

# **FLAMEBACK CAPITAL USA, INC.**

## **BUSINESS CONTINUITY PLAN**

### **I. Purpose and Adviser Policy**

Flameback Capital USA, Inc. (“Adviser”) has adopted this Business Continuity Plan (“BCP”) pursuant to the Investment Advisers Act and the rules and guidance of the U.S. Securities and Exchange Commission (“SEC”) and/or the laws of the states where the Adviser is registered if applicable.

The purpose of this BCP is to define the strategies and plans that will be used by Adviser during a significant business disruption (“SBD”). An SBD includes any event or situation that significantly impacts the Adviser’s ability to provide Advisory services to its clients. The BCP outlines the Adviser’s procedures designed to ensure that critical business functions can continue during and after an SBD and that the Adviser can resume operations as quickly as possible after an SBD. The BCP is prepared to address both internal SBDs, such as a fire in Adviser’s office or the death of key personnel, and external SBDs, such as a natural disaster, pandemic, terrorist attack, or citywide power disruption. It is also designed to address SBDs of different severities.

In the event of an SBD, it is Adviser’s policy to do the following to the extent reasonable and practical under the circumstances:

- Safeguard employee lives and firm property;
- Make a financial and operational assessment;
- Promptly recover and resume operations;
- Protect the firm’s books and records; and
- Communicate with its customers and allow them to transact business.

Although the firm does not maintain custody of customer assets, in the event of an SBD, Adviser will assist customers to access their assets at the brokers that have custody of the assets. In the case of an external SBD, Adviser’s ability to react will depend heavily on access to other organizations and systems, such as the availability of electricity, telephones, Internet and transportation.

In creating this BCP, the Adviser has assumed that Adviser has sufficient personnel and that government agencies and market systems are operational during and after the SBD. If any of these assumptions are incorrect, the Adviser’s business could be disrupted until matters are resolved. No contingency plan can eliminate all risk of service interruption, but Adviser will continue to assess and update its plans to mitigate all reasonable risks.

## **II. Plan Approval, Review, Location and Disbursement**

### **A. Approval and Review of Plan**

The below chart reflects the dates of creation and review and necessary revisions to the BCP. The BCP will be reviewed annually to determine whether any modifications are necessary in light of changes to Adviser's operations, structure, business or location or new regulatory requirements.

The Chief Compliance Officer is responsible for approving the plan and for conducting annual reviews. During the fourth quarter of each fiscal year, the Chief Compliance Officer will review the Adviser's BCP to determine whether any revisions are needed, and will revise the BCP if necessary, to ensure it meets the firm's needs and regulatory requirements. An updated copy of the BCP will be distributed to all of Adviser's employees within forty-eight (48) hours of any amendment.

Adviser will also test the Business Continuity Plan to identify any weaknesses and gaps at least annually. This may include testing of areas such as: accessing back-up records; verification of current contact information and any designated duties for employees, clients and business partners; verification of vendors, service providers, software and equipment; and conforming the firm's business practices to the BCP and regulatory requirements.

<b>Effective Date</b>	<b>Description of Action</b>	<b>Name and Title of Firm Employee or Executive</b>
February 25, 2024	Creation of BCP	Kishan Murjani Nair, Chief Compliance Officer

### **B. Plan Location and Access**

Adviser will maintain copies of its BCP, the annual reviews, and any revisions made to the plan at its primary office at 61 MKK Road, Srirampuram, Bangalore, India 560021.

### **C. Disbursement of Plan**

All employees of Adviser will review the BCP upon beginning their employment. When the BCP is updated, all employees will review the revised plan. The Adviser will periodically train all its employees on the BCP's requirements.

### **III. Key Personnel**

Adviser's key personnel and persons responsible for executing this BCP in the event of an SBD are:

Kishan Murjani Nair  
Director & Chief Compliance Officer  
+91-80-23321099  
kishan@flamebackcapital.com

In the event that these key personnel die or become incapacitated or otherwise unavailable, the following person is authorized to execute this BCP and carry on Adviser's business and/or wind down the business: Devesh Sati. Devesh Sati can be reached at +91-80-82187-55605 or devesh@flamebackcapital.com. This individual has been trained on how to execute the provisions of the BCP and carry-on Adviser's business and/or wind down the business.

