China and investments in companies doing business in Greater China.

*ESG Fund Regulation.* In 2022, the SEC issued a proposed rule (the “ESG Rule”) that, if adopted, would require registered investment advisers advising funds that either focus on ESG factors and objectives or integrate ESG factors alongside non-ESG factors in making investment decisions to comply with heightened disclosure obligations concerning their investment process and performance. Since Hitchwood currently does consider ESG factors among others in making investment decisions for the Master Fund, it is possible that it would be subjected to these heightened disclosure obligations, which may increase the costs associated with operating the Hitchwood Funds and potentially the amount of expenses incurred by the Master Fund. It is still unclear whether the ESG Rule will be adopted and once adopted, whether Hitchwood will be subject to these heightened disclosure obligations.

*Investments in Initial Public Offerings.* Investments in initial public offerings (or shortly thereafter) may involve higher risks than investments issued in secondary public offerings or purchases on a secondary market due to a variety of factors, including, without limitation, the limited number of shares available for trading and the substantial price volatility for such securities.

*Leverage.* The Master Fund occasionally uses leverage in its investment strategy. Leverage may take the form of loans for borrowed money (e.g., margin loans) or derivative securities and instruments that are inherently leveraged, including options, futures, forward contracts, and swaps. The use of leverage by the Master Fund can substantially increase the market exposure (and market risk) to which the Master Fund’s investment portfolio may be subject. Trading on leverage will result in interest charges or costs, which may be explicit (in the case of loans) or implicit (in the case of many derivative instruments) and, depending on the amount of leverage, such charges or costs could be substantial. The level of interest rates generally, and the rates at which the Master Fund can leverage in particular, can affect the operating results of the Master Fund. In addition, in the case of financial difficulty or market turmoil affecting the Master Fund’s brokers, the brokers may reduce their lending to the Master Fund, forcing the Master Fund to liquidate investments under severe time pressures and/or lower than expected values.

The Master Fund’s use of short-term margin borrowings, derivatives, and other instruments, including leverage, results in certain additional risks to the Master Fund. For example, should the investments pledged to brokers to secure the Master Fund’s margin accounts decline in value, the Master Fund is subject to a “margin call,” pursuant to which the Master Fund is required on relatively short notice either to deposit additional funds with the broker or to suffer mandatory liquidation of the pledged assets to compensate for the decline in value. A significant increase in margin calls could harm the Master Fund’s liquidity, results of operations, financial condition, and business prospects. Additionally, in order to obtain cash to satisfy a margin call, the Master Fund may be required to liquidate assets at a disadvantageous time, which could cause it to incur further losses. In the event of a sudden precipitous drop in the value of the Master Fund’s assets, the Master Fund might not be able to liquidate assets quickly enough to pay off its margin debt.

In the U.S. futures markets, margin deposits are typically required. In the forward, currency and certain other derivative markets, margin deposits may be even lower or may not be required at all. Such low margin deposits are indicative of the fact that any trading in these markets typically is accompanied by a high degree of leverage. Low margin deposits mean that a relatively small adverse price movement in a futures or forward contract may result in immediate and substantial losses to the investor. For example, if at the time of purchase, 10% of the price of a futures contract were deposited as margin, a 10% decrease in the price of the futures contract would, if the contract is then closed out, result in a total loss of the margin deposit before any deduction for the brokerage commission. In addition, as with sales of other leveraged investments, any sale of a future, forward or other commodity contract may result in losses in excess of the margin deposit.

The premiums for certain options traded on non-U.S. exchanges may be paid for on margin. When the Master Fund sells an option on a futures contract, it may be required to deposit margin in an amount that may be determined by the margin requirement established for the futures contract underlying the option and, in addition, in an amount substantially equal to the current premium for the option. The margin requirements imposed on the writing of options, although adjusted to reflect the probability that out-of-the-money options will not be exercised, can in fact be higher than those imposed on dealing in the futures markets directly. Whether any margin deposit will be required for over the counter (“**OTC**”) options and other OTC instruments, such as currency forwards, swaps, and certain other derivative instruments, will depend on the credit determinations and specific agreements of the parties to the transaction, which are individually negotiated.

*Exposure to Material Non-Public Information.* While generally Hitchwood does not expect to receive material non-public information with respect to issuers of publicly traded securities, when such information is received, Hitchwood is generally prohibited, by law, policy, or contract, for a period of time from (i) unwinding a position in such issuer; (ii) establishing an initial position or taking any greater position in such issuer; and (iii) pursuing other investment opportunities related to such issuer. This inability to trade in a security or related security could expose the Hitchwood Funds to risk of loss or loss of opportunities. In the current environment, there is an increased risk of insider trading enforcement actions in a variety of jurisdictions and by a number of regulators. Even in the absence of wrongdoing, any such enforcement activity, or regulatory investigations in connection with a potential enforcement action, can have material and adverse impacts on Hitchwood, the Hitchwood Funds and their affiliates. The boundaries of the laws applicable to insider trading and practices relating to insider trading enforcement are continuing to evolve, which may impact the Hitchwood Funds’ trading activities in ways that are unexpected.

*Risks Associated with Information Used in the Research Process.* Hitchwood selects investments for the Hitchwood Funds, in part, on the basis of information and data filed by issuers with various government regulators or made directly available to Hitchwood by the issuers or through sources other than the issuers, including, but not limited to industry experts, political consultants, sell-side analysts and other third-party providers of data products and services, including third-party providers of ESG data and ratings. Data sources include among others, those commonly known as “traditional data,” such as information from SEC filings and securities trading price and volume information, and “alternative data,” which generally is understood to refer to data, including ESG data from ESG data providers or ratings services, published by sources outside of the issuer or a trading venue that is used to draw insights about a particular issuer, industry or macroeconomic event. Alternative data sets can be compiled from various sources including, but not limited to financial transactions, mobile devices, social media, public records, and the internet. Although

Hitchwood will generally evaluate all such information and data and, when Hitchwood considers it is appropriate and when it is reasonably available, seek independent corroboration. Hitchwood is not able to confirm the completeness, genuineness or accuracy of all such information and data, including ESG data, and in some cases, complete and accurate data and information is not available. In addition, third party data providers may differ in the data they provide for a given investment or between industries or may only consider one or a portion of many ESG-related components of a company. Furthermore, data availability and reporting with respect to ESG and other topics may not always be available or may become unreliable or out of date. As a result, if Hitchwood draws incorrect conclusions based on its review of the information or data it is evaluating or if such information or data is inaccurate, incomplete, or otherwise not reliable, the investments of the Hitchwood Funds relying on such information may not perform as expected, and such funds may suffer a loss, including the cost of procuring such information or data, which is often relatively expensive.

In addition, while “alternative data” has become more readily available and mainstream over the last decade and is now generally available through data brokers, aggregators and other financial intermediaries specializing in providing such data to investors and analysts, such data is generally more expensive than traditional data sources and often less structured and therefore may be less reliable than traditional sources of data. In addition, laws, and regulations applicable to the gathering, sale, disclosure and use of such data, including those with respect to data privacy and security, intellectual property and computer fraud and abuse, are evolving quickly and sometimes in unexpected ways. The due diligence and contracting process for acquiring any such “alternative data” sets can therefore impose additional cost and uncertainty, and some or all of a data set acquired at any one time may no longer be eligible for sale or use in the future, which could impair the usability or reliability of the data. Hitchwood endeavors to evaluate such data for compliant use, reliability and value before acquiring it, but given the complexity of the data analysis and uncertainty associated with the legal issues involved, Hitchwood may not always be successful, which could expose Hitchwood and the Hitchwood Funds to financial and legal risks.

