

Item 1 Cover Page



FORM ADV PART 2A: BROCHURE

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March 30, 2023

This brochure dated March 30, 2023 (the “Brochure”) provides information about the qualifications and business practices of Cat Rock Capital Management LP (together with its relying advisers, “Cat Rock”, “we”, “us,” or “our”). If you have any questions about the contents of this Brochure, please contact us at 203-992-4630. Cat Rock is registered as an investment adviser with the United States Securities and Exchange Commission (“SEC”) under the Investment Advisers Act of 1940 (the “Advisers Act”). Registration as an investment adviser does not imply that Cat Rock or its employees possess a certain level of skill or training. The information in this Brochure has not been approved or verified by the SEC or by any state securities authority.

**Additional information about Cat Rock is also available on the SEC’s website at
www.adviserinfo.sec.gov.**

Item 2 Material Changes

This Brochure contains several changes from our previous brochure, dated November 4, 2022, including, but not limited to updates to the Funds managed by Cat Rock (defined below), risk factors and conflicts. In addition, Cat Rock routinely makes updates throughout the brochure to improve and clarify the description of its business practices, compliance policies, and procedures, as well as to respond to evolving industry best practices.

Cat Rock will update this Brochure no less than annually.

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Item 4 Advisory Business

A. General Description of Cat Rock Capital Management LP

Cat Rock Capital Management LP is an investment advisory firm founded by Alexander Captain. Cat Rock was formed on February 19, 2015 and is organized as a Delaware limited partnership. Cat Rock Capital GP LLC (the “**General Partner**”) is the general partner of Cat Rock. Cat Rock’s principal owner is Alexander Captain.

We are registered with the SEC as an investment adviser pursuant to the Investment Advisers Act of 1940, as amended (“**Advisers Act**”). Such registration does not imply that the SEC has endorsed or approved the qualifications of Cat Rock, the General Partner, or any of their respective affiliates, employees or representatives to provide the advisory services described herein.

We serve as the investment manager to (i) Cat Rock Capital Master Fund LP, a Cayman Islands exempted limited partnership (the “**Master Fund**”); (ii) Cat Rock Capital Partners LP, a Delaware limited partnership (the “**US Feeder**”), which is designed primarily for certain qualified U.S. taxable persons, and which will invest all of its investable assets in the Master Fund; (iii) Cat Rock Capital Partners Cayman Ltd, a Cayman Islands exempted company (the “**Offshore Feeder**”), which is designed primarily for certain qualified investors who are not U.S. persons and for certain qualified U.S. tax-exempt investors, and which will invest all of its investable assets in the Master Fund; (iv) Cat Rock Opportunities Fund LP, a Delaware limited partnership (the “**Opportunities Fund**”); (v) Cat Rock Opportunities Fund II LP, a Delaware limited partnership (the “**Opportunities Fund II**”); Cat Rock SPV LP, a Delaware limited partnership (the “**SPV**”), which is designed primarily for certain qualified U.S. taxable persons, and which will invest substantially all of its investable assets in one publicly-traded security; and Cat Rock SPV Cayman LP, a Cayman Islands exempt partnership (the “**SPV Offshore Feeder**”), which is designed primarily for certain qualified investors who are not U.S. persons and for certain qualified U.S. tax-exempt investors, and which will invest all of its investable assets in the SPV. In addition, we may in the future serve as the investment adviser to certain separately managed accounts (the “**Managed Accounts**” and each, individually as the context may dictate, a “**Managed Account**”). Unless otherwise noted, we refer to the US Feeder together with the Offshore Feeder as the “**Feeder Funds**” and, together with the Master Fund; the Opportunities Fund; the Opportunities Fund II; the SPV; and the SPV Offshore Feeder as the “**Funds**,” and each, individually as the context may dictate, a “**Fund**.” We refer to the Funds and the Managed Accounts, collectively, as our “**Direct Clients**”, or as our “**Clients**”, and each a “**Direct Client**” or “**Client**.” We refer to each of the limited partners or shareholders of the Funds with other prospective limited partners or shareholders of the Funds, as the case could be, collectively, as our “**Fund Investors**.” As of December 31, 2022, the SPV and the SPV Offshore Feeder sold their only investment and are in the process of winding down.

The general partner of the US Feeder and the Master Fund is Cat Rock Capital LLC (the “**Fund GP**”); the general partner of the Opportunities Fund is Cat Rock Opportunities Fund GP LLC (the “**Opportunities Fund GP**”); and the general partner of the Opportunities Fund II is Cat Rock Opportunities GP II LLC (the “**Opportunities Fund GP II**”); and the general partner of the SPV and the SPV Offshore Feeder is Cat Rock Capital SPV GP LLC (the “**SPV GP**”).

From time to time, we or our affiliates may launch, sponsor, or provide investment advisory services to additional pooled investment vehicles or managed accounts. Therefore, references to Feeder Funds, Funds, Managed Accounts, Direct Clients, Clients and Fund Investors shall include any such additional pooled investment vehicles or separately managed accounts.

B. Description of Advisory Services

We, as an investment adviser, provide discretionary investment advisory services and design, structure and implement investment strategies through a master-feeder structure in the Master Fund and Feeder Funds, or a drawdown structure for the Opportunities Fund and Opportunities Fund II, to entities that are pooled investment vehicles. The Funds' investment strategy is to achieve capital appreciation through long-term investing in a concentrated portfolio of undervalued publicly-traded securities as well as certain private securities. The Funds engage in the purchase and/or sale of a broad range of securities. Cat Rock provides its advisory services to the Clients in accordance with the investment objectives, investment guidelines, limitations and restrictions set forth in each Client's confidential private placement memorandum, limited partnership agreement, investment management agreement and other formation and operating documents pertaining to the Client (collectively, the "**Governing Documents**"). Cat Rock's advisory services for each Client are detailed in the Client's Governing Documents and are further described below under "Item 8. Methods of Analysis, Investment Strategies and Risk of Loss." The general investment guidelines and restrictions applicable to any particular Client are negotiated and fixed at the time that the particular Client is formed, although there may be subsequent revisions with the consent of the Client's limited partners. In accordance with common industry practice, the general partner of a Fund has in certain instances entered into "side letters" or side agreements with certain Fund Investors in a Fund whereby the general partner (an affiliate of Cat Rock) grants individual Fund Investors specific rights, benefits, or privileges not set forth in the Governing Documents. See "Item 8. Methods of Analysis, Investment Strategies and Risk of Loss—Side Letters." Fund Investors participate in the Fund's overall investment program, but could be excused from a particular investment due to legal, regulatory or other applicable constraints.

C. Description of Advisory Services / Tailoring Advisory Services to the Individual Needs of Clients

We do not tailor advisory services to the individual needs of a Client or Fund Investor, and the Fund Investors could not impose restrictions on investing in certain securities and other financial instruments or certain types of securities and other financial instruments. As referenced above, Cat Rock provides its advisory services to the Funds in accordance with the specific investment objectives, strategies, limitations and restrictions described in the Governing Documents of a respective Fund.

D. Wrap Fee Program

We do not participate in wrap fee programs.

E. Assets Under Management

As of December 31, 2022, we managed approximately \$1,547,604,028 in regulatory assets under management on a discretionary basis. We do not manage any regulatory assets on non-discretionary basis.

No individualized investment advice is provided to any particular Fund Investor.

Item 5 Fees and Compensation

A. Fee Schedule

The Governing Documents of each Fund govern the terms of compensation and the manner in which we charge fees to each of our Fund Investors. The fees payable to Cat Rock are negotiable and could vary from Client to Client and could be different from the fees and compensation payable in respect of any prior or successor Client. All Fund Investors should review the Governing Documents of the relevant Fund in conjunction with this Brochure for complete information on the fees and compensation payable with respect to that particular Fund. For a detailed description of our fee arrangements, see Item 5.B. – “Payment of Fees”.

In addition to our fees and compensation, each Fund, as applicable, pays expenses attributable to the organization of the Funds and the sale of interests to the Fund Investors of each Fund (the “**Organizational Expenses**”) which are allocated pro rata according to the capital commitments of the Fund Investors of each Fund. At a Fund’s initial closing date, the Fund reimburses the general partner for all Organizational Expenses incurred by the general partner or any of its affiliates (including Cat Rock) allocated to the Funds, up to a specified amount, with the general partner of such Fund bearing any Organizational Expenses in excess of such amount.

In addition to the management fees and incentive allocations or carried interest payable to the general partner, each Fund, as set forth in the applicable Governing Documents of the Fund, pays for operating expenses and administrative expenses, which generally include, but are not limited to, all Organizational Expenses and offering expenses; all costs and expenses relating to activities and operations (to the extent not reimbursed in connection with an investment), including, without limitation, all fees, costs and expenses associated (directly or indirectly) with the negotiation, financing, sourcing, acquiring, holding, monitoring, hedging, settling and disposing of investments or proposed investments; other transaction costs, including, without limitation, transaction fees, custodial fees, brokerage fees, commissions, consulting, advisory, due diligence, investment banking, legal, financial, auditing, accounting, research, third-party consulting and other professional fees and expenses related to investments and proposed investments, as well as all fees, expenses, interest payments and principal payments due to any lenders, investment banks and/or other financing sources in connection with the financing, sourcing, acquiring, holding, monitoring, hedging and disposing of investments or proposed investments; custodial fees, appraisal fees and expenses; all investment-related travel expenses (including industry conferences) and travel expenses related to the purchase, sale or transmittal of assets; all entity-level taxes, fees and other governmental charges; the costs of any insurance (including, without limitation, general partner liability insurance, errors and omissions insurance, directors and officers insurance, if any, and other insurance policies); directors’ fees; expenses incurred in the collection of monies owed to a Fund; research related computer hardware and software expenses, including Bloomberg terminals and subscriptions relating to, among other things, trading, order management and other technology and services; legal, regulatory, compliance, auditing, research and accounting fees and expenses including, without limitation, fees and expenses of any administrator of a Fund; expenses associated with the preparation and delivery of financial statements, tax returns and Schedules K-1, if any; extraordinary expenses (including, without limitation, litigation-related and indemnification expenses, whether payable in connection with a proceeding involving a Direct Client or otherwise, and including the amount of any judgment or settlement paid in connection therewith); the costs of any reporting to Fund Investors and/or Clients; reasonable expenses incurred in connection with any meetings of Fund Investors and/or

Clients and reasonable expenses of the members and meetings of any committee of a Direct Client (including advisory committees); expenses incurred in connection with the dissolution, liquidation and termination of a Direct Client; and expenses incurred in connection with the preparation of amendments to any Direct Client agreement.

