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# ***Audited Consolidated Financial Statements***

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**Firebird Republics Fund, Ltd.**

**Year Ended December 31, 2016**

**With Report of Independent Auditors**



**FIREBIRD MANAGEMENT LLC**

Firebird Republics Fund, Ltd.

Audited Consolidated Financial Statements

Year Ended December 31, 2016

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## Report of Independent Auditors

The Board of Directors  
Firebird Republics Fund, Ltd.

We have audited the accompanying consolidated financial statements of Firebird Republics Fund, Ltd. (the Fund), which comprise the consolidated statement of assets and liabilities, including the consolidated condensed schedule of investments, as of December 31, 2016, and the related consolidated statements of operations, changes in net assets and cash flows for the year then ended and the related notes to the consolidated financial statements.

### **Management's Responsibility for the Financial Statements**

Management is responsible for the preparation and fair presentation of these financial statements in conformity with U.S. generally accepted accounting principles; this includes the design, implementation and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free of material misstatement, whether due to fraud or error.

### **Auditor's Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.



We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

### **Opinion**

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of Firebird Republics Fund, Ltd. at December 31, 2016, and the consolidated results of its operations, changes in its net assets and its cash flows for the year then ended in conformity with U.S. generally accepted accounting principles.

*Ernst & Young Ltd.*

March 31, 2017

Firebird Republics Fund, Ltd.

Consolidated Statement of Assets and Liabilities  
(Stated in United States Dollars)

December 31, 2016

**Assets**

Cash and cash equivalents	\$ 12,253,329
Investments in securities, at fair value (cost \$111,903,680) (of which investments in securities with a cost of \$12,108,924 and fair value of \$47,063,439 are held for Firebird Republics SPV Ltd. under participation note)	188,336,430
Investments in other investment funds, at fair value (cost \$179,897)	670,101
Loans receivable	806,625
Dividends receivable	247,501
Due from brokers	450,990
Other assets	41,891
<b>Total assets</b>	<b>202,806,867</b>

**Liabilities**

Due to Firebird Republics SPV Ltd. under participation note ( <i>see Note 4</i> )	39,569,812
Class A redemptions payable	15,664,575
Subscriptions received in advance	805,635
Realized capital gains tax payable	122,340
Unrealized capital gains tax reserve (of which unrealized capital gains tax reserve of \$7,423,978 relates to investments in securities held for Firebird Republics SPV Ltd. under participation note)	7,901,360
Accounts payable and accrued expenses	189,134
<b>Total liabilities</b>	<b>64,252,856</b>
<b>Net assets</b>	<b>\$ 138,554,011</b>

**Net asset value per share**

Class A (based on 77,152.54 shares outstanding)	\$ 986.56
Class M (based on 73,063.14 shares outstanding)	\$ 117.52
Class A Allocation shares (based on 4,600.43 shares outstanding)	\$ 11,703.62
Class B Allocation shares (based on 400.00 shares outstanding)	\$ 24.22

*See accompanying notes.*

Firebird Republics Fund, Ltd.

Consolidated Condensed Schedule of Investments  
(Stated in United States Dollars)

December 31, 2016

Quantity	Fair Value	Percent of Net Assets
<b>Investments in securities</b>		
Equities:		
Common stock:		
Bulgaria:		
	\$ 1,399,087	1.01%
	—	—
	3,022,660	2.18
	1,351,874	0.98
	180,247	0.13
	2,463,806	1.78
	1,455,899	1.05
Total Bulgaria (cost \$7,840,868)	9,873,573	7.13
Estonia:		
	3,867,060	2.79
	3,464,610	2.50
	461,475	0.33
	3,159,546	2.28
	464,953	0.34
	2,758,097	1.99
	5,706,319	4.12
Total Estonia (cost \$13,182,564)	19,882,060	14.35
Georgia:		
Banking:		
474,959	17,513,302	12.64
	2,094,859	1.51
	149,358	0.11
Total Georgia (cost \$4,529,327)	19,757,519	14.26

Firebird Republics Fund, Ltd.