*Securities Filings and Restrictions.* Hitchwood may, in its sole discretion, elect to cause the Master Fund to (i) refrain from entering into a transaction to purchase that Hitchwood may otherwise have caused the Master Fund to enter into or (ii) sell a given financial instrument that the Master Fund presently holds, if such transaction or the continued ownership of such financial instrument would cause any of the Hitchwood Funds, Hitchwood or any of their respective affiliates to make a governmental, regulatory or other public filing in the United States or any non-U.S. jurisdiction. Any such election by Hitchwood may cause the Master Fund to (x) forego an investment opportunity that Hitchwood had determined may otherwise generate a profit for the Master Fund and/or (y) incur additional expenses, including without limitation, brokerage and/or legal fees. Further, there may be instances where the nature or size of the Master Fund’s holdings prohibit it from effecting transactions in a given security during certain periods of time or subject such transactions to increased regulatory and compliance burdens, such as regulatory filings.

*Influencing Conduct.* In some cases, the Master Fund directly or indirectly substantially participates in or attempts to influence the conduct of affairs or management of issuers of securities acquired by the Master Fund. These activities may give rise to certain filings and other obligations and may limit the Master Fund’s ability to trade under the Securities Exchange Act of 1934 and the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended (the “**HSR Act**”). If the Master Fund, acting alone or as part of a group, acquires beneficial ownership of more than 10% of a certain class of securities of a public company or places a director

on the board of directors of such a company, under Section 16 of the Securities Exchange Act of 1934, as amended, the Master Fund may be subject to certain additional reporting requirements and may be required to disgorge certain short-swing profits arising from purchases and sales of such securities. Furthermore, in such circumstances the Master Fund would be prohibited from entering into a short position in such issuer's securities and, therefore, limited in its ability to hedge such investments. Under the HSR Act, acquisitions of 10% or less of an issuer's voting securities may be exempt under the passive investment exemption, but only if the acquiring person or its managers or advisers have no intention of participating in the formulation, determination, or direction of the basic business decisions of the issuer. Actions the antitrust agencies have found to be inconsistent with this investment-only exemption include having an officer or director on the board of the issuer or proposing someone to serve on the board, proposing actions that require shareholder consent, and soliciting proxies. Similar restrictions and requirements may apply in non-U.S. jurisdictions.

*Special Situations.* The Master Fund invests in companies involved in (or that are the target of) acquisition attempts or tender offers or in companies involved in workouts, liquidations, spin-offs, reorganizations, bankruptcies, and similar circumstances. In any investment opportunity involving any such type of special situation, there exists the risk that the contemplated transaction will be unsuccessful, take considerable time, or result in a distribution of cash or a new security the value of which is less than the purchase price of the original security or other financial instrument. Similarly, if an anticipated transaction or reorganization does not in fact occur, the Master Fund may be required to sell its investment at a loss. Because there can be substantial uncertainty concerning the outcome of transactions involving companies in which the Master Fund invests, the Master Fund faces the possibility of substantial losses.

*Special Purpose Acquisition Companies or "SPAC's".* A special purpose acquisition company (a "**SPAC**") is a publicly traded company formed for the purpose of raising capital through an initial public offering to fund the acquisition, through a merger, capital stock exchange, asset acquisition or other similar business combination, of one or more undervalued operating businesses. Following the acquisition of a target company, a SPAC typically would exercise control over the management of such target company in an effort to increase the value of such target company. Capital raised through the initial public offering of securities of a SPAC is typically placed into a trust until the target company is acquired or a predetermined period of time elapses. Investors in a SPAC would receive a return on their investment in the event that a target company is acquired, and such target company's value increased. In the event that a SPAC is unable to locate and acquire target companies by the deadline, the SPAC would be forced to liquidate its assets, which may result in losses due to the expenses and liabilities of the SPAC. Investors in a SPAC are subject to the risk that, among other things, (i) such SPAC may not be able to locate or acquire target companies by the deadline, (ii) assets in the trust may be subject to third-party claims against such SPAC, which may reduce the per share liquidation price received by the investors in the SPAC, (iii) such SPAC may be exempt from the rules promulgated by the SEC to protect investors in "blank check" companies, such as Rule 419 promulgated under the Securities Act, so that investors in such SPAC may not be afforded the benefits or protections of those rules, (iv) such SPAC may only be able to complete one business combination, which may cause it to be solely dependent on a single business, (v) the value of any target company may decrease following its acquisition by such SPAC, (vi) the value of the funds invested and held in the trust decline, (vii) the inability to redeem due to the failure to hold the securities in the SPAC on the record date or the failure to vote against the acquisition and (viii) if the SPAC is unable to consummate a business combination, public stockholders will be forced to wait until the deadline before liquidating distributions are made. In addition, most SPACs are

illiquid and have a concentrated shareholder base that tends to be comprised of hedge funds (at least at inception).

*Debt Securities.* The Master Fund may invest in U.S. and non-U.S. private, public and government debt securities and instruments, including without limitation, “higher yielding” (and therefore generally higher risk) debt securities, syndicated bank loans, and other subordinate debt obligations. Such securities and instruments may be unrated or below “investment grade” and face ongoing uncertainties and exposure to adverse business, financial, or economic conditions that could lead to the issuer’s inability to meet timely interest and principal payments. Such securities may not be exchange-traded and trade in the OTC market, which is generally less transparent and may have wider bid/ask spreads than the exchange-traded marketplace. Such instruments are dependent on the issuer’s capacity to pay interest and repay principal in accordance with the terms of the obligations and involve major risk exposure to adverse conditions. In addition, an economic recession could severely disrupt the market for most of these securities and could adversely affect the ability of the issuers of such securities to repay principal and pay interest thereon and increase the incidence of default for such securities.

The fixed-income securities in which the Master Fund invests may be interest rate sensitive. An increase in interest rates will generally reduce the value of fixed-income securities, while a decline in interest rates will generally increase the value of fixed-income securities. The performance of the Master Fund may therefore depend in part on the ability to anticipate and respond to such fluctuations on market interest rates, and to utilize appropriate strategies to maximize returns, while attempting to minimize the associated risks to investment capital.

*Bank Loans.* The Master Fund’s investment program may include investments in bank loans and participations. These obligations are subject to unique risks, including: (i) the possible invalidation of an investment transaction as a fraudulent conveyance under relevant creditors’ rights laws; (ii) so-called lender-liability claims by the issuer of the obligations; (iii) environmental liabilities that may arise with respect to collateral securing the obligations; (iv) limitations on the ability of the Master Fund to directly enforce its rights with respect to participations; (v) long and less certain settlement periods; and (vi) adverse consequences resulting from participating in such instruments with other institutions of lower credit quality. Successful claims by third parties arising from these and other risks would be borne by the Master Fund.

Some of the bank loans that may be purchased by the Master Fund may ultimately have no, or only a limited, trading market. Illiquid bank loans may trade at a discount to comparable, more liquid investments. In addition, because of the provision of confidential information, the unique and customized nature of a loan agreement, and the private syndication of a loan, certain bank loans may not be purchased or sold as easily as publicly traded securities, particularly as a result of the increased degree of complexity in negotiating a secondary market purchase or sale, which complexity does not exist, for example, in the high-yield bond market. Bank loans may encounter trading delays due to their unique and customized nature, and transfers may be prohibited without the consent of an agent bank or borrower.

*Loans of Portfolio Securities.* The Master Fund may loan securities in its portfolio on terms customary in the securities industry or enter into other transactions constituting a loan of the Master Fund’s assets. By entering into such transactions, the Master Fund seeks to increase its income through the receipt of interest on the loan. In the event of the bankruptcy or insolvency of the counterparty to the securities loan, the Master Fund

could experience delays in recovering the securities it lent. To the extent that the value of the securities lent by the Master Fund increases in value, the Master Fund could experience a loss if such securities are not recovered.