We will bear the costs of providing our services to our Direct Clients, including our marketing expenses and non-research related computer hardware and software expenses, as well as all ordinary overhead expenses, including rent, furniture, fixtures, equipment, office supplies, clerical expenses and all salaries, bonuses and benefits paid to, or on behalf of, employees of Cat Rock as described in more detail in each Client's Governing Documents.

In connection with the above fees and expenses, the Feeder Funds pay a proportionate share of such fees and expenses incurred by the Master Fund. We do not receive brokerage commission or other compensation attributable to the sale of securities or other investment products.

For a discussion of the factors that we consider in selecting or recommending broker-dealers for Client transactions and determining the reasonableness of commissions and compensation for such broker-dealers, see Item 12.A – "Brokerage Practices – Selection Factors."

B. Payment of Fees

The fees relating to our trading strategies for the Funds are generally as follows:

- A management fee is generally payable by the Master Fund to us on a quarterly basis, in advance (however not six or more months in advance). Fund Investors in the Feeder Funds will bear their pro rata share of the management fees. The Master Fund's Tranche A interests will be charged a management fee in an amount equal to thirty-seven and one-half basis points (0.375%) per quarterly period (one and one-half percent (1.5%) on an annualized basis) of the net asset value of such Master Fund's Tranche A Interests determined as of the beginning of such quarterly period. Notwithstanding the foregoing, upon the net value of the assets of the Master Fund (the "AUM") exceeding Five Hundred Million Dollars (\$500,000,000) calculated as of the beginning of a quarterly period, the Tranche A management fee paid by the Master Fund for such quarterly period will be reduced (but not below zero), by an amount equal to (i) the AUM minus Five Hundred Million Dollars (\$500,000,000); multiplied by (ii) twelve and one-half basis points (0.125%) per quarterly period (one-half percent (0.5%) on an annualized basis). The management fee applicable to the Master Fund's Tranche B interests is determined by reference to the AUM. An initial amount of the fee is determined by adding (i) the AUM up to a total amount of Five Hundred Million Dollars (\$500,000,000) multiplied by a fixed percentage equal to thirty-seven and one-half basis points (0.375%) per quarterly period (one and one-half percent (1.5%) on an annualized basis) and (ii) the AUM exceeding Five Hundred Million Dollars (\$500,000,000) multiplied by a fixed percentage equal to twenty-five (0.25%) basis points per quarterly period (one percent (1%) on an annualized basis) (the "Initial Amount"). The management fee applied to the Master Fund's Tranche B interests is equal to the Initial Amount multiplied by a fraction determined by dividing the value of such Master Fund's Tranche B interests by the aggregate net asset value of the Master Fund. For the avoidance of doubt investments in tranches other than the Master Fund's Tranche B interests will act to increase the Master Fund's AUM. The Management Fee with respect to the Master Fund's Tranche C interests is equal to thirty-seven and one-

half basis points (0.375%) per quarterly period (one and one-half percent (1.5%) on an annualized basis) of the net asset value of the Master Fund's Tranche C interest determined as of the beginning of such quarterly period.

- With respect to the Master Fund, if a new Fund Investor is admitted during a quarterly period or an existing Fund Investor makes an additional capital contribution during a quarterly period, the portion of the management fee payable with respect to such new Fund Investor for the first partial quarterly period, or with respect to such existing Fund Investor with respect to its additional capital contribution, will be calculated by multiplying such additional capital contribution by thirty-seven and one-half basis points (0.375%) for such quarterly period and *prorated* based on the number of days remaining in such quarterly period. For the avoidance of doubt, there will be no adjustment to the Initial Amount or the AUM or the management fee paid with respect to any other Fund Investor in the Master Fund to reflect such additional contribution until the start of the following quarterly period.
- An incentive allocation is allocable to the Fund GP by the Master Fund at a rate equal to the Incentive Allocation Percentage times the new realized and unrealized gains allocable to the Master Fund's Tranche A, B and C interests. The incentive allocation is generally allocable on an annual basis in arrears. The incentive allocation is subject to a "high water mark." The "**Incentive Allocation Percentage**" equals (i) in respect of Tranche A interests of the Master Fund, 12.5% subject to a clawback; (ii) in respect of Tranche B interests of the Master Fund, 17.5% subject to a hurdle; and (iii) in respect of Tranche C interests of the Master Fund, 17.5%.
- Management fees are deducted from the Master Fund but could be applied to a Master Fund investor's capital account or a Master Fund investor's shares rather than indirectly through the Master Fund. The incentive allocation is deducted from the Master Fund's assets but similar incentive allocations (or incentive fees) could be applied to a Master Fund investor's capital account or a Master Fund investor's shares.
- Tranche A investors in the Opportunities Fund pay a management fee equal to fifty basis points (0.5%) per annum of each such Fund Investor's pro rata portion of the aggregate capital contributions used to fund the cost of, and that remain invested in, Opportunities Fund investments; provided, however, that if the Opportunities Fund GP determines to write off all or any portion of an Opportunities Fund investment on a permanent basis (i.e., a write-off of an investment that the Opportunities Fund GP has determined is not likely to be reversed by a subsequent write-up), the capital contributed with respect to such investment for purposes of this calculation will be reduced by the amount of such write-off (the "**Opportunities Fund Tranche A Management Fee**").
- Tranche B investors in the Opportunities Fund pay a management fee equal to one percent (1.0%) per annum of each such Fund Investor's pro rata portion of the aggregate capital contributions used to fund the cost of, and that remain invested in, Opportunities Fund investments; provided, however, that if the Opportunities Fund GP determines to write off all or any portion of an Opportunities Fund investment on a permanent basis (i.e., a write-off of an investment that the Opportunities Fund GP has determined is not likely to be reversed by a subsequent write up), the capital contributed with respect to such investment for purposes of this calculation will be reduced by the amount of such

write off, (the “**Opportunities Fund Tranche B Management Fee**”, and together with the Opportunities Fund Tranche A Management Fee, the “**Opportunities Fund Management Fee**”).

- Tranche A Fund Investors in the Opportunities Fund II pay a management fee equal to fifty basis points (0.5%) per annum of each such Fund Investor’s aggregate capital contributions to the Opportunities Fund II, excluding capital contributions made for the purpose of paying management fees and including, but not limited to, capital contributions made by such Fund Investors to fund its *pro rata* portion of the amounts used to fund the cost of, and that remain invested in, Opportunities Fund II investments; provided, however, that if the Opportunities Fund GP II determines to write off all or any portion of an Opportunities Fund II investment on a permanent basis (i.e., a write-off of an investment that the Opportunities Fund GP II has determined is not likely to be reversed by a subsequent write-up), the capital contributed with respect to such investment for purposes of this calculation will be reduced by the amount of such write-off (the “**Opportunities Fund II Tranche A Management Fee**”).
- Tranche B Fund Investors in the Opportunities Fund II pay a management fee equal to one percent (1.0%) per annum of each such Fund Investor’s aggregate capital contributions to the Opportunities Fund II, excluding capital contributions made for the purpose of paying management fees and including, but not limited to, capital contributions made by such Fund Investors to fund its *pro rata* portion of the amounts used to fund the cost of, and that remain invested in, Opportunities Fund II investments; provided, however, that if the Opportunities Fund GP II determines to write off all or any portion of an Opportunities Fund II investment on a permanent basis (i.e., a write-off of an investment that the Opportunities Fund GP II has determined is not likely to be reversed by a subsequent write-up), the capital contributed with respect to such investment for purposes of this calculation will be reduced by the amount of such write-off (the “**Opportunities Fund II Tranche B Management Fee**”, and together with the Opportunities Fund II Tranche A Management Fee, the “**Opportunities Fund II Management Fee**”).
- The Opportunities Fund Management Fees and the Opportunities Fund II Management Fees are payable in advance (however, not six or more months in advance) through capital calls made by the Opportunities Fund or the Opportunities Fund II, respectively, to its Fund Investors, although all or a portion of the Opportunities Fund Management Fee or the Opportunities Fund II Management Fee, as appropriate, could be paid out of a Fund Investor’s share of the relevant Fund’s current income, disposition proceeds, income from temporary investments (as such terms are defined in each of the Fund’s Governing Documents) and any other cash otherwise available for distribution by the Opportunities Fund or the Opportunities Fund II, as appropriate.
- The Opportunities Fund GP and the Opportunities Fund GP II, which are affiliates of Cat Rock, receive performance-based compensation, which is referred to as a “Carried Interest”, of approximately 15% or 20% of calculated net proceeds and is payable only when and if certain threshold amounts are returned to Opportunities Fund Investors or Opportunities Fund II Fund Investors, respectively, in accordance with the applicable Fund’s Governing Documents. If either the Opportunities Fund GP or the Opportunities Fund GP II has received excess cumulative distributions, the Carried Interest distributed

to the Opportunities Fund GP or the Opportunities Fund GP II is subject to a potential “clawback” at the end of the life of the Opportunities Fund or Opportunities Fund II, as appropriate, and in accordance with each Fund’s Governing Documents.