### **IV. Business Description**

Adviser is a SEC registered Investment Adviser that maintains its principal place of business in Srirampuram, Bangalore, India. Adviser provides analysis and advice on securities by making recommendations to clients or by providing research or opinions on securities or securities markets. Adviser is compensated for providing this analysis and advice. Adviser is also authorized to execute trades in customer's accounts on their behalf.

Adviser sends all public securities transactions to executing brokers, which process and settle its orders. Adviser does not act as a broker and does not hold client funds or securities.

### **V. Office Location**

Adviser's primary office is located at 61 MKK Road, Srirampuram, Bangalore, India 560021. The main telephone number is +91-80-23321099.

### **VI. Alternative Physical Location(s) of Employees**

If Adviser cannot return to its primary office within a reasonable amount of time following the SBD, it will evaluate whether to permanently move to a new primary office location.

In the event of an SBD involving widespread lack of telecommunications, transportation, electricity, office space, fuel and water, Adviser will consider its employees' ability to work remotely during the SBD, as well as how employees may work in the absence of telephone and/or Internet access if necessary.

## **VII. Customer Access to Funds and Securities**

Adviser does not hold customer funds or securities. Customer funds and securities are held with Interactive Brokers and customers have access to those funds and securities independent of Adviser.

In the event of an SBD, Adviser will continue to handle customer assets as it did before the SBD to the extent possible based on the availability of the Interactive Brokers platform.

## **VIII. Data Back-Up and Recovery (Hard Copy and Electronic)**

Adviser maintains its primary hard copy books and records and its electronic records at 61 MKK Road, Srirampuram, Bangalore, India 560021. The Chief Compliance Officer is responsible for the maintenance of these primary books and records.

Adviser maintains electronic back-ups of its hard copy books and records on Google Drive. Adviser backs up its electronic records daily. The Chief Compliance Officer is responsible for the maintenance of these back-up books and records.

For the loss of electronic records, Adviser will electronically recover data from the back-up site.

## **IX. Operational and Financial Assessments in the Event of an SBD**

### **A. Operational Risk**

In the event of an SBD, Adviser will immediately assess and identify what means will permit it to communicate with customers, employees, regulators, any custodian institution(s) holding customer funds and securities, and critical business constituents and counterparties. In addition, Adviser will retrieve key activity records as described in Section VIII, above, Data Back-Up and Recovery (Hard Copy and Electronic).

### **B. Financial and Credit Risk**

In the event of an SBD, Adviser will determine its financial ability to continue to operate and service its customers. Adviser will contact the custodian firm, clients and critical banks to apprise them of its financial status. If Adviser determines that it is unable to fund its operations, it will request additional financing from its bank or other credit sources to fulfill its obligations to customers.

## **X. Critical Systems**

Adviser's critical systems are those that: (i) allow Adviser prompt and accurate access to client accounts and records, (ii) allow Adviser to communicate investment advice

and analysis to customers, and (iii) allow Adviser to receive and transmit orders from or on behalf of customers to Interactive Brokers for execution.

Adviser has primary responsibility for establishing and maintaining business relationships with customers and transmitting orders from or on behalf of customers to Interactive Brokers for execution. Interactive Brokers has responsibility to receive, execute, clear, and settle orders from Adviser or its customers.

## **XI. Critical Business Constituents and Counterparties**

Adviser has contacted its critical business constituents (businesses with which it has an ongoing commercial relationship in support of its operating activities, such as vendors and banks), and determined the extent to which Adviser can continue its business relationship with them in light of an SBD. Adviser will quickly establish alternative arrangements if a business constituent can no longer provide the needed goods or services when needed.

Adviser has also contacted its critical counterparties, such as broker-dealers or institutional customers, to determine if Adviser will be able to carry out its transactions with them in light of an internal or external SBD. Where transactions cannot be completed, Adviser will work with its clearing firm or contact those counterparties directly to make alternative arrangements to complete transactions as soon as possible.

## **XII. Communication of SBD to Other Parties**

In the event of an SBD, including the death or unavailability of key personnel, the persons executing this BCP will determine the persons that need to be notified about the SBD, including employees, customers, regulators, custodians, and critical business constituents. The persons who need to be notified, and how, will vary with the circumstances of the SBD.