*Derivative Instruments Generally.* The Hitchwood Funds invest in derivative instruments, or “derivatives,” including, but not limited to (depending on the applicable Hitchwood Fund), options, total return swaps, interest rate swaps, credit default swaps (“CDS”), forwards, and indices and other derivatives thereon, and other instruments and contracts that are derived from and are valued in relation to one or more underlying securities, commodities, events, financial benchmarks, currencies or indices. Derivatives typically allow an investor to hedge or speculate upon the price movements of the underlying asset at a fraction of the cost of acquiring, borrowing or selling short the underlying asset. The value of a derivative depends largely upon price movements in the underlying asset. Therefore, many of the risks applicable to trading the underlying asset are also applicable to derivatives trading, including risks relating to interest rates, taxes, changing supply and demand relationships, policies of governments, and national and international political and economic events. However, there are a number of additional risks associated with derivatives trading. For example, because many derivatives are “leveraged,” and thus provide significantly more market exposure than the money paid or deposited when the transaction is entered into, a relatively small adverse market movement can not only result in the loss of the entire investment but may also expose the Hitchwood Fund to the possibility of a loss exceeding the original amount invested. Derivative instruments may not always be liquid, so that in volatile markets the Hitchwood Fund may not be able to close out a position without incurring a loss. Daily limits on price fluctuations and speculative position limits on exchanges on which the Hitchwood Fund may conduct its transactions in derivative instruments may prevent profitable liquidation of positions, potentially subjecting the applicable fund to greater losses. In addition, in swap transactions, because the Hitchwood Fund will not have a contractual relationship with an issuer of the underlying reference obligation, the Master Fund will generally not have the benefit of voting rights or the collateral supporting the reference obligation and the liquidity of the swap may be constrained in certain cases pursuant to contract and the swap counterparty’s ability and willingness to novate, close, or otherwise modify the trade. Transactions in certain derivatives are subject to mandatory clearing and exchange trading requirements and to regulatory oversight, while other derivatives are subject to risks of trading in the OTC markets or on non-U.S. exchanges. It is expected that many more derivatives will become subject to these mandatory clearing and exchange trading requirements in the future. Additional risks associated with derivatives trading include those described below.

*Call Options.* The Master Fund uses call options. There are risks associated with the sale and purchase of call options. The seller (writer) of a call option which is covered (*i.e.*, the writer holds the underlying security or investment) assumes the risk of a decline in the market price of the underlying security or instrument below the purchase price of the underlying security or instrument less the premium received and gives up the opportunity for gain on the underlying security or instrument above the exercise price of the option. The seller of an uncovered call option assumes the risk of a theoretically unlimited increase in the market price of the underlying security or instrument above the exercise price of the option.

The buyer of a call option assumes the risk of losing his entire investment in the call option. However, if the buyer of the call sells the underlying security or instrument short, the loss on the call will be offset in whole or in part by any gain on the short sale of the underlying security or instrument.



*Put Options.* The Master Fund uses put options. There are risks associated with the sale and purchase of put options. The seller (writer) of a put option which is covered (*i.e.*, the writer has a short position in the underlying security or instrument) assumes the risk of an increase in the market price of the underlying security or instrument above the sales price (in establishing the short position) of the underlying security or instrument plus the premium received, and gives up the opportunity for gain on the short position for values of the underlying security or instrument below the exercise price of the option. The seller of an uncovered put option assumes the risk of a decline in the market price of the underlying security or instrument below the exercise price of the option.

The buyer of a put option assumes the risk of losing his entire investment in the put option. However, if the buyer of the put holds the underlying security or instrument, the loss on the put will be offset in whole or in part by any gain on the underlying security or instrument.

*Swap Agreements.* The Master Fund enters into swap agreements. Swap agreements can be individually negotiated and structured to include exposure to a variety of different types of investments, indices or market factors. Depending on their structure, swap agreements may increase or decrease the applicable Hitchwood Fund's exposure to long-term or short-term interest rates (in the United States or abroad), foreign currency values, mortgage securities, corporate borrowing rates or other factors such as security prices, baskets of securities or inflation rates. Swap agreements can take many different forms and are known by a variety of names. The Hitchwood Funds are not limited to any particular form of swap agreement if Hitchwood determines that other forms are consistent with the fund's investment objectives and policies.

Swap agreements will tend to shift the applicable Hitchwood Fund's investment exposure from one type of investment to another. For example, if the Master Fund agrees to exchange payments in dollars for payments in foreign currency, the swap agreement would tend to decrease the Master Fund's exposure to U.S. interest rates and increase its exposure to foreign currency and interest rates. Depending on how they are used, swap agreements may increase or decrease the overall volatility of the applicable fund's portfolio. The most significant factor in the performance of swap agreements is the change in the specific interest rate, currency, individual equity values or other factors that determine the amounts of payments due to and from the Hitchwood Fund. If a swap agreement calls for payments by a Hitchwood Fund, it must be prepared to make such payments when due. In addition, if the counterparty's creditworthiness declines, the value of a swap agreement would be likely to decline, potentially resulting in losses by the Hitchwood Fund.

*Credit Default Swaps.* The Master Fund may take short and/or long positions in securities by entering into CDS contracts referencing such securities or an index of such securities. The CDS transaction market can be extremely volatile, and the Master Fund's financial results may be negatively affected as a result of a variety of factors relating to the credit swap market, including changes in the overall economy, supply and demand conditions in the credit default swap market and other factors affecting the corporate credit markets in general. Under certain market conditions, the Master Fund may not be able to terminate, novate or assign CDS transactions in a timely fashion and for a fair price when desired, if at all. The Master Fund may be required to seek the consent of a relevant CDS counterparty before assigning or transferring any CDS transaction, which may cause delays or force the Master Fund to terminate such CDS transaction. In addition, the tax treatment of credit default swaps is unclear, and there can be no assurance that the Internal Revenue Service (the "IRS") will agree with the Master Fund's treatment of these instruments.

*Forward Trading.* Hitchwood causes the Master Fund to enter into forward contracts or options thereon that are not traded on exchanges and not standardized. Rather, banks and dealers act as principals in these markets, negotiating each transaction on an individual basis. Such contracts may be primarily forward interest rate or currency hedging contracts. Forward and “cash” trading is substantially unregulated; there are no limitations on daily price movements and speculative position limits are not applicable. Banks and other dealers with which the Hitchwood Funds maintain accounts may require the applicable Hitchwood Fund to deposit margin with respect to such trading, although margin requirements are often minimal or nonexistent. The Hitchwood Funds’ counterparties are not required to continue to make markets in such contracts and these markets can experience periods of illiquidity, sometimes of significant duration. There have been periods during which certain counterparties have refused to continue to quote prices for forward contracts or have quoted prices with an unusually widespread (the price at which the counterparty is prepared to buy and that at which it is prepared to sell). Arrangements to trade forward contracts may be made with only one or a few counterparties, and liquidity problems therefore might be greater than if such arrangements were made with numerous counterparties. Disruptions can occur in forward markets due to unusually high trading volume, political intervention, or other factors. The imposition of credit controls by governmental authorities might also limit such forward trading to less than the amount that Hitchwood would otherwise recommend to the possible detriment of the Hitchwood Funds. Market illiquidity or disruption could result in significant losses to the Hitchwood Funds investing in such instruments.