We have the right to reduce, waive, assign, participate, or otherwise share the management fees and/or incentive allocations or carried interest payable with respect to any Fund Investor (including any affiliate of the Fund GP, Opportunities Fund GP, Opportunities Fund GP II or us) without the consent of, or notice to, any other Fund Investor. The principal and employees of Cat Rock and their related entities do not pay the management fees and incentive allocations or carried interest.

Master Fund Investors are subject to withdrawal gates.

Pursuant to the terms of the applicable Fund Governing Document, if the investment advisory relationship is terminated (or funds are withdrawn or redeemed) as of any date other than the last business day of the applicable payment period, we charge a prorated management fee based on the ratio that the number of days for which investment advisory services were rendered bears to the total number of days in that payment period, and we return any unearned fees to the relevant Fund or its Fund Investors. In the event that the investment advisory relationship is terminated (or funds are withdrawn or redeemed) other than at the end of a performance allocation calculation period, such termination (or withdrawal or redemption) date shall typically be treated as the end of a performance allocation calculation period.

C. Acceptance of Compensation

We and our supervised persons do not accept compensation for the sale of securities or other products.

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

In some cases, as set forth in each Fund's Governing Documents, we are entitled to receive a performance or incentive fee, carried interest or allocation arrangements with eligible Funds. The terms and conditions of such fees or allocations are subject to individualized negotiations with each Client. We will structure any performance or incentive fee or allocation arrangement in accordance with Section 205(a)(1) of the Advisers Act and the rules and regulations thereunder, including the exemption set forth in Rule 205-3 of the Advisers Act permitting performance fee arrangements with "qualified clients." For a more detailed discussion of the calculation of the incentive fees or allocations paid or made, as applicable, by the Funds, see Item 5 – "Fees and Compensation – Payment of Fees."

Performance-based fee or allocation arrangements create an incentive for us to recommend investments that could be riskier or more speculative than those that we could recommended under a different fee or allocation arrangement. Allocation of investment opportunities, performance-based fees or allocation arrangements could also create an incentive for us to favor accounts with performance or incentive fee or allocation arrangements over accounts that do not have such arrangements or, alternatively, favor accounts with higher performance-based fees or allocation arrangements over accounts with lower performance-based fees or allocation arrangements. Cat Rock, however, subjects each prospective investment to a comprehensive due diligence process, including research and an approval procedure that includes approval by the principal, who has a significant investment in the Funds. Further, we have adopted policies and procedures to address, control and mitigate conflicts of interests.

Currently, the Feeder Funds allocate all of their investable assets to the Master Fund. Investment and trading activity for the Feeder Funds occurs at the Master Fund level. Due to the formation of the Opportunities Fund, the Opportunities Fund II we utilize investment allocation policies and procedures (the "**Allocation Policy**") reasonably designed to allocate investment opportunities among the Funds in a manner that is fair, equitable and consistent with applicable regulatory and contractual investment restrictions and with business and tax considerations described in more detail in each Fund's Governing Documents. Cat Rock has a duty to act in the best interests of the Clients, treating all Clients equally and not favoring one over another. In allocating investments among the Funds, Cat Rock shall consider relative portfolio cash positions, spread and liquidity requirements and other target investment criteria such as quality, yield, volatility, duration and minimum/maximum bite size in accordance with each Fund's Governing Documents. Cat Rock shall also take into account applicable investment restrictions, including the ability of an account to purchase 144A-eligible as well as restrictions on the purchase and sale of Initial Equity Public Offerings as described in more detail in each Fund's Governing Documents. Taken together, these criteria express a Fund's "appetite" for a particular investment. In addition, allocations are reviewed by Cat Rock's principal and the CCO who monitors the trade blotter daily and periodically, no less than quarterly, thereafter for patterns of abuse which would include monitoring for fair and equitable allocations among Clients. Allocations of investment opportunities are also discussed during Cat Rock's Best Execution Committee meetings on a quarterly basis. In accordance with our Allocation Policy, we expect that while each of our Funds could not participate in each individual investment opportunity on an overall basis, each Fund generally is entitled to participate equitably with our other Funds and in accordance with each Fund's Governing Documents.

Currently, the Feeder Funds allocate all of their investable assets to the Master Fund. Investment and trading activity occurs at the Master Fund. If an investment is appropriate for one or more Funds, we may aggregate the orders of our Funds for trade execution and anticipate that thereafter we would allocate the securities on an average price basis to such Clients, in accordance with our Allocation Policy.

Generally, we expect that allocations of investment opportunities will be made on a *pro rata* basis among Clients based on their respective net asset values taking into account the cash and liquidity availability for each Client, which is determined in our sole discretion (each such allocation, a “**Standard Allocation**”).

Notwithstanding the foregoing, an investment opportunity could, in our reasonable discretion from time to time, be allocated in a manner other than in accordance with a Standard Allocation based on a variety of considerations deemed appropriate and consistent with our fiduciary obligations to our Clients, in each case as determined on a transaction-by-transaction basis. Such considerations include different or conflicting investment objectives and strategies; risk parameters (including, without limitation, the use of leverage); investment time frames; and legal, tax, and regulatory considerations. Cat Rock will document such allocations.

To the extent we have any transactions in new issues that need to be allocated among Clients, we expect that allocations will be allocated equally over all eligible accounts in accordance with the same procedures as set forth above.

Item 7 Types of Clients

We currently provide investment advisory services to pooled investment vehicles which are exempt from registration under the Investment Company Act of 1940, as amended (the “**Investment Company Act**”).

Investors in the Funds must meet certain prescribed criteria, including, as applicable, being an “accredited investor,” as defined in Rule 501(a) of Regulation D, promulgated pursuant to Section 4(a)(2) of the Securities Act of 1933, as amended (the “**Securities Act**”) and a “qualified purchaser,” as defined in Section 2(a)(51)(A) of the Investment Company Act. Such minimum investment amounts and investor criteria are set forth in the offering documents of each Fund. In general, Cat Rock requires that each investor in a Fund be an “accredited investor”, in most cases, a “qualified purchaser” or “knowledgeable employee”, as defined by the Investment Company Act and the rules thereunder.

Typical minimum initial subscription amounts for Fund Investors in the Master Fund range from \$1,000,000 for individuals subscribing for Tranche B interests or shares and for individuals and institutions subscribing for Tranche C interests or shares in the US Feeder and Offshore Feeder respectively; and \$10,000,000 for institutions subscribing for Tranche B interests or shares in the US Feeder and Offshore Feeder respectively. The Fund GP, in its sole and absolute discretion, could accept subscriptions in lesser amounts. To the extent capacity is available as determined by the Fund GP in its sole and absolute discretion; the minimum additional subscription by an existing investor is \$500,000, although the Fund GP could accept lesser amounts.

The minimum capital commitment amounts for Fund Investors in the Opportunities Fund or Opportunities Fund II is \$1,000,000, provided that respectively, the Opportunities Fund GP or Opportunities Fund GP II, in its sole discretion and on a case-by-case basis, could reduce the minimum commitment amount with respect to any Fund Investor.

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

A. Description of Methods of Analysis and Investment Strategies

We provide discretionary investment advisory services. With respect to the Funds, our principal objective is to generate strong, risk-adjusted returns by employing focused long short value investing strategies. The strategies we utilize intend to concentrate their portfolios in 10-15 core positions of high conviction. We will predominantly utilize long and short positions in domestic and foreign public equity securities. However, we may also invest in both long and short positions in fixed income securities and other debt instruments; purchase securities on margin; trade in exchange-traded and over-the-counter derivatives including, equity-linked options; invest in preferred stock, warrants and convertible debt; trade in credit default swaps, equity swaps, CFDs, foreign exchange hedges and commodity hedges; and engage in other hedging and other securities investment strategies.

Each of the Feeder Funds invests all of its investable assets through the Master Fund, and conducts all of its investment and trading activities indirectly through its investment in the Master Fund.

The Opportunities Fund and Opportunities Fund II are a drawdown funds which generally invest their assets in securities that are represented in the Master Fund.