Consolidated Condensed Schedule of Investments (continued)  
(Stated in United States Dollars)

Quantity	Fair Value	Percent of Net Assets
<b>Investments in securities (continued)</b>		
Equities (continued):		
Common stock (continued):		
Kazakhstan:		
Banking	\$ 7,389,914	5.33%
Cement	1,186,814	0.86
Metallurgy & Mining	543,925	0.39
Oil & Gas	3,125,123	2.26
Telecommunications	2,647,433	1.91
Total Kazakhstan (cost \$15,598,622)	14,893,209	10.75
Kyrgyzstan:		
Metallurgy & Mining	-	-
Oil & Gas	-	-
Telecommunications	13,157	0.01
Utilities	49,738	0.03
Total Kyrgyzstan (cost \$300,595)	62,895	0.04
Latvia:		
Agriculture (cost \$12,459)	87,705	0.06
Lithuania:		
Banking	3,296,183	2.38
Construction	925,643	0.67
Retail	3,499,786	2.52
Total Lithuania (cost \$4,874,037)	7,721,612	5.57
Mongolia:		
Metallurgy & Mining (cost \$3,368,013)	1,784,668	1.29
Poland:		
Media & Entertainment	589,328	0.43
Shipping	129,289	0.09
Total Poland (cost \$985,047)	718,617	0.52

Firebird Republics Fund, Ltd.

Consolidated Condensed Schedule of Investments (continued)  
(Stated in United States Dollars)

Quantity	Fair Value	Percent of Net Assets
<b>Investments in securities (continued)</b>		
Equities (continued):		
Common stock (continued):		
Romania:		
	\$ 3,352,031	2.42%
	2,117,295	1.53
	Banking:	
19,111,505	10,562,644	7.62
	52,730	0.04
	344,681	0.25
	194,598	0.14
	2,948,555	2.13
	3,940,224	2.84
	437,410	0.32
	461,548	0.33
	3,481,095	2.51
	27,892,811	20.13
Total Romania (cost \$18,941,359)		
Russia:		
	490,389	0.35
	4,037,420	2.92
	453,553	0.33
	6,746,605	4.87
	3,040,000	2.19
	179,014	0.13
	8,430,984	6.09
	720,522	0.52
	9,506,452	6.86
	3,774,036	2.72
	124,423	0.09
	427,096	0.31
	-	0.00
	37,930,494	27.38
	Total Russia (cost \$27,108,205)	



Firebird Republics Fund, Ltd.

Consolidated Condensed Schedule of Investments (continued)  
(Stated in United States Dollars)

Quantity	Fair Value	Percent of Net Assets
<b>Investments in securities (continued)</b>		
Equities (continued):		
Common stock (continued):		
Ukraine:		
Agriculture	\$ 291,345	0.21%
Real Estate	5,930	0.00
Total Ukraine (cost \$1,214,618)	297,275	0.21
Total common stock (cost \$97,955,714)	140,902,438	101.69
Preferred stock:		
Russia:		
Manufacturing (cost \$192,000)	249,067	0.18
Total preferred stock (cost \$192,000)	249,067	0.18
Restricted stock:		
Armenia:		
Gold (cost \$1,647,042)	121,486	0.09
Total restricted stock (cost \$1,647,042)	121,486	0.09
Total equities (cost \$99,794,756)	141,272,991	101.96
<b>Total investments in securities (cost \$99,794,756)</b>	<b>\$ 141,272,991</b>	<b>101.96%</b>
<b>Investments in securities held for Firebird Republics SPV Ltd. under participation note</b>		
Equities:		
Common stock:		
Kazakhstan:		
Metallurgy & Mining	\$ 1,135,400	0.82%
Oil & Gas:		
Aktobemunaigas	37,778,447	27.27
153,561 Total Kazakhstan (cost \$4,779,095)	38,913,847	28.09

Firebird Republics Fund, Ltd.

Consolidated Condensed Schedule of Investments (continued)  
(Stated in United States Dollars)

Quantity	Fair Value	Percent of Net Assets
<b>Investments in securities held for Firebird Republics SPV Ltd. under participation note (continued)</b>		
Equities (continued):		
Common stock (continued):		
Kyrgyzstan:		
Cement (cost \$645,034)	\$ 2,342,413	1.69%
Russia:		
Banking (cost \$6,684,795)	5,807,179	4.19
Total common stock (cost \$12,108,924)	47,063,439	33.97
Total equities (cost \$12,108,924)	47,063,439	33.97
<b>Total investments in securities held for Firebird Republics SPV Ltd. under participation note (cost \$12,108,924)</b>	<b>\$ 47,063,439</b>	<b>33.97%</b>
<b>Total investments in securities including investments in securities held for Firebird Republics SPV Ltd. under participation note (cost \$111,903,680)</b>	<b>\$ 188,336,430</b>	<b>135.93%</b>
<b>Investments in other investment funds</b>		
Baltics:		
Miscellaneous	670,101	0.48
<b>Total investments in other investment funds (cost \$179,897)</b>	<b>\$ 670,101</b>	<b>0.48%</b>

See accompanying notes.