*Futures Contracts.* The Master Fund uses futures as part of its investment program. 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. Once the price of a particular futures contract has increased or decreased by an amount equal to the daily limit, positions in that contract can neither be entered into nor liquidated unless traders are willing to effect trades at or within the limit. Futures prices have occasionally moved beyond the daily limits for several consecutive days with little or no trading. These constraints could prevent the Hitchwood Fund from promptly liquidating unfavorable positions and subject it to substantial losses. In addition, the CFTC and various exchanges impose speculative position limits on the number of positions that, on an aggregate basis, the Hitchwood Funds may indirectly hold or control in particular commodities. It is possible that an exchange or the CFTC may suspend trading in a particular contract, order immediate liquidation and settlement of a particular contract, or order that trading in a particular contract be conducted for liquidation only. If Hitchwood elects to transact in non-U.S. futures, the invested fund could be exposed to additional risks associated with less or varying regulation and less predictable legal protections for futures than in U.S. futures transactions. Foreign futures or options contracts may also be subject to foreign exchange risks.

*Exposure to Digital Currencies.* The Hitchwood Funds may invest in or gain exposure to digital assets, including through futures, options, the spot market, and equity securities that expose it to risks associated with digital currencies such as Bitcoin. The Master Fund may also invest in financial services companies that service investors or traders in digital currencies or that are otherwise exposed to the risks associated with digital currencies through financing, technological disruption to their business models or changes in laws, regulation, or enforcement. Digital assets are loosely regulated and there is no central marketplace for currency exchange. Supply is determined by a computer code, not by a central bank, and prices have been extremely volatile. Digital currency exchanges are also subject to a variety of risks, including manipulation

of digital currency markets by digital currency exchange customers, closures or temporary shutdowns due to fraud, business failure, hackers or malware, or government-mandated regulation, which could negatively impact the value of both the digital assets traded on such exchanges as well as any derivatives or futures referencing such instruments. The prices of digital assets and as result, derivatives or futures in respect of such assets, will also be impacted by supply and demand, investors' expectations with respect to the rate of inflation, interest rates, currency exchange rates and regulatory measures (if any) that restrict the trading of digital assets or the use of digital assets as a form of payment. Digital assets and derivatives and futures on such assets represent a speculative investment and involve a high degree of risk. As relatively new products and technologies, digital assets have not yet been widely adopted as a means of payment for goods and services by major retail and commercial outlets. There is no assurance that digital assets will maintain their long-term value in terms of purchasing power in the future, or that acceptance of digital asset payments by mainstream retail merchants and commercial businesses will continue to grow. A significant portion of the demand for digital assets is generated by speculators and investors seeking to profit from the short or long-term holding of digital assets. The relative lack of acceptance of digital assets in the retail and commercial marketplace limits the ability of end-users to pay for goods and services with digital assets. A lack of expansion by digital assets into retail and commercial markets, or a contraction of such use, may result in increased volatility and expose the Hitchwood Funds invested in such assets to risk of loss.

*Hedging with Digital Assets.* The Master Fund may choose to, but is not required to, hedge with digital currency instruments, including swaps, futures, and other contracts, such as options on digital currencies. Such instruments may expose the Master Fund to risks, including, but not limited to, an inability to adequately hedge the risks created by the underlying digital assets. Even if the Master Fund does not hedge with instruments exposed directly to these assets, the markets in which the Master Fund trades may be adversely impacted by systemic risk or other volatility created by trading in such instruments by other market participants. Regulated derivatives markets for digital currencies in the United States are developing as CFTC-registered futures exchanges and swap execution facilitates have begun to offer futures, options, and swaps on Bitcoin. These markets are subject to many unique risks including higher and more variable margin requirements and high levels of price volatility. High volatility in Bitcoin and other digital currencies may result in increased market risk for trading in derivatives on these assets as well as credit risk to intermediaries, such as futures commissions merchants, banks and other financial services companies, which could be negatively impacted by significant price swings in these assets. In addition, the price sources for these assets are provided by largely unregulated digital currency exchanges and as such there can be no assurance that these prices will be accurate.

*Illiquidity and Credit Risk of Derivative Instruments and OTC Trading.* The Master Fund occasionally enters into transactions involving privately negotiated OTC derivative instruments, including, among others, instruments such as interest rate, volatility, foreign currency, equity and equity index swaps, OTC options and forward contracts on securities, security indices and foreign currencies. There can be no assurance that a liquid secondary market will exist for any particular derivative instrument at any particular time. Although OTC derivative instruments are designed to meet particular financing needs and, therefore, typically provide more flexibility than exchange-traded products, the risk of illiquidity is also greater as these instruments can generally be closed out only by negotiation with the other party to the instrument. OTC derivative instruments, unlike exchange-traded instruments, are not guaranteed by an exchange or clearinghouse and thus are generally subject to greater credit risks and the possibility of non-performance by the counterparty. Derivative

instruments that may be purchased or sold by the Master Fund may include instruments not traded on an exchange. The risk of nonperformance by the obligor on such an instrument may be greater than the risk associated with an exchange-traded instrument. The Master Fund may also not be able to dispose of, or enter into a closing transaction with respect to, such an instrument as easily as in the case of an exchange traded instrument. In addition, significant disparities may exist between “bid” and “asked” prices for derivative instruments that are not traded on an exchange. Although, the Dodd-Frank Act has significantly increased the level of government regulation of OTC derivative transactions, derivative instruments not traded on exchanges are not subject to the same degree of government regulation as exchange-traded instruments, and many of the protections afforded to participants in a regulated environment may not be available in connection with the transactions with respect to these instruments.

Further, the tax environment for derivatives is evolving and changes in the taxation of derivative instruments may affect the value of the derivative instruments held by the Master Fund and the implementation of the Master Fund’s strategy.

*Changes to Derivatives Regulation.* Through its comprehensive regulatory regime for derivatives, the Dodd Frank Wall Street Reform and Consumer Protection Act (the “**Dodd Frank Act**”) has imposed, or will impose, mandatory clearing, exchange-trading and margin requirements on many derivatives transactions (including formerly unregulated OTC derivatives) in which the Master Fund may engage. Currently, CFTC rules issued under the Dodd-Frank Act require central clearing and swap execution facility trading of many common types of interest rate and index credit default swaps. In addition, margin rules adopted by the U.S. banking regulators and the CFTC may subject the Hitchwood Funds to new regulatory margin requirements for uncleared swaps and, in some cases, security-based swaps, with CFTC-registered swap dealers. CFTC-registered swap dealers with which the Hitchwood Funds may transact in derivatives are subject to significant swap recordkeeping, reporting, disclosure, business conduct, documentation, and other swap regulatory requirements. These requirements may increase the costs to the Hitchwood Funds for their derivatives transactions with CFTC-registered swap dealers. In particular, margin requirements, even if not directly applicable to the Hitchwood Funds, may cause an increase in the pricing of derivatives transactions sold by market participants to whom such requirements apply. Administrative costs, due to requirements such as registration, recordkeeping, reporting, and compliance for CFTC-registered swap dealers, even if not directly applicable to the Hitchwood Funds, may also be reflected in higher pricing of derivatives. Exchange-trading and trade reporting requirements may lead to reductions in the liquidity of derivative transactions, cause adverse pricing or reduced availability of certain derivatives, or the reduction of arbitrage opportunities for the Hitchwood Funds, adversely affecting the performance of certain of their trading strategies.

The SEC’s regulatory regime for security-based swaps and security-based swap dealers is not yet in effect and key portions of the SEC’s implementing regulations have yet to be finalized. Once the SEC’s regulatory regime is finalized and in effect, it may have similar consequences for security-based swap transactions entered into by the Master Fund as those under the CFTC’s regime for swaps.