## **XIII. Alternative Communications Plans**

### **A. Customers**

Adviser now communicates with customers using telephone, email, fax, mail, or in-person visits. In the event of an SBD, Adviser will assess which means of communication are still available and use the means closest in speed and form (written or oral) to the means that Adviser used in the past to communicate with the other party. For example, if Adviser has primarily communicated with a party by email, but the Internet is unavailable, Adviser will call the customer on the telephone and follow up where a record is needed with paper copy in the mail.

In the case of an expected SBD, such as a forecasted storm, Adviser will consider proactively contacting customers (for instance, by email blast) to determine whether they

need to execute any transactions (e.g., fund transfer, wire instructions, closing out positions) in case of an extended outage.

## **B. Employees**

Adviser now communicates with its employees using telephone, email, fax, mail, or in-person. In the event of an SBD, Adviser will assess which means of communication are still available and use the means closest in speed and form (written or oral) to the means that Adviser has used in the past to communicate with the other party.

## **C. Regulators**

Adviser is registered as an investment adviser firm with the SEC. Adviser communicates with its regulators using telephone, email, website, fax, or mail. In the event of an SBD, Adviser will assess which means of communication are still available, and use the means closest in speed and form (written or oral) to the means that Adviser has used in the past to communicate with the other party, including to make any necessary filings, disclosures, etc.

In the event that Adviser cannot contact its regulators, it will continue to file required reports to the extent possible using the communication means available to it.

In the event of a formal or informal inquiry made by any federal or state regulatory agency during an SBD, the Chief Compliance Officer will be responsible for receiving all calls and/or all other requests for further review.

## **D. Custodians**

Interactive Brokers currently holds the funds and/or securities of Adviser's customers. Adviser currently communicates with these institutions using telephone, email, website, fax, or mail. In the event of an SBD, Adviser will assess which means of communication are still available and use the means closest in speed and form (written or oral) to the means that Adviser has used in the past to communicate with the custodian.

## **E. Critical Business Constituents, Banks and Counterparties**

Adviser now communicates with its critical business constituents using telephone, email, website, fax, mail or in-person visits. In the event of an SBD, Adviser will assess which means of communication are still available and use the means closest in speed and form (written or oral) to the means that Adviser has used in the past to communicate with the other party.

#### **XIV. Disclosure of Business Continuity Plan**

Customers will receive a copy of a BCP summary disclosure statement when they open their accounts with Adviser or upon request. A copy of the BCP summary disclosure is attached to the BCP.

**FLAMEBACK CAPITAL USA, INC.**  
**BUSINESS CONTINUITY PLAN DISCLOSURE STATEMENT**

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**Our Business Continuity Plan**

In the event of an SBD, Adviser will safeguard employee lives and firm property. Adviser will work to re-establish the systems necessary to quickly recover and resume operations, protect Adviser’s books and records and allow Adviser’s customers to transact business to the extent reasonable and practical under the circumstances. Adviser’s BCP addresses: customer access to funds and securities, financial and operational assessments, data backup and recovery, critical systems, alternative communications with customers, employees, and regulators, and critical business constituents.

**Contacting Adviser and Accessing Funds and Securities**

If you are not able to contact Adviser through our regular telephone number +91-80-23321099, please contact the firm by email at [kishan@flamebackcapital.com](mailto:kishan@flamebackcapital.com). For questions relating directly to accessing your funds and securities, please contact Interactive Brokers.

**Varying Disruptions**

SBDs can vary in their scope, from only our firm’s office, the business district where our firm is located, the city where we are located, or the whole region. Within each of these areas, the severity of the disruption can also vary from minimal to severe. During an SBD, the Adviser will continue to do business but the ability of Adviser to fully function will be dependent on outside sources outside of its control, including the availability of electricity, telephones, Internet, transportation, and the functioning of institutions and markets worldwide. Nothing in Adviser’s BCP or this disclosure statement is intended to provide a guarantee or warranty regarding the actions or performance of Adviser.

**Additional Information**

If you have questions about our business continuity planning, please contact us at +91-80-23321099, or [kishan@flamebackcapital.com](mailto:kishan@flamebackcapital.com).