B. Material Risks

Investing in securities involves the risk of loss that Clients and Fund Investors should be prepared to bear. More specifically, an investment in the Funds or in a Managed Account involves substantial risks, including, but not limited to, those described below. There can be no assurance that the Funds' investment objective will be achieved or that there will be any return of capital, and investment results could vary substantially on a monthly, quarterly or annual basis. The Funds are a potentially suitable investment only for sophisticated investors for whom an investment in the Funds does not represent a complete investment program and who, in consultation with their own investment and tax advisors, fully understand and are capable of assuming the risks of an investment in the Funds. Because this is not an exhaustive list of all of the risks associated with the conduct of our investment advisory business, Clients and Fund Investors should read this Brochure, any Governing Documents of the particular Fund or Managed Account before making an investment with us. The risks include:

Investment and Trading Risks. An investment in the Funds or Managed Accounts involves a high degree of risk, including the risk that the entire amount invested could be lost. The Funds and Managed Accounts will invest in and actively trade securities using strategies and investment techniques with significant risk characteristics, including, without limitation, risks arising from the volatility of the global equity, currency, and fixed income markets, the risks of short sales, the risks of leverage, and the risk of loss from counterparty defaults. No guarantee is made that the Funds' and the Managed Accounts' investment program or overall portfolio, or various investment strategies used, or investments made will have low correlation with the market or that the Funds' and the Managed Accounts' returns will exhibit low long-term correlation with an investor's traditional securities portfolio. All investments made by the Funds and Managed Accounts risk the loss of capital, including a complete loss of capital. No guarantee or representation is made that the investment program of a Fund, or a Managed Account will be successful, that either will achieve its targeted returns or that there will be any return of capital invested to the Managed Account, the Fund or Fund Investors. In addition, investment results could vary substantially over time.

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

No Assurance of Investment Return. Cat Rock cannot provide assurance that it will be able to successfully source, complete and exit portfolio investments, that targeted returns for the Client's investment objective will be achieved, or that an investor will receive return of its capital. An investment in a Client should only be considered by persons who can afford a loss of their entire investment. An investment in the Client requires a long-term commitment, with no certainty that the Client will realize its rate of return objectives, or that capital loss will not occur. Past performance of investment entities managed by Cat Rock and its affiliates is not necessarily indicative of future results.

Public Health Emergencies. Any public health emergency, including but not limited to any outbreak, re-outbreak or mutation of COVID-19, SARS, H1N1/09 flu, avian flu, other coronavirus, Ebola or other existing or new epidemic diseases, or the threat thereof, could have a significant adverse impact on a Fund and its investments and could adversely affect Cat Rock's ability to fulfill a Fund's investment objectives. The extent of the impact of any public health emergency on a Fund's investments and operational and financial performance will depend on many factors, including the duration and scope of such public health emergency, the extent of any related travel advisories and restrictions implemented, the impact of such public health emergency on overall supply and demand, goods and services, investor liquidity, unemployment levels, consumer confidence and spending levels, and levels of economic activity and the extent of its disruption to important global, regional and local supply chains and economic markets, all of which are highly uncertain and cannot be predicted. The effects of a public health emergency could materially and adversely impact the value and performance of a Fund's investments, Cat Rock's ability to source, manage and divest investments on behalf of a Fund, and the ability to achieve a Fund's investment objectives, all of which could result in significant losses to the Fund Investors. In addition, the operations of a Fund, its portfolio companies, and Cat Rock could be significantly impacted, or even temporarily or permanently halted, as a result of government quarantine measures, voluntary and precautionary restrictions on travel or meetings and other factors related to a public health emergency, including its potential adverse impact on the health of the personnel of any such entity or the personnel of any such entity's key service providers.

Operating and Financial Risks of Portfolio Companies. Companies in which the Client invests could deteriorate as a result of, among other factors, an adverse development in their business, a change in the competitive environment, an economic downturn or unexpected litigation or adverse regulatory proceedings. As a result, companies which Cat Rock expected to be stable could operate at a loss or have significant variations in operating results and could require substantial additional capital to support their operations or to maintain their competitive position, which could not be available on favorable terms or at all. This could result in a weak financial condition, financial distress or bankruptcy.

Risks of Certain Investment Strategies. If our evaluation of an investment opportunity should prove incorrect, the Client could experience losses as a result of a decline in the market value of securities in which the Client holds a long position or an increase in the value of securities in which the Client holds a short position. The risk management techniques that could be utilized by us and/or the Fund

GP, the Opportunities Fund GP, and the Opportunities Fund GP II will not provide any assurance that the Client will not be exposed to a risk of significant investment losses. The investment program of the Client is expected to focus on long and short equity investments but could utilize investment techniques such as options on securities, margin transactions, short sales, and leverage, which practices can, in certain circumstances, increase the adverse impact to which the Client could be subject. The timing of such adverse impacts cannot be predicted and could result in substantial volatility in the performance of the Funds or the Managed Accounts.

Concentration of Investments. The investment programs of the Funds and the Managed Accounts entail substantial emphasis on the concentration of investments in a few higher quality ideas. This entails substantial risks that are not present in investment products that are more highly diversified. The Funds and the Managed Accounts are expected to hold relatively few investments and to be more concentrated in a limited number of investments, industries, or geographies. As a result of the Funds' and the Managed Accounts' lack of diversification, a significant loss in any one position could have a material adverse effect on the net asset value of the Funds' and the Managed Accounts' rates of return. Diversification of assets among different industries is not a primary goal of ours. Therefore, any fluctuation in the overall value of securities in a specific sector likely will have a material effect on the performance of the Funds and the Managed Accounts. Our specialized investment strategy and lack of diversification could be more vulnerable to changes in the economy or those industries or other factors than would be a broad-based portfolio, and, as a result, performance results could be highly volatile and could result in the Funds and the Managed Accounts significantly outperforming, or under-performing, the market as a whole.

Long Investment Horizon. Our specialized investment strategy focuses on the long-term value and profitability of its long positions without regard to their short-term volatility or results; accordingly, the Client's performance returns could be highly volatile over a short investment horizon. This long-term focus could have consequences for Fund Investors seeking withdrawal from the Funds or for Clients to realize returns over a shorter investment horizon than would be the case with an investment strategy that focuses on short term gains or the minimization of volatility. Furthermore, if a Fund Investor or Managed Account Client elected to withdraw a substantial amount of their investment, the Fund or the Managed Account might be forced to close out existing positions at a time when it was disadvantageous to do so.

Equity Securities. The Funds and Managed Accounts could invest in equity and equity-related securities, including, without limitation, equity investments acquired in connection with restructured debt securities or instruments, or in connection with reorganizations and/or restructurings of debt securities, equity securities, or other obligations and assets of undervalued, operationally challenged, and/or financially troubled companies or institutions. Equity securities fluctuate in value in response to many factors, including the activities and financial condition of individual companies, the business market in which individual companies compete, industry market conditions, interest rates, and general economic environments.

Short Sales. The Funds and the Managed Accounts could engage in short selling. Short selling involves selling securities that could or could 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 securities. However, such practice can, in certain circumstances, substantially increase the impact of adverse price movements on the Funds' and the Managed Accounts' portfolios. A short sale of a debt instrument, such as a

bond, involves the theoretical risk of an increase in the market price plus accrued interest. A short sale of equity securities involves the theoretical risk of an unlimited increase in the market price of the securities sold short. Moreover, short selling is limited to securities that can be borrowed, and it could be necessary to cover short positions at an undesirable time and at undesirable prices if the lender recalls the securities or the securities can no longer be borrowed.

Certain Tax Risks Associated with Short Sales. Gain or loss from the short sale of property held for investment is generally considered capital gain or capital loss to the extent the property used to close the short sale constitutes a capital asset in the taxpayer's hands. Except with respect to certain situations where the property used to close the short sale has a long-term holding period on the date of the short sale, special rules generally treat the gains on short sales as short-term capital gains. In addition, the holding period of "substantially identical property" held by the taxpayer could be considered to begin only upon closing of the short sale. Moreover, a loss on a short sale will be treated as a long-term capital loss if, on the date of the short sale, the taxpayer has held "substantially identical property" for longer than the long-term holding period. The Internal Revenue Code of 1986, as amended, treats the acquisition of certain options to sell securities as short sales.

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

Options. The Funds and the Managed Accounts could engage in the trading of options when appropriate. Such trading involves risks substantially similar to those involved in trading margined securities in that options are speculative and highly leveraged. Specific market movements of the securities underlying an option cannot accurately be predicted. The purchaser of an option is subject to the risk of losing the entire purchase price of the option. The writer of an option is subject to the risk of loss resulting from the difference between the premium received for the option and the price of the security underlying the option which the writer must purchase or deliver upon exercise of the option.

Derivatives. The Funds and the Managed Accounts could invest in derivative financial instruments. In addition, the Funds and the Managed Accounts could, from time to time, utilize both exchange-traded and over-the-counter futures, options and contracts for differences, for hedging purposes, as well as other derivatives. Regulatory restraints could restrict the instruments that the Funds and the Managed Accounts could trade. Such derivative instruments are highly volatile, involve certain special risks, and expose Fund Investors to a high risk of loss. The low initial margin deposits normally

required to establish a position in such instruments permit a high degree of leverage. As a result, a relatively small movement in the price of a contract could result in a profit or a loss which is high in proportion to the amount of funds actually placed as initial margin, and could result in unquantifiable further losses exceeding any margin deposited. Further, when used for hedging purposes, there could be an imperfect correlation between these instruments and the investments or market sectors being hedged.

Leverage. The Funds and the Managed Accounts intend to employ little to no leverage, but could employ leverage in connection with their investment strategies and/or for any other purpose deemed necessary, desirable, or appropriate from time to time. The use of leverage increases both the possibility for profit and the risk of loss. Loans typically will be secured by the Funds' or the Managed Accounts' securities and other assets. Under certain circumstances, a lender could demand an increase in the collateral that secures such obligations, and if the Funds or the Managed Accounts are unable to provide additional collateral, the lender could liquidate assets held in the account to satisfy such obligations. Liquidation in that manner could have extremely adverse consequences. In addition, the amount of the Funds' and/or the Managed Accounts' borrowing and the interest rates on that borrowing, both of which will fluctuate, could have an effect on the Funds' and the Managed Accounts' profitability.