In parallel with the Dodd-Frank Act and other U.S. initiatives, steps have also been taken to regulate over-the-counter derivatives in the EU and the UK. European Union Regulation No. 648/2012 (also known as the European Market Infrastructure Regulation or “**EMIR**”) came into force on August 16, 2012. EMIR introduces certain requirements in respect of OTC derivative contracts applying to financial counterparties (“**FCs**”), such as investment firms, credit institutions, insurance companies and investment funds and certain non-financial

counterparties (“**NFC**”). Certain FCs are required to clear all so-called “eligible” OTC derivative contracts through a regulated central clearing counterparty (the “**Clearing Obligation**”) and are mandated to report the details of all such contracts to a trade repository (the “**Reporting Obligation**”). Under EMIR, a central clearing counterparty (“**CCP**”) will be used to meet the Clearing Obligation by interposing itself between the counterparties to the eligible derivative contracts. CCPs will connect with derivative counterparties through their clearing members. Each derivative counterparty may be required to post both initial and variation margin to the clearing member (which in turn will be required to post margin to the CCP). EMIR requires CCPs to only accept highly liquid collateral with minimal credit and market risk. An NFC is subject to the Reporting Obligation and may, subject to its positions in OTC derivatives contracts exceeding certain thresholds, also be subject to the Clearing Obligation. In addition, a FC or an NFC subject to the Clearing Obligation which enters into an OTC derivative contract which is not eligible for the Clearing Obligation would have to ensure that appropriate procedures and arrangements are in place to measure, monitor and mitigate operational and credit risk, including the exchange of collateral in some circumstances. It is difficult to predict the precise impact of EMIR on the Hitchwood Funds. Regulatory changes arising from EMIR may in due course adversely affect the counterparties with which the Hitchwood Funds transact or their ability to achieve its investment objectives.

#### Private Company and Technology Company Specific Risks

*High Growth Industries and Competition.* The Hitchwood Funds invest in the securities and other instruments of high growth businesses. These businesses’ operating results and the value of their securities and other instruments may be very volatile. The markets in which many technology businesses operate are also extremely competitive. New technologies and improved products and services are continually being developed, rendering older technologies obsolete and increasing competitive pressures on alternatives. Moreover, competition can result in significant downward pressure on pricing.

*Intellectual Property Protections.* The companies in which the Hitchwood Funds invest often rely on a combination of patent, copyright, trademark and trade secret protection and non-disclosure agreements, to establish and protect their proprietary rights, which are frequently essential to the growth and profitability of such company. There can be no assurance that a particular portfolio company will be able to protect these rights or will have the financial resources to do so, or that competitors will not develop or patent technologies that are substantially equivalent or superior to the technology of a company in which the Hitchwood Funds invest. Other companies may also make infringement claims against a company in which a Hitchwood Fund invests, which could have a material adverse effect on such company and the Hitchwood Fund’s investment.

*Technology and Internet Companies.* Technology and internet-related companies can be volatile, and the marketplaces in which these companies operate are extremely competitive, particularly since these sectors may not present the capital-intensive barriers to entry that may exist in a more traditional retail commerce company. Because the markets in which these companies operate are so competitive, there can be no assurance that a company which has significant market share will be able to protect that market share as competitors develop technologies or interfaces that are substantially equivalent or superior to the technology of such company. In addition, many of these companies trade at very high multiples to current earnings with their valuation reflecting significant future growth which may or may not occur. Moreover, uncertainty in current, pending and/or proposed domestic and foreign government regulations, policies and legislation may

materially and adversely impact the development and marketability of internet- and technology-based companies.

### **Item 9: Disciplinary Information**

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

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

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

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

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

Hitchwood and certain affiliates currently operate the Funds as if they were exempt from registration as commodity pool operators and commodity trading advisers by relying on certain exemptions from registration under the Commodity Exchange Act and no-action relief provided by the Commodity Futures Trading Commission (“CFTC”) staff pursuant thereto.

### **C. Material Relationships or Arrangements with Related Persons who are Industry Participants**

Hitchwood provides discretionary investment management services and administrative services to the Hitchwood Funds. The general partner entities of the various Hitchwood Funds organized as limited partnerships are also affiliates of Hitchwood.

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

The general partner of the Onshore Feeder and Master Fund, each organized as a limited partnership is a special purpose vehicle that is eligible to receive a performance-based incentive allocation from the Master Fund. Such entities have delegated their management authority over their respective Hitchwood Funds to Hitchwood. There are no material conflicts of interest between Hitchwood and the general partner entity.



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

### **A. Code of Ethics**

To help ensure the satisfaction of Hitchwood's fiduciary obligations to its clients, Hitchwood has adopted a written code of ethics (the "**Code**") pursuant to Rule 204A-1 under the Investment Advisers Act. The Code memorializes the standards of business conduct that Hitchwood and all Hitchwood employees are expected to uphold, including that the Investment Manager and all employees must demonstrate high standards of moral and ethical conduct, act in accordance with the Investment Manager's fiduciary duties to clients, and comply with all applicable federal securities laws. The Code includes provisions (i) requiring "supervised persons" to comply with federal securities laws, (ii) requiring "access persons" to report personal securities periodically and personal securities at the time they become access persons and on at least an annual basis thereafter, (iii) requiring "supervised persons" to report violations of the Code promptly to the Chief Compliance Officer (together with her delegates, the "**CCO**") and (iv) requiring Hitchwood to provide a copy of the Code, as it may be amended, to all "supervised persons," with a requirement that they provide Hitchwood with a written acknowledgement that they received the Code. For purposes of compliance with the Code, Hitchwood has determined that "supervised persons" generally shall be deemed to include all Hitchwood employees and "access persons" generally shall be deemed to include all Hitchwood employees and other "supervised persons" identified from time to time.

In addition to the elements required by Rule 204A-1, Hitchwood's Code includes, among others, restrictions that generally prohibit its access persons from purchasing or selling debt, equity and other specified securities that are not subject to general permission (e.g., Treasury securities, certain mutual funds and specified exchange traded funds) unless such purchase or sale is pre-approved by the CCO. In addition, and subject to limited exceptions, the Code also generally requires CCO approval before employees may invest in private placements or private funds, serve on the boards of directors of outside companies, engage in certain other outside business activities, run for or serve in a public office, receive or offer gifts or entertainment from or to persons doing business with Hitchwood, or make contributions, payments or gifts to political candidates or parties.

Hitchwood also maintains policies and procedures with respect to preventing the misuse of material, non-public information.

Hitchwood employees are required to certify their compliance with the Code and other Hitchwood policies and procedures on a periodic basis.

*Clients and prospective clients may obtain a copy of Hitchwood's Code by contacting Hitchwood's CCO at [legal@hitchwood.com](mailto:legal@hitchwood.com).*

### **B. Securities in Which Hitchwood or a Related Person Has a Material Financial Interest**

It is not the general practice of Hitchwood and its affiliates as principal to purchase securities or other instruments for themselves from any Hitchwood Fund or sell securities or other instruments they own to any Hitchwood Fund.

Nevertheless, an Advisory Committee with respect to the Funds has been established to consider principal transactions and certain other transactions involving potential conflicts of interest. The committee is comprised of the members of the Offshore Feeder's Board of Directors, a majority of whom are independent. To the extent required by applicable law or deemed advisable by Hitchwood in its sole discretion, the committee will convene to approve or disapprove principal transactions and certain transactions involving potential conflicts of interest on behalf of the Master Fund, the Domestic Feeder and/or the Offshore Feeder. Any approval sought in connection with a conflict of interest directly affecting the business of the Funds will be sought only from the independent members of the Advisory Committee and will require the approval of a majority of such independent members.

To the extent that other future transactions may be viewed as principal transactions, including due to the ownership interest in the Hitchwood Funds by the General Partner, Mr. Crichton or their or his affiliates, Hitchwood will comply with the requirements of Section 206(3) of the Advisers Act. For transactions involving the Funds, Hitchwood will comply in a manner consistent with the procedure described above by providing written notice of any such proposed transaction to the Advisory Committee and seeking its consent.

#### **C. Investing in Securities that Hitchwood or a Related Person Recommends to Clients**

Hitchwood and its employees invest from time to time for their personal accounts in securities or other instruments in which one or more Hitchwood Funds is also invested. Hitchwood also invests from time to time in securities and other instruments for Hitchwood Funds in which its affiliates or employees are already invested. Conflicts of interest may arise in such cases due to the conflicting financial interests of the Hitchwood Funds and the Hitchwood employees and/or affiliates. As mentioned in Item 11A, Hitchwood has implemented policies relating to personal account trading by its employees to reduce, monitor and resolve actual and potential conflicts of interest presented by such trading activities and to endeavor to ensure that such trading activities are carried out in accordance with applicable law and regulatory requirements. For example, Hitchwood's employees are subject to Hitchwood's personal trading pre-clearance policy, which is designed generally to (1) prevent Hitchwood employees from transacting in certain securities or other instruments at or about the same time that Hitchwood causes a Hitchwood Fund to transact in such securities or other instruments and (2) prevent employee transactions in securities or other instruments that the Hitchwood Funds are restricted from trading.

#### **D. Contemporaneous Trading**

Please see response to Item 11A and 11C above.

## Item 12: Brokerage Practices

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

Hitchwood has full discretion and authority to make all investment decisions with respect to the type of securities other instruments to be bought or sold and the amount of securities or instruments to be bought or sold for the Hitchwood Funds. In addition, there are no limitations as to which broker-dealer will be used or the commission rate that will be paid. Hitchwood's authority is limited only by its own internal policies and procedures, its fiduciary duty of best execution and the applicable Hitchwood Fund's investment program.

Consistent with its duty of best execution, the factors Hitchwood considers in allocating the Master Fund's trades to brokers and dealers, including prime brokers, include, but are not limited to:

- the broker or dealer's quality of execution, including its ability to follow and accurately execute specific trade instructions, access liquidity, execute the trade within Hitchwood's desired timing and otherwise achieve Hitchwood's objective;
- the broker or dealer's and its personnel's overall experience, reputation, and trustworthiness;
- the broker or dealer's willingness to commit capital and provide liquidity;
- the quality of the broker or dealer's relationship with Hitchwood, including its responsiveness to requests, reliability, understanding of Hitchwood's strategy and interests, ability to provide market intelligence regarding trading activity in securities that Hitchwood trades and the nature and quality of investment ideas it generates;
- the broker or dealer's ability to execute trades in difficult markets;
- the broker or dealer's capabilities with capital markets, synthetic, derivative, syndicate, and block trading;
- the financial strength and stability of the broker or dealer;
- the broker or dealer's ability to evaluate market information across asset classes and sectors;
- the broker or dealer's algorithmic trading capabilities;
- the ability and willingness of the broker or dealer to provide research and trading services on a global basis across asset classes;
- the broker or dealer's ability to provide access to company management and to access deal flow;
- the broker or dealer's outsourced trading capabilities;
- the receipt of brokerage or research services which are of benefit to the Master Fund; and
- the receipt of other services that are beneficial to Hitchwood and its affiliates, but that are not necessarily beneficial to the Master Fund.

Subject to its duty of best execution (to the extent applicable), Hitchwood is not required to consider any particular criteria (including those identified above), need not solicit competitive bids and does not have an obligation to seek the lowest available commission or other transaction costs. Accordingly, the commissions and other transaction costs (which may include dealer markups or markdowns or financing costs) charged to the Hitchwood Funds by brokers or dealers in the foregoing circumstances will in certain cases be higher than those charged by other brokers or dealers that may not offer such products or services, or such brokers or dealers may charge other customers different commission rates based on the other services utilized by such customers. Hitchwood maintains policies and procedures to review the quality of executions, including periodic reviews by Hitchwood's Best Execution and Brokerage Allocation Committee.

Hitchwood has engaged an outsourced trading and execution broker (the “**Outsourced Trading Broker**”) to execute trades on behalf of the Master Fund. The Outsourced Trading Broker has been set up to execute trades in accordance with Hitchwood’s instructions by in most instances entering the trades first into Hitchwood’s pre-trade compliance and order management system. In so doing, the Outsourced Trading Broker executes trades either directly or through third party broker dealers in accordance with a brokerage commission allocation budget provided by Hitchwood. Although the Master Fund will pay higher aggregate commission rates when trading on an outsourced basis than it would pay when trading directly with other execution brokers that don’t provide comparable outsourced trading services, Hitchwood believes that such practices are consistent with its duty to achieve best execution as such higher aggregate commission rates ensure that the Outsourced Trading Broker is available to stand ready as needed to provide the trade execution business continuity support that the Master Fund requires. Because Hitchwood would otherwise bear the costs of employee execution traders, Hitchwood faces a conflict of interest in determining when, to what extent and at what commission rates to transact with the Outsourced Trading Broker. Hitchwood’s Best Execution and Brokerage Allocation Committee is mindful of this conflict and in this regard makes its determinations in good faith and in consideration of the following factors: (i) the value the Master Fund derives from having the ability to execute trades through multiple execution traders at once when required or desirable to do so and to maintain its business in situations (such as the present) when it does not employ internal dedicated traders, (ii) the broad international market and product scope and expertise that the Outsourced Trading Broker offers on an around the clock basis, (iii) the Outsourced Trading Broker’s block trading capabilities, access to liquidity including block trading flow and ability to execute trades anonymously on Hitchwood’s behalf, and (iv) the Outsourced Trading Broker’s proprietary research, hosted research events, and access to other third party research, among the other factors outlined in Hitchwood’s best execution policies and procedures. Hitchwood may elect to use other outsourced trading firms for similar reasons in the future. All commissions and fees paid to the Outsourced Trading Broker for its outsourced trading services are paid by the Master Fund.

While Hitchwood has taken what it believes to be appropriate procedural and contractual steps to reduce the risks associated with executing trades through non-employee traders, the use of the Outsourced Trading Broker or any other outsourced trading firm may make it more difficult for Hitchwood to manage conflicts of interest and carry out and implement policies and procedures, including those with respect to pre-trade compliance and trade errors, which may have an adverse impact on the Master Fund and expose it to losses. While the Outsourced Trading Broker has generally agreed to reimburse the Master Fund for any losses resulting from its trade errors, the Master Fund will not be entitled to keep gains resulting from the Outsourced Trading Broker’s trading errors. The Master Fund has otherwise agreed to indemnify the Outsourced Trading Broker for losses arising in connection with the provision of its outsourced trading services except to the extent any such losses arise from a trade error caused by the Outsourced Trading Broker or its violation of law, gross negligence, willful misconduct or fraud.