Securities Lending and Borrowing. The Funds and the Managed Accounts could lend securities to securities brokers and other institutions as a means of earning additional income, or could borrow securities from securities brokers or other institutions to cover short positions. If the other party to such transaction becomes insolvent or bankrupt, the Funds or the Managed Accounts could experience delays and extra costs in recovering payment or the securities. To the extent that, in the meantime, the value of securities changes, the Funds or the Managed Accounts could experience further losses. Security loans must be fully collateralized, and we must be satisfied with the creditworthiness of the other party to the transaction.

Material, Non-Public Information. By reason of their responsibilities in connection with their business activities (such as serving as a director of a portfolio company), the principal and other personnel of Cat Rock could (i) acquire confidential or material non-public information that they will not be able to use for the benefit of the Funds and the Managed Accounts or (ii) be restricted from initiating transactions in certain securities. Accordingly, the Funds and the Managed Accounts could not be able to initiate a transaction that the Fund or the Managed Account otherwise might have initiated and could not be able to sell securities of a publicly-traded portfolio investment that it otherwise might have sold.

Risks of Foreign Investments. The Funds and the Managed Accounts could invest in securities of foreign companies, governments, and government agencies. Investing in such securities, which are generally denominated in foreign currencies, and the use of forward foreign currency exchange contracts, involves unusual risk not typically associated with investing in securities issued by U.S. companies or by the U.S. government or its agencies or instrumentalities. Investing in emerging markets poses greater risks and a greater potential for returns than investing in developed countries. Securities of companies in these emerging markets are generally more volatile and could be much more volatile than securities issued by companies located in developed countries. The Funds and the Managed Accounts could be affected favorably or unfavorably by exchange control regulations or changes in the exchange rate between such currencies and the U.S. dollar. Moreover, individual foreign economies could compare unfavorably with the U.S. economy in growth of gross national

product, rate of inflation, rate of savings and capital reinvestment, resource self-sufficiency, and balance-of-payment positions, and in other respects. Some of the countries in which the Funds and the Managed Accounts could invest have laws and regulations that currently preclude or severely restrict direct foreign investment in securities of their companies. Securities of some foreign companies are less liquid, and their prices are more volatile than securities of comparable U.S. companies. Investing in foreign securities creates a greater risk of securities clearance and settlement problems. Further, some of the securities in which the Funds and the Managed Accounts could invest could be thinly traded and relatively illiquid or could cease to be traded after the Funds or the Managed Accounts invest in them. In addition to being illiquid, such securities could be issued by unseasoned companies and could be highly speculative. In addition, the Funds and the Managed Accounts occasionally could acquire relatively large positions in a few securities. In such cases, and in the event of extreme market activity, the Funds or the Managed Accounts could not be able to liquidate investments promptly, if the need should arise, which could materially and adversely affect the results of such investments.

Small and Medium Capitalization Companies. The Funds and the Managed Accounts invest in the equity and other securities of companies with small to medium-sized market capitalizations where such companies meet the investment criteria described herein. While such companies could provide significant potential for appreciation, such investments, particularly small-capitalization securities, involve higher risks in some respects than do investments in securities of larger companies. The prices of small capitalization and even medium-capitalization securities are often more volatile than prices of large capitalization securities and the risk of bankruptcy or insolvency of many smaller companies (with the attendant losses to long Fund Investors) is higher than for larger, “blue-chip” companies. In addition, due to thin trading in some medium or small-capitalization securities, an investment in those securities could be illiquid. The small to medium-sized market capitalization securities could, at times, significantly underperform the large capitalization securities and could do so in the future. A related concern for short sale risk is that smaller companies tend to be more readily acquired.

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

Special Purpose Acquisition Companies. In addition to the Clients’ investment strategies described above, the Clients could invest in the stock, warrants, and other securities of special purpose acquisition companies (“SPACs”). SPACs are publicly traded companies formed for the purpose of raising capital through initial public offerings 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. Fund 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 could result in losses due to the expenses and liabilities of the SPAC. Fund Investors in a SPAC are subject to the risk that, among other things, i) such SPAC could not be able to locate or acquire target companies by the deadline, ii) assets in the trust could be subject to third party claims against such SPAC, which could reduce the per share liquidation price received by the Fund Investors in the SPAC, iii) such SPAC could be exempt from the rules promulgated by the SEC to protect Fund Investors in "blank check" companies, such as Rule 419 promulgated under the Securities Act, so that Fund Investors in such SPAC could not be afforded the benefits or protections of those rules, iv) such SPAC could only be able to complete one business combination, which could cause it to be solely dependent on a single business, v) the value of any target company could 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, interests in most SPACs are relatively illiquid and have a concentrated shareholder base that tends to be comprised of institutional investors, including hedge funds (at least at inception).

Risk of Operations/Liquidity Risks. Although many of the securities that the Funds and the Managed Accounts could acquire will be traded on public exchanges, each exchange typically has the right to suspend or limit trading in all securities that it lists. Such a suspension could render it difficult or impossible for the Funds or the Managed Accounts to liquidate their positions and would thereby expose them to losses. In addition, some of the securities in which the Funds and the Managed Accounts could invest could be thinly traded, restricted, or not traded in a public market, potentially making it difficult for the Funds or Managed Accounts to dispose of a position at the time or price desired. Moreover, there is a possibility that the institutions, including brokerage firms and banks, with which the Funds and the Managed Accounts will do business or with which securities could be entrusted for custodial purposes, will encounter financial difficulties that could impair the operational capabilities or the capital position of the Funds or the Managed Accounts. We and/or the Fund GP, the Opportunities Fund GP, and the Opportunities Fund GP II, as applicable, will seek to mitigate this risk by selecting financially responsible brokers, clearing firms, and counterparties with which to do business.

Borrowing; Interest Rates; Margin. We and/or the Fund GP, the Opportunities Fund GP, and the Opportunities Fund GP II, as applicable, could borrow funds from brokerage firms and banks on behalf of the Funds or the Managed Accounts in order to be able to increase the amount of capital available for marketable securities investments. The rates at which the Funds or the Managed Accounts can borrow, in particular, will affect the operating results of the Funds and the Managed Accounts. Even if the Funds or the Managed Accounts make a profit on a trade, the interest expense incurred in carrying the position could exceed the profit generated by the trade. Any use of short-term borrowings or repurchase agreements will result in certain additional risks to the Funds and the Managed Accounts. For example, should the securities pledged to brokers to secure the Funds' or the Managed Accounts' margin accounts or repurchase obligation decline in value, the Funds or the Managed Accounts could be subject to a "margin call," pursuant to which the Funds or the Managed

Accounts must either deposit additional funds with the broker or suffer mandatory liquidation of the pledged securities to compensate for the decline in value. In the event of a sudden precipitous drop in the value of the Funds' or the Managed Accounts' assets, the Funds or the Managed Accounts might not be able to liquidate assets quickly enough to pay off its margin debt.

Institutional Risks; Counterparty Risk. Institutions will have custody of the assets of the Funds and the Managed Accounts. Certain assets of the Funds and the Managed Accounts will be exposed to the credit risk of the dealers, brokers and exchanges through which we deal, whether we engage in exchange-traded or off-exchange transactions. These firms and/or financial institutions, regardless of how large or well-capitalized, could encounter financial difficulties that impair the operating capabilities or the capital position of the Funds and Managed Accounts. If any broker-dealer or other financial institution holding the Funds' or the Managed Accounts' assets were to become bankrupt or insolvent, it is possible that the Funds or the Managed Accounts would be able to recover only a portion, or in certain circumstances, none of its assets held by such bankrupt or insolvent entity.

Discretion and Changes in Investment Strategy. We have considerable discretion in choosing the securities that could be acquired, and we have the right to modify the investment strategy, selection criteria, or hedging techniques used by the Funds, without the consent of Fund Investors, and the Managed Accounts.

To the extent that any Managed Account pursues investment objectives similar to those described above in respect of the Funds, an investment in such Managed Account will involve risks similar to those described above.

Business Continuity and Disaster Recovery. Cat Rock's, the Clients' and their portfolio companies' business operations could be vulnerable to disruption in the case of catastrophic events such as fires, natural disasters (e.g., tornadoes, floods, hurricanes and earthquakes), terrorist attacks or other circumstances resulting in property damage, network interruption and / or prolonged power outages. Although Cat Rock has implemented various measures to manage risks relating to these types of events, there can be no assurances that all contingencies can be planned for. If such business operations are disrupted or suspended for extended periods of time, the Clients could be adversely affected.

Cyber Security Breaches and Identity Theft. Cat Rock's, the Clients' and their portfolio companies' information and technology systems could be vulnerable to damage or interruption from computer viruses, network failures, computer and telecommunication failures, infiltration by unauthorized persons, other security breaches and / or usage errors by their respective professionals. Although Cat Rock has implemented various measures to manage risks relating to these types of events, if these systems are compromised, become inoperable for extended periods of time or cease to function properly, Cat Rock, a Client and / or portfolio company could have to make a significant investment to fix or replace them. The failure of these systems for any reason could cause significant interruptions in Cat Rock's, such Client's and / or such portfolio company's operations and result in a failure to maintain the security, confidentiality or privacy of sensitive data, including personal information relating to Fund Investors (and the beneficial owners of Fund Investors). Such a failure could harm Cat Rock's, such Client's and / or such portfolio company's reputation, subject any such entity and their respective affiliates to legal claims and otherwise affect their business and financial performance.

Investments in Privately Held Companies. The Clients' investment portfolios include securities issued by privately held companies, and operating results in a specified period will be difficult to predict. Such investments involve a high degree of business and financial risk that can result in substantial losses.

Illiquid and Longer than Term Investments. Although investments by the Clients occasionally could generate some current income, the return of capital and the realization of gains, if any, from an investment generally will occur only upon the partial or complete disposition of such investment. While an investment could be sold at any time, it generally is not expected that this will occur for a number of years after the investment is made, and as a result there can be no assurance that a Client will be able to dispose of investments through sale, public offering or otherwise on favorable terms, and there is a risk that disposition of such investments could require a lengthy time period or could result in distributions in-kind to Fund Investors. The Funds could not be able to dispose of certain investments prior to the date the respective Fund will be dissolved, either by expiration of the Fund's term or otherwise, and in such circumstances, there can be no assurances with respect to the time frame in which the winding up and the final distribution of proceeds to the Fund Investors will occur.

Contingent Liabilities Upon Disposition. In connection with the disposition of an investment, the Clients could be required to make representations about the business and financial affairs of the portfolio company typical of those made in connection with the sale of any business and could be responsible for the content of disclosure documents under applicable securities laws. As a result, a Fund could also be required to indemnify the purchasers of such portfolio investment or underwriters to the extent that any such representations or disclosure documents turn out to be inaccurate. These arrangements could result in the incurrence of contingent liabilities, which would be borne by the Fund. In that regard, Fund Investors could be required to return amounts distributed to them to fund Fund obligations, including indemnity obligations. Furthermore, under the Delaware Revised Uniform Limited Partnership Act, each limited partner that receives a distribution from the Fund in violation of such Act will, under certain circumstances, be obligated to recontribute such distribution to the Fund. In addition, the Fund could sell portfolio investments in public offerings. Such offerings can give rise to liability if the disclosure relating to such sales proves to be inaccurate or incomplete.

Indemnification. A Fund is required to indemnify Cat Rock, its general partner, their affiliates and their members, partners, officers, directors, shareholders and employees for liabilities incurred in connection with the affairs of the Fund. Such liabilities could be material and have an adverse effect on the returns to the Fund Investors. The indemnification obligation of the Fund would be payable from the assets of the Fund, including the unpaid capital commitments of the Fund Investors. If the assets of the Fund are insufficient, the Fund could recall distributions previously made to the Fund Investors, subject to certain limitations set forth in the Fund's Governing Documents.

Side Letters. The Funds have entered into side letters or other writings with certain Fund Investors in connection with their admission, without the approval of any other limited partner, which has the effect of establishing rights under or altering or supplementing the terms of the Funds' Governing Documents. Such rights or terms in any such side letter or other similar agreement have included, without limitation: (i) excuse rights applicable to particular investments (which could increase the percentage interest of other Fund Investors in, and contribution obligations of other Fund Investors with respect to, such investments); (ii) the Opportunities Fund GP, the Opportunities Fund GP II, and the Fund GP's agreements to extend certain information rights or additional reporting to such limited partner, including, without limitation, to accommodate special regulatory or other circumstances of such limited partner; (iii) modification of the confidentiality obligations of such limited partner; (iv)

the Opportunities Fund GP, the Opportunities Fund GP II, and the Fund GP's agreements to consent to certain transfers by such limited partner or other exercises by the Opportunities Fund GP, the Opportunities Fund GP II, or the Fund GP of their discretionary authority under the Funds' partnership agreement for the benefit of such limited partner; (v) restrictions on, or special rights of such limited partner with respect to, the activities of the Opportunities Fund GP, the Opportunities Fund GP II, or the Fund GP; (vi) other rights or terms necessary in light of particular legal, regulatory or public policy characteristics of such limited partner; (vii) additional obligations, and restrictions of the Funds with respect to the structuring of any portfolio investment (including with respect to alternative investment vehicles); (viii) preferential access to co-investment opportunities; and (ix) certain adjustments with respect to certain economic provisions. Any rights or terms so established in a side letter with a limited partner will govern solely with respect to such limited partner and will not require the approval of any other limited partner notwithstanding any other provision of the Funds' partnership agreement.

Financial Market Fluctuations. General fluctuations in prevailing acquisition multiples, public market equity valuations and interest rates could adversely affect the value of the portfolio investments held by the Clients. Instability in interest rates and valuation metrics could also increase the risks inherent in the Clients' portfolio investments. In addition, occasionally social, political, economic and other conditions and events (such as natural disasters, epidemics and pandemics, terrorism, conflicts and social unrest) will occur that have significant impacts on financial markets and could negatively impact the Client and the value of its portfolio investments.

Risks Related to Natural Disasters, Epidemics and Terrorist Attacks. Countries and regions in which Cat Rock invests, where Cat Rock has its offices or where Cat Rock or its Clients otherwise do business are susceptible to natural disasters (e.g., fire, flood, earthquake, storm and hurricane) and epidemics, pandemics or other outbreaks of serious contagious diseases. The occurrence of a natural disaster, an epidemic or pandemic could adversely affect and severely disrupt the business operations, economies and financial markets of many countries (even beyond the site of the natural disaster, epidemic or pandemic) and could adversely affect Cat Rock's, a Client or a portfolio company's ability to conduct its routine business. In addition, terrorist attacks, or the fear of or the precautions taken in anticipation of such attacks, could, directly or indirectly, materially and adversely affect specific businesses and certain industries in which Cat Rock invests or could affect the countries and regions in which the Clients are invested, where Cat Rock has its office or where Cat Rock or the Clients otherwise do business. Other acts of war (e.g., war, invasion, acts of foreign enemies, hostilities and insurrection, regardless of whether war is declared) could also have a material adverse impact on the financial condition of businesses, industries or countries in which Cat Rock invests Client assets. Furthermore, natural disasters, epidemics, pandemics and terrorist attacks can have the effect of compounding or exaggerating the impact of any of the specific investment risks noted above on Cat Rock's operations and Client investments.

Item 9 Disciplinary Information

We and our management persons do not have any legal or disciplinary events that are material to report to any Client or prospective Client's evaluation of our advisory business or the integrity of our management.

There have been no criminal or civil actions in a domestic, foreign or military court of competent jurisdiction involving either us or a management person.

There have been no administrative proceedings before the SEC, any other federal regulatory agency, any state regulatory agency, or any foreign financial regulatory authority involving either us or a management person.

There have been no self-regulatory organization proceedings involving either us or a management person.

Item 10 Other Financial Industry Activities and Affiliations

A. Broker-Dealer Registration

Neither we nor any of our management persons are registered, or have an application pending to register, as a broker-dealer or a registered representative of a broker-dealer.

B. Futures Commissions Merchant, Commodity Pool Operator or Commodity Trading Adviser Registration

Neither we nor any of our management persons are registered or have a pending registration as a futures commission merchant (“FCM”), commodity pool operator (“CPO”), a commodity-trading adviser (“CTA”), or as an associated person of the forgoing list. We are exempt from registration as a CTA in reliance on CFTC Rule 4.14(a)(8) and the Fund GP, the Opportunities Fund GP and the Opportunities Fund GP II are exempt from registration as a CPO, respectively, in reliance on CFTC Rule 4.14(a)(3).

C. Material Relationships and Conflicts of Interests with Industry Participants

Our relationships and arrangements with our various Clients and other industry participants are material to our advisory business and could raise conflicts of interest. Below is a description of some of the potential conflicts of interest arising from such relationships and arrangements. Because this is not an exhaustive list of all of the conflicts of interest associated with the conduct of our investment advisory business, Clients and Fund Investors should read this Brochure and any pertinent Governing Documents before making an investment with us.

Multiple Clients

There is no limit on the number of Clients that we or our affiliates could manage or advise. At any time and from time to time, Alexander Captain, Cat Rock, the Fund GP, the Opportunities Fund GP, the Opportunities Fund GP II, or their affiliates could manage other pooled investment vehicles now in existence or formed in the future by Alexander Captain, Cat Rock, the Fund GP, the Opportunities Fund GP, the Opportunities Fund GP II, or their affiliates, or by unaffiliated third parties. Further, we and our personnel have investments in certain of our Funds. Fund Investors could also hold Managed Accounts. As a result of the foregoing, we could have conflicts of interest in (i) allocating the time and resources of our personnel between and among Clients; (ii) allocating investment opportunities between and among Clients (see Item 6 – “Performance-Based Fees and Side-By-Side Management”); and (iii) effecting transactions between Clients, including Clients in which we or our personnel could have different financial interests.

Broker-Dealers and Other Service Providers

While we select our prime brokers, counterparties and service providers in accordance with our fiduciary obligations to our Clients, from time to time, such parties or their affiliates could also invest in the Funds.

With respect to the selection of broker-dealers, we allocate portfolio transactions to brokers based on best execution and in consideration of such brokers’ provision or payment of the costs of research and other services. For a more detailed discussion of the factors that we consider in selecting or recommending broker-dealers for Client transactions, see Item 12 – “Brokerage Practices.”

Our Code of Ethics requires that we make full disclosure of all material facts concerning any actual or potential material conflicts of interest, and requires us and our personnel to follow appropriate procedures designed to minimize any such conflict.

For a more detailed discussion of our Code of Ethics, see Item 11 – “Code of Ethics, Participation or Interest in Client Transactions and Personal Trading.”

Reportable Relationships

We require our personnel disclose significant financial relationship (personal or professional) with any individual(s) that could be employed within the financial services industry, including any individual(s) that occupies a seat on a board with any publicly traded company or a portfolio company of the Firm. This is done to ensure the avoidance of any potential conflicts of interest that could impact the decision making or judgement of our personnel on behalf of Cat Rock during the course of business with our Clients.