### **Research and Other Soft Dollar Benefits**

The research products and services provided to Hitchwood by its securities broker-dealers generally may include and have included: research reports regarding the economy, industries, specific securities, groups of securities and/or individual companies; financial, economic and market data; statistical information; accounting and tax law interpretations; relevant legal and political developments; technical market advice;

pricing and appraisal services (used in the investment process); credit analysis; discussions with research analysts and meetings with corporate executives and consultants; fees to attend conferences or seminars that provide substantive content regarding issuers, industries and or securities; research related to the market for securities and other investments, such as trade analytics (including analytics available through order management systems), and advice on market color and execution and investment strategies; pre-trade and post-trade analytics used during the investment decision making process; and proxy services that Hitchwood uses during the investment decision making process, as opposed to services used to satisfy the Investment Manager's own voting, recordkeeping and disclosure obligations. Such research services are primarily received in the form of written reports and conferences, telephone contacts and personal meetings with security analysts, consultants, economists, academics, attorneys, corporate executives, and industry spokespersons, among others. In addition, such research services can be provided in the form of access to various computer-generated data and computer software. In some cases, research services are generated by third parties but are provided to Hitchwood by or through securities broker-dealers.

The brokerage products and services provided to Hitchwood by securities broker-dealers generally may include and have included: communication services relating to the execution, clearing and settlement of transactions (including dedicated lines to the broker-dealer and message services to transmit orders), outsourced trading services, and software used to route orders to market centers, provide algorithmic trading strategies, and transmit orders to direct market access systems.

The commission rates (or dealer markups or markdowns arising in connection with riskless principal transactions) charged by certain brokers are higher than those charged by other brokers who do not offer such proprietary or third-party services, capabilities or characteristics as described above and Hitchwood may adjust the overall brokerage allocation and commission rates paid to brokers over time to take account of these variances and the overall level of services, capabilities and characteristics of its various brokers.

Hitchwood intends that its use of the Master Fund's securities brokerage commissions or "soft" dollars (including dealer markups or markdowns arising in connection with certain types of riskless principal securities transactions) to pay for proprietary and/or third-party research or brokerage products or services will fall within the safe harbor for soft dollars created by Section 28(e) and prevailing guidance thereunder. Soft dollars are not intended to be used to pay for items not falling within the safe harbor (e.g., computer facilities for accounting for the Hitchwood Funds). The Section 28(e) safe harbor allows Hitchwood to cause the Master Fund to pay more than the lowest available commission provided that (i) it determines in good faith that the commissions paid are reasonable in relation to the value of the brokerage and research services provided by such brokers and/or dealers and (ii) payments are made in compliance with applicable law.

Generally, where a product or service obtained with the Master Fund's commission dollars provides both research (or brokerage) and non-research (or non-brokerage) assistance to Hitchwood, Hitchwood will make a reasonable allocation of the cost which may be paid for with commission dollars and Hitchwood will pay the remainder. Hitchwood faces a conflict of interest when making such an allocation, though it endeavors to mitigate such conflicts as described below.

While Hitchwood does not utilize any formal soft dollar aggregation accounts to pay for third party research, an execution broker will on occasion provide research from third party brokers on a bundled basis in connection with Hitchwood's trading activities and in these instances, trades may be placed through such

broker as a means of compensating such broker for their research. Broker-dealers sometimes suggest a level of business they would like to receive in return for the various products and services they provide. Actual brokerage business received by any broker-dealer may be less than the suggested allocation but can (and often does) exceed the suggested level, because total brokerage is allocated on the basis of the selection considerations described above.

When Hitchwood uses the brokerage commissions of the Hitchwood Funds to obtain research or other products or services, Hitchwood will receive a benefit because Hitchwood does not have to produce or pay for such research, products, or services. As a result, Hitchwood may have an incentive to select or recommend a broker-dealer based on Hitchwood's interest in receiving the research or other products or services, rather than on the Hitchwood Funds' interest in receiving the most favorable execution. Hitchwood maintains various procedures to monitor and oversee the receipt of soft dollar benefits in connection with the Master Fund's trading. These procedures include regular "broker votes" and meetings of the firm's Best Execution and Brokerage Allocation Committee, where members of the committee review such matters as results of the broker votes, total commissions paid, commissions paid to individual broker dealers, average commission rates, ratios of total commissions paid to commissions paid for soft dollar benefits and changes from prior quarters. In addition, Hitchwood investment professionals periodically review the value of the soft dollar benefits received. Hitchwood investment, finance and compliance professionals also review requests for third party research services and related payments and any payments made pursuant to commission sharing agreements, if any.

The research and brokerage services obtained using one Hitchwood Fund's commission dollars may be used by Hitchwood in its other investment activities for other Hitchwood Funds and accounts it manages, and Hitchwood does not seek to allocate soft dollar benefits among the Hitchwood Funds proportionally to the source of commission generation. Accordingly, a particular account may not necessarily, in any particular instance, be the direct or indirect beneficiary of the research or brokerage services provided, notwithstanding the fact that such account incurred costs in respect of such services. The Hitchwood Funds will also pay for research and brokerage products and services as described in greater detail in Item 5 of this brochure. Such payments are in addition to or in lieu of such research and brokerage products and services acquired in reliance on Section 28(e). Hitchwood is not obligated to pay for research and brokerage products and services on behalf of the Hitchwood Funds.

### **Brokerage for Client Referrals and Other Services**

From time to time, Hitchwood personnel speak at or otherwise participate in conferences and other "capital introduction" programs for potential investors. These conferences and programs are organized or sponsored by prime brokers or executing brokers (or their affiliates) and are a means by which Hitchwood can be introduced to potential Hitchwood Fund investors, with whom such brokers have a pre-existing relationship. As a result, Hitchwood has an incentive to select or recommend a broker-dealer based on Hitchwood's interest in receiving referrals through such capital introduction programs, rather than on the Hitchwood Funds' interest in receiving most favorable execution. Hitchwood also receives consulting assistance services from prime brokers, including consulting assistance with facilities, technology, real estate, service providers, operations, finance, compliance, and human resources. Currently, neither Hitchwood nor the Hitchwood Funds compensate anyone for providing such services or organizing such capital introduction events or for any investments ultimately made by prospective investors attending such events (and have not done so

during the last fiscal year), although either may do so in the future. While such events and other services provided by a broker or dealer may influence Hitchwood in deciding whether to use such broker or dealer in connection with brokerage, financing and other activities of the Hitchwood Funds, Hitchwood does not commit to allocate a particular amount of brokerage to a broker or dealer in any such situation. The Hitchwood Funds pay fees to their prime brokers in accordance with fee schedules negotiated with them at customary rates.

### **Trade and Other Errors**

Trading errors (and similar errors) occur from time to time and substantial losses may be incurred. Trading errors include, for example, keystroke errors that occur when entering trades into an electronic trading system, calculation errors, communication errors, and typographical or drafting errors related to derivatives contracts or similar agreements.

Pursuant to the various exculpation and indemnification provisions contained in the Hitchwood Funds' constituent and offering documents, to the fullest extent permitted by law (including ERISA), Hitchwood (and its employees, officers, directors, affiliates and other specified indemnified persons) will generally not be liable to the Hitchwood Funds for any act or omission, absent gross negligence, willful misconduct, actual fraud or willful and material breach of the operative documents of the Hitchwood Funds if such breach has a material adverse effect on a Hitchwood Fund's business or affairs. The Hitchwood Funds will be required to indemnify such persons against any losses, claims, damages, liabilities or expenses they may incur in connection with any act or omission related to the Hitchwood Funds, except for (i) losses, claims, damages or liabilities attributable to such person's gross negligence, willful misconduct, actual fraud or willful and material breach of the operative documents of the Hitchwood Funds if such breach has a material adverse effect on a Hitchwood Fund's business or affairs and (ii) with respect to investors that are "benefit plan investors" within the meaning of ERISA, such person's breach of the fiduciary standards under ERISA during any period in which the relevant Hitchwood Fund is deemed to hold "plan assets" for purposes of ERISA or the Internal Revenue Code. Consequently, the Master Fund (and not Hitchwood) will generally be responsible for any losses (including additional trading costs) resulting from trading errors and similar trading errors, absent gross negligence, willful misconduct, actual fraud or willful and material breach of the operative documents of the Hitchwood Funds.