D. Material Conflicts of Interest Relating to Other Investment Advisers

We do not recommend or select for our Clients, receive compensation directly or indirectly from, or have other business relationships with, other investment advisers.

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

A. Code of Ethics

We have adopted a Code of Ethics that is based on the principle that we, and each of our personnel, owe a fiduciary duty to our Clients and a duty to comply with federal and state securities laws and all other applicable laws. These duties include the obligation of all personnel to conduct their personal securities transactions in a manner that does not interfere with the transactions of any Client or otherwise take unfair advantage of their relationship with Clients. Among other things, the Code of Ethics requires regular reporting of personal securities transactions by all personnel. Additionally, we maintain a restricted list, which is a dynamic, virtual list of certain issuers whose securities our personnel are not permitted to trade.

We will provide a copy of our Code of Ethics, free of charge, to any Direct Client or Fund Investor and any prospective Direct Client or prospective Fund Investor upon request. Our Code of Ethics could be requested by contacting our Chief Compliance Officer.

B. Recommending, Buying, or Selling Securities in which We or a Related Person Have a Material Financial Interest; Investing, or Buying or Selling at the Same Time; Conflict of Interests

Although we generally do not permit such transactions, conflicts of interest could occur if we, or our related persons, were to trade in the same security at or about the same time as our Direct Clients. An example of such occurrence would be seeking to sell the securities we hold, while simultaneously recommending that our Clients maintain their position in the security. In such circumstances, a sale by our related persons or by us could affect the liquidity, value or trading price of the securities that our Clients continue to hold. In addition, we or our personnel could invest in the Funds, and therefore, such persons could hold an indirect interest in the same securities as other investors in the Funds. Our Code of Ethics and our personal trading policy have been designed to limit such conflicts of interest.

We or our affiliates could give advice and recommend securities to certain Clients that differ from advice given to, or securities recommended to, or bought or sold for, other Clients, even though their investment programs could be the same or similar.

On rare occasions, we could deem it to be in the best interests of our Clients to reallocate or “cross” securities transactions between Clients. We maintain policies and procedures intended to limit the potential conflicts of interest inherent in cross transactions. Cross transactions will only be effected if they are deemed to be in the best interests of the particular Clients involved and conducted in compliance with our policies and procedures and applicable law.

Our Code of Ethics prohibits us and our personnel from trading for Clients or for ourselves or themselves, or recommending trading in securities of a company while in possession of material nonpublic information (“Inside Information”) about the company, and from disclosing such information to any person not entitled to receive it, in either case in contravention of applicable securities laws. By reason of our various activities, we could have access to Inside Information or be restricted from effecting transactions in certain investments that might otherwise have been initiated. We have adopted policies and procedures reasonably designed to, among other things, control and monitor the flow of Inside Information to and within our organization, as well as prevent trading based on Inside Information.

C. Personal Trading

We believe restricting our personnel's personal trading is one way of avoiding conflicts of interest between our Clients and such personnel. Our personal trading policies are part of our Code of Ethics. Other than with respect to certain non-reportable securities and exchange-traded funds ("ETFs"), generally, the Code of Ethics requires that, prior to effecting any personal securities transactions, all personnel and their immediate family members must receive written approval from the Chief Compliance Officer. The Chief Compliance Officer generally will not approve a transaction in an individual security except in narrow circumstances, such as the sale of pre-existing positions after an employee begins employment with us. In addition, other than with respect to certain non-reportable securities and ETFs, generally, the Code of Ethics requires that all personnel and their immediate family members may not hold the same securities or other instruments as are held by the Funds.

If a proposed security transaction involves a security appearing on our restricted list, the transaction will not be approved for personal trading. The restricted list is a dynamic, virtual list of companies or issuers about which a determination has been made that it is prudent to restrict trading activity. It is our policy that all personnel and their immediate family members, as appropriate, comply with Cat Rock's Code of Ethics and adhere to policies and procedures thereunder.

In addition, our employees must provide the Chief Compliance Officer with (i) their, and their immediate family members' securities holdings at the commencement of employment and annually thereafter; and (ii) quarterly securities transactions reports. Furthermore, the personal accounts of such persons will be reviewed regularly and compared with transactions for our Direct Clients and against the restricted list.

Item 12 Brokerage Practices

Pursuant to each Client's Governing Documents, we are generally authorized to select the broker or dealer to effect transactions on behalf of our Clients. However, our selection of the broker or dealer may be tailored to a particular Client's investment guidelines or restrictions, where appropriate. Accordingly, portfolio transactions will be allocated to brokers based on best execution and in consideration of such broker's provision or payment of the costs of research and other services.

A. Selection Factors

Consistent with our fiduciary duty to our Clients, we have an obligation to seek the best price and execution of our Client securities transactions when we are in a position to direct brokerage transactions. While not defined by statute or regulation, "best execution" generally means the execution of client trades at the best net price considering all relevant circumstances.

We will place trades for execution only with approved brokers or dealers. The factors to be considered in selecting, approving and/or recommending broker-dealers that may be used to execute trades and in determining the reasonableness of their compensation (e.g., commissions) include, but are not limited to:

- the ability to achieve prompt and reliable executions at favorable prices;
- the competitiveness of commission rates in comparison with other broker-dealers satisfying our overall selection criteria;
- the overall direct net economic result to Clients' assets;
- the broker-dealer's clearance and settlement capabilities;
- the operational efficiency with which transactions are effected;
- the financial strength, integrity and stability of the broker-dealer;
- the ability to effect the transaction where a large block or other complicating factors are involved;
- the availability of the broker-dealer to execute possible difficult transactions in the future;
- the quality, comprehensiveness and frequency of available research and related services considered to be of value; and
- the quality, comprehensiveness and frequency of notifications of investment opportunities.

In addition, access to the brokerage firm's securities analysts in related areas that provide us with assistance in our investment decision-making process may be a factor in choosing a broker-dealer.

1. Research and Other Soft Dollar Benefits

Our policy is to only use “soft” or commission dollars to the extent that such expenses come within Section 28(e) of the Securities Exchange Act of 1934, as amended (“**Section 28(e)**”). Section 28(e) provides a “safe harbor” to investment managers that use commission dollars of their advised accounts to obtain investment research and brokerage services that provide lawful and appropriate assistance to the investment manager in performing investment decision-making responsibilities. Items for which we may use soft dollars, and that fall within the safe harbor, include:

- research (including, without limitation, research seminars and similar programs (however, travel expenses, meals and hotel accommodations are not included));
- computer analyses of securities portfolios;
- analysis of economic factors and trends as well as political analysis; and
- third party research, provided that the broker is (i) contractually obligated to pay the provider of the service or products, or (ii) not directly obligated to pay the provider of the service or products, but pays such provider directly and assures itself that such payments are used only for eligible brokerage or research.

We are not obligated to seek the lowest transaction charge, except to the extent that it contributes to the overall goal of obtaining the best execution for our Clients. A higher transaction charge on exchange and over-the-counter trades may be determined reasonable in light of the value of the brokerage execution and research products and services provided to us for the benefit of our Clients.

From time to time, we enter into formal or informal arrangements with certain brokers (“**Soft Dollar Brokers**”) whereby the provision of research or brokerage execution services is explicitly dependent on the level of commissions and underwriting concessions generated by the Clients. Using a broker who provides us with research, or other “soft-dollar” benefits may cause Clients to pay commissions higher than the commissions charged by broker-dealers who do not so provide.

Research services received from Soft Dollar Brokers will be used to supplement and augment our own research capabilities, and will directly assist us in our investment decision-making process. Section 28(e) permits products and services obtained by soft dollars to be used for any or all of our Clients. We will use Soft Dollar benefits to service all of our Clients’ accounts. We do not allocate soft dollar benefits to Client accounts proportionately to the soft dollar credit each Client account generates. Accordingly, the Clients that provide the brokerage transaction charges for which such products and services are provided or that engage in the securities transactions generating such charges do not necessarily receive the direct benefit of specific services. Instead, we may receive a benefit because we do not have to produce or pay for the research, products or services ourselves. Therefore, we may have an incentive to select or recommend a broker-dealer based on our interest in receiving the research or other products or services, rather than on our Clients’ interest in receiving most favorable execution. In selecting Soft Dollar Brokers to initiate soft dollar transactions, we will consider the capabilities of the Soft Dollar Broker to provide best execution.

All products and services that are paid for with Client transaction charges will be of the type authorized by Section 28(e). All products and services that are paid for with soft dollars are reviewed and approved to ensure the product or service provides lawful and appropriate assistance in the performance of our investment decision-making activities. In addition, a determination is made that the amount of the commissions paid is reasonable in light of the value of the products or services provided.

In the expectation of receiving research services from our Soft Dollar Brokers, from time to time we will review the applicable Soft Dollar Brokers' compliance controls to determine whether any conflicts of interest exist due to the collection of data from non-traditional sources (alternative data providers) as part of their research process. We will consider whether the Soft Dollar Brokers' controls are in line with industry best practices as they relate to the collection of data, anonymity of such data collected, and the legality of the methods used to obtain such data, amongst other controls.

2. Brokerage for Client Referrals

We do not consider, in selecting or recommending broker-dealers, whether we or a related person receives Client referrals from a broker-dealer or third party.

3. Directed Brokerage

Cat Rock does not engage in directed brokerage arrangements at this time.

B. Aggregating Orders for Various Clients

Currently, the Feeder Funds allocate all of their investable assets to the Master Fund. Investment and trading activity occurs at the Master Fund. To the extent we enter into transactions for multiple Clients, we aggregate orders in accordance with our Allocation Policy, as discussed further in Item 6 – "Performance-Based Fees and Side-by-Side Management."

C. Trade Errors

Although we exercise due care in making and implementing investment decisions, errors inadvertently occur from time to time. We have adopted policies and procedures with respect to trade errors. Generally, any gain that results from a trade error is left in the account of the applicable Client. In the case of trade errors that involve a loss to a Client the Governing Documents of the Client will be reviewed, including, without limitation, terms relating to indemnification, and we will make a determination as to whether the loss shall be attributed to the Client or to us.

Item 13 Review of Accounts

Cat Rock manages the portfolio investments of the Funds. Cat Rock does not currently manage individual advisory accounts or hold itself out as providing financial planning or similarly termed services. Cat Rock employs professionals dedicated to monitoring and reviewing the Funds' investment portfolios on a regular basis. The review process is not directed toward a short-term decision to dispose of securities. Cat Rock's professionals, including the principal, generally hold regular weekly meetings at which the Funds' portfolio investments are reviewed, including performance, material developments and other significant matters that could reasonably have a material effect on a portfolio investment.

A. Periodic Review of Client Accounts

Our investment management team, which is led by our portfolio manager, reviews Client accounts overall on a daily basis, and on a monthly basis each investment held is reviewed. Our Chief Financial Officer reviews the advisory fees and expenses relating to Client accounts on a monthly basis. In addition, on a quarterly basis our Chief Compliance Officer reviews each Client's account's investments to ensure consistency with any applicable investment guidelines and restrictions. More frequent reviews of Clients' accounts will be initiated on any Client account that is deviating from its expected performance.

B. Contents and Frequency of Account Reports to Clients

We and/or the Fund GP, the Opportunities Fund GP, and Opportunities Fund GP II provide Clients with written performance updates on a periodic basis. The administrator to the Funds provides Fund Investors with monthly reports which include information on performance and net asset value. The Fund GP, the Opportunities Fund GP, and the Opportunities Fund GP II provide Fund Investors with annual audited financial statements within 120 days after the end of each fiscal year, prepared in accordance with GAAP (or such other accounting method) except as otherwise noted in each Fund's Governing Documents; and as soon as reasonably practicable, sufficient tax information regarding each Fund necessary for completion of such Fund's income tax returns.

Certain Fund Investors could receive additional information and reporting that other Fund Investors could not receive, and such information could affect a Fund Investor's decision to request a withdrawal or redemption from its account.

Item 14 Client Referrals and Other Compensation

A. Economic Benefits for Providing Services to Clients

Cat Rock does not receive economic benefits as a result of investment advice or investment advisory services provided by Cat Rock to the Funds, other than from the Funds. Employees of Cat Rock are required to report gifts and entertainment received from a business associate in excess of \$250. All such gifts or entertainment must be reported to the CCO or his designee at the time of receipt.

B. Compensation to Non-Supervised Persons for Client Referrals

As of the date of this Brochure, Cat Rock does not engage solicitors or placement agents to market the Clients or to Fund Investors.

Cat Rock affects securities transactions through a number of broker-dealers. By virtue of conducting business with broker-dealers, Cat Rock may receive certain economic benefits from such broker-dealers which would not be received if it did not transact through the broker-dealers. These benefits may include, but are not limited to access to an electronic communication network for order entry and account information; receipt of proprietary research; and participation in broker-dealer sponsored research and capital introduction conferences. Cat Rock understands that the benefits received through its relationship with the broker-dealers (including its prime brokers) generally do not depend upon the amount of transactions directed to, or amount of assets custodied by, the broker-dealers.

Item 15 Custody

Rule 206(4)-2 of the Advisers Act (the “**Custody Rule**”) imposes specific conditions on investment advisers who have actual or deemed custody of client assets. As an investment adviser to Clients, we are deemed to have custody of the Funds’ securities or funds because Cat Rock, including the Fund GP, the Opportunities Fund GP, and the Opportunities Fund GP II acts as their investment adviser with the authority to dispose of funds and securities in their accounts. Cat Rock relies on the “audit exemption” under Rule 206(4)-2(b)(4) under the Advisers Act, which exempts an adviser to a limited partnership, limited liability company or other pooled investment vehicle from the requirement to deliver account statements to its clients if the adviser requires the vehicle to be audited annually by an independent public accountant that is registered with the Public Company Accounting Oversight Board and distributes the audited financial statements annually to the Fund Investors in the vehicle.

Each Fund is a pooled investment vehicle, and custody of such Fund’s assets is maintained in compliance with applicable rules and regulations set forth in the Advisers Act. Where required, cash and securities are maintained at a financial institution meeting the definition of qualified custodian under the Advisers Act. In addition, the financial statements of each Fund are audited by a nationally-recognized Public Company Accounting Oversight Board (PCAOB)-registered independent auditor and the governing documents of each Fund require the financial statements to be distributed to Fund Investors within 120 days of the applicable fiscal year-end of the respective Fund.

All Clients are urged to carefully review all account statements and compare any account statement they receive from a qualified custodian with any account statement they receive from us. Investors who fail to receive financial statements timely, or who have questions about them, should contact our Chief Compliance Officer.

Item 16 Investment Discretion

Cat Rock accepts discretionary authority to manage securities on behalf of its Funds through the Governing Documents with such Funds. This discretionary authority has no limitations.

In all cases, we exercise this investment discretion in a manner consistent with the stated investment objectives of a particular Fund, which are contained in the applicable Governing Documents.

When selecting securities and assessing potential investments, we observe the investment policies, limitations and restrictions of the Funds we advise, as stated in the applicable Fund's Governing Documents.

Item 17 Voting Client Securities

We accept the authority to vote our Funds' securities. As such, we have adopted policies and corresponding procedures to comply with Rule 206(4)-6 of the Advisers Act and with our fiduciary obligations (such policies and procedures, the "**Proxy Voting Policies**").

We are committed to voting proxies in a manner consistent with the best interest of our Clients. For most matters, however, our policy is to vote a proxy if we believe the proposal is not adverse to the best interest of each Client or, if adverse, the outcome of the vote is not in doubt, in order to avoid the unnecessary expenditure of time and the cost to review the proxy materials in detail and carry out the vote. In such circumstances, we believe that devoting our time to investment activities on behalf of our Clients best serves our Clients. In the situations where we do vote a proxy, we generally vote proxies in accordance with the general guidelines set forth herein.

We will cast ballots in a manner we believe to be consistent with the interest of the Client. We will consider only those factors that relate to the Client's investment, including how the vote will economically impact (short-term and long-term) and otherwise affect the value of the Client's investment (keeping in mind that, after conducting an appropriate cost-benefit analysis, not voting at all on a presented proposal may be in the best interest of the Client).

We generally expect to vote in accordance with the recommendations of company management, as we believe management usually knows more about the company than passive shareholders. However, we realize that there are many complexities to proxy votes, and we will vote against a proposal or recommendation of management if we determine that such a vote is in the best interests of the Client. Generally, proxy votes will be cast in favor of proposals that:

- maintain or strengthen the shared interests of shareholders and management;
- increase shareholder value;
- maintain or increase shareholder influence over the issuer's board of directors and management;
- maintain or enhance the independence of the board of directors; and
- maintain or increase the rights of shareholders.

Proxy votes generally will be cast against proposals having the opposite effect of those items listed above, particularly where we believe that a proposal will have a dilutive effect on the value of the underlying security.

In voting on any issue, we will vote in a prudent and timely fashion and only after evaluating the issue(s) presented on the ballot.

These voting guidelines are just that – guidelines. The guidelines are not exhaustive and do not include all potential voting issues. Because proxy issues and the circumstances of individual companies are so varied, there may be instances when we may not vote at all on a presented proposal or may not vote in strict adherence to these guidelines.

We may occasionally be subject to conflicts of interest in the voting of proxies due to business or personal relationships we maintain with persons having an interest in the outcome of certain votes. We, our affiliates and/or our employees (or other covered persons) may also occasionally have business or personal relationships with the proponents of proxy proposals, participants in proxy contests, corporate directors and officers, or candidates for directorships.

If at any time we become aware of a conflict of interest relating to a particular proxy proposal, we will handle the proposal as follows:

- If a conflict is found to exist, we will engage a reputable non-interested party to independently review our vote recommendation and to confirm that our vote recommendation is in the best interest of the Client under the circumstances. If the independent non-interested party determines that our vote recommendation is not in the best interest of the Client under the circumstances, then we will vote in the manner suggested by such independent non-interested party.

We will keep certain records required by applicable law in connection with our proxy voting activities for Clients and will provide proxy-voting information to Fund Investors upon their written or oral request.

Fund Investors can obtain a copy of our Proxy Voting Policy, and/or information regarding how a proxy was voted, by contacting our Chief Compliance Officer.

Item 18 Financial Information

A. Balance Sheet

We are not required to attach a balance sheet because we do not require or solicit the payment of fees 6 months or more in advance.

B. Contractual Commitments to Our Clients

We do not have any financial condition that is reasonably likely to impair our ability to meet contractual commitments to our Clients.

C. Bankruptcy Petitions

We have not been the subject of a bankruptcy petition at any time during the past 10 years.

Item 19 Requirements for State-Registered Advisers

Cat Rock is not registered with any state securities authority.