In determining whether Hitchwood has satisfied its standard of care such that the applicable Hitchwood Fund is responsible for a loss resulting from a trading error, Hitchwood will have a conflict of interest between its economic interest and the interests of the Hitchwood Fund. The determination of whether Hitchwood and its personnel and agents have satisfied their standard of care will not be based solely on the conduct of the specific individuals involved in the specific error at issue, but rather on the overall context of the control and compliance environment at Hitchwood as it relates to trading activity.

### **Directed Brokerage**

Not applicable.

### **B. Order Aggregation**

Because Hitchwood has only one trading client, the Master Fund, Hitchwood does not aggregate orders.

### **Item 13: Review of Accounts**

Hitchwood's senior investment professionals, led by Mr. Crichton, review the Hitchwood Fund's portfolios on a frequent and regular basis. To assist in this effort, Hitchwood generates certain portfolio, performance, attribution, and risk reports for the Master Fund. Mr. Crichton and other senior members of the investment team generally review these reports each U.S. business day. Investment selection, portfolio and risk management reviews are also conducted on a regular and periodic basis in collaboration with Hitchwood's investment professionals and other research, finance, and operations personnel.

Hitchwood's third party administrators and compliance, finance, and operations personnel (as applicable) also conduct certain periodic reviews with respect to trade execution, brokerage allocation, performance reporting, cash, position reconciliations, valuation, and other matters, as applicable.

A review of reports and analysis other than on a periodic basis may be triggered by unusual activity or special situations on a case-by-case basis.

Hitchwood provides the following regular written reports to investors in the Funds:

- (i) An unaudited monthly account statement;
- (ii) Annual audited financial statements;
- (iii) Schedule K-1s (if applicable); and
- (iv) A quarterly report disclosing (a) the expense ratio of the Master Fund, expressed in basis points (excluding expenses paid by "soft dollars" in accordance with Section 28(e) of the Securities Exchange Act of 1934, as amended) and (b) aggregate capital account balances of Hitchwood affiliated investors (excluding any accrued incentive allocation), expressed as a percentage of aggregate capital account balances of all investors (including the General Partner) in the Master Fund.

Additional reporting, including written exposure and performance attribution reporting, is also provided on a periodic basis to Master Fund investors.

Other more frequent or detailed portfolio holdings information, risk reporting or analysis is in certain cases also made available to Hitchwood Fund investors upon request, on a case-by-case basis, subject to additional contractual confidentiality protections and use restrictions.



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

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

Not applicable.

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

Not applicable.

Hitchwood does not currently use solicitors for client referrals or engage placement agents for placement of new fund interests. As stated in Item 12, Hitchwood does from time to time enter into capital introduction arrangements with certain financial institutions under which such institutions do not receive compensation for this service. Hitchwood does not currently select or recommend broker-dealers based on whether Hitchwood or its related persons receive client referrals.

## **Item 15: Custody**

Hitchwood is deemed to have custody of the Hitchwood Funds' assets because it has the authority to obtain client funds or securities, for example, by deducting advisory fees from the Funds' accounts or otherwise withdrawing funds from a Hitchwood Fund's account. Hitchwood is also deemed to have custody of the Hitchwood Funds' assets because an affiliate of Hitchwood serves as the general partner of such entities. Consequently, Hitchwood is subject to Rule 206(4)-2 under the Advisers Act.

The Hitchwood Funds are subject to an annual audit and Hitchwood will distribute audited financial statements to investors in each Hitchwood Fund within the period required by the applicable Fund's governing documents. The Hitchwood Funds are audited annually by an accounting firm that is a member of the Public Company Accounting Oversight Board, and the audits are conducted in accordance with accounting principles that are generally accepted in the U.S. (*i.e.*, U.S. GAAP). As a result, Hitchwood will not be required to comply (or will be deemed to comply) with the account statement delivery and surprise exam requirements under the Advisers Act's "custody rule" because it will comply with the provisions of the so-called "Pooled Vehicle Annual Audit Exception."

## **Item 16: Investment Discretion**

Hitchwood manages the Hitchwood Funds on a fully discretionary basis pursuant to an investment management agreement and subject to the overall supervision of Hitchwood and each Fund's respective general partner, in the case of Funds organized as limited partnerships. Hitchwood's investment decisions are subject only to applicable law and to each Hitchwood Fund's constituent documents and the limitations (if any) set forth therein.

## Item 17: Voting Client Securities

SEC Rule 206(4)-6 requires registered investment advisers that exercise voting authority over client securities to implement proxy voting policies.

Investors in the Hitchwood Funds do not have the ability or authority to direct the voting of the securities held by the Hitchwood Funds. Hitchwood has adopted proxy voting policies and procedures aimed at achieving Hitchwood's overall goal of voting proxies in the best interests of the Hitchwood Funds, as determined by Hitchwood in its discretion. Hitchwood's proxy voting policies address how Hitchwood resolves conflicts of interest that may arise when voting proxies.

Hitchwood's general policy is to vote proxies relating to the Master Fund's securities in a manner that serves the Master Fund's best long term financial interests. The factors considered may include environmental, social and governance (ESG) factors, proposals, and research that Hitchwood has determined to be of material pecuniary significance.

To assist it in carrying out its duty to vote proxies in the Master Fund's best interests and to facilitate the proxy voting process, Hitchwood has retained a proxy advisory service to provide research, recommendations, reporting, vote execution and record keeping services. Hitchwood also relies on the third-party proxy advisory service to ensure soliciting materials that are received close to the submission deadline are incorporated into voting recommendations.

Investors are advised that there are times when Hitchwood does not vote or abstains from voting if Hitchwood determines that not voting or abstaining is permitted in accordance with applicable law, and otherwise in the best interest of the Master Fund, including, for example, when the Master Fund no longer holds net positive exposure to the relevant position. In making such determinations, Hitchwood will consider various factors, including, but not limited to, the cost associated with exercising the proxy (e.g., translation, notary or travel costs), the value of the vote to the Master Fund and applicable legal restrictions on trading or other risks that may arise from voting a proxy. In the event that the Master Fund is deemed to hold "plan assets" within the meaning of ERISA and the Internal Revenue Code of 1986, as amended, Hitchwood will also consider whether the vote, either by itself, or together with the votes of other shareholders, is expected to have an effect on the value of any ERISA investor's investment that warrants the additional cost of voting.

Conflicts of interest rarely arise in connection with Hitchwood's proxy voting. However, if the CCO identifies material conflicts of interest between Hitchwood and/or its employees, on one hand, and Hitchwood's clients or fund investors, on the other hand, in connection with such proxy vote, Hitchwood will vote the proxy in accordance with the recommendations of the proxy advisory service or its proxy voting committee, as applicable, in the manner provided by Hitchwood's proxy voting policies and procedures. All votes are overseen by Hitchwood's CCO.

*Clients may obtain a copy of Hitchwood's proxy voting policies and procedures and information about how the firm voted their securities by contacting the CCO at [legal@hitchwood.com](mailto:legal@hitchwood.com).*

From time to time, Hitchwood receives notices regarding class action lawsuits and or potential withholding tax reclaims involving securities that are or were held by the Master Fund. The Master Fund refrains from serving as the lead plaintiff in class action matters and does not participate in all possible claims or withholding tax reclaims, but it has engaged third party claims agents to file certain claims on its behalf. If the Master

Fund receives proceeds from any class action, withholding tax reclaim or other similar claim, the proceeds will be credited to the Master Fund at the time such proceeds are received.

## Item 18: Financial Information

Not applicable.