Firebird Republics Fund, Ltd.

Consolidated Statement of Operations  
(Stated in United States Dollars)

Year Ended December 31, 2016

**Investment income**

Dividend income (net of \$358,264 withholding taxes)	\$ 6,108,231
Interest income	38,308
Total investment income	<u>6,146,539</u>

**Expenses**

Management fees	1,689,636
Professional fees and other	939,838
Custodian fees	251,649
Total expenses	<u>2,881,123</u>

Net investment income 3,265,416

**Net gain (loss) on investments and foreign currency transactions**

Net realized capital gains tax	(122,340)
Net change in unrealized capital gains tax reserve (net of \$635,287 decrease in unrealized capital gains tax reserve allocated to Firebird Republics SPV Ltd. under terms of participation note)	191,057
Net realized gain on investments and foreign currency transactions (net of \$4,988,947 realized loss on investments and foreign currency transactions allocated to Firebird Republics SPV Ltd. under terms of participation note)	5,815,667
Net change in unrealized appreciation on investments and foreign currency transactions (net of \$3,598,589 change in unrealized appreciation on investments and foreign currency transactions allocated to Firebird Republics SPV Ltd. under terms of participation note)	<u>23,563,204</u>
Net gain on investments and foreign currency transactions	<u>29,447,588</u>
Net increase in net assets resulting from operations	<u>\$ 32,713,004</u>

*See accompanying notes.*

Firebird Republics Fund, Ltd.

Consolidated Statement of Changes in Net Assets  
(Stated in United States Dollars)

Year Ended December 31, 2016

**Increase in net assets resulting from operations**

Net investment income	\$	3,265,416
Net realized capital gains tax		(122,340)
Net change in unrealized capital gains tax reserve (net of \$635,287 decrease in unrealized capital gains tax reserve allocated to Firebird Republics SPV Ltd. under terms of participation note)		191,057
Net realized gain on investments and foreign currency transactions (net of \$4,988,947 realized loss on investments and foreign currency transactions allocated to Firebird Republics SPV Ltd. under terms of participation note)		5,815,667
Net change in unrealized appreciation on investments and foreign currency transactions (net of \$3,598,589 change in unrealized appreciation on investments and foreign currency transactions allocated to Firebird Republics SPV Ltd. under terms of participation note)		23,563,204
Net increase in net assets resulting from operations		32,713,004

**Decrease in net assets resulting from capital share transactions**

Class A shares subscribed		3,753,957
Class M shares subscribed		750,000
Class A shares redeemed		(22,898,704)
Performance allocation to Allocation shares		74,310
Performance allocation from Class A shares		(74,310)
Net decrease in net assets resulting from capital share transactions		(18,394,747)

Net change in net assets		14,318,257
Net assets at beginning of year		124,235,754
Net assets at end of year	\$	138,554,011

*See accompanying notes.*

Firebird Republics Fund, Ltd.

Consolidated Statement of Cash Flows  
(Stated in United States Dollars)

Year Ended December 31, 2016

**Operating activities**

Net increase in net assets resulting from operations	\$ 32,713,004
Adjustments to reconcile net increase in net assets resulting from operations to net cash provided by operating activities:	
Net realized gain on investments	(859,045)
Net change in unrealized appreciation on investments	(27,149,626)
Purchases of investments	(10,696,553)
Proceeds from sales of investments	20,875,634
Changes in operating assets and liabilities:	
Loans receivable	(790,014)
Dividends receivable	(74,120)
Due from brokers	(134,724)
Other assets	(31,347)
Due to Firebird Republics SPV Ltd. under terms of participation note	(862,566)
Realized capital gains tax payable	122,340
Unrealized capital gains tax reserve	(826,344)
Accounts payable and accrued expenses	(7,534)
Net cash provided by operating activities	<u>12,279,105</u>

**Financing activities**

Proceeds from issuance of Class A shares	3,809,592
Proceeds from issuance of Class M shares	1,500,000
Payments for redemptions of Class A shares	(9,544,399)
Distributions paid on Class A Allocation shares	(400,000)
Net cash used in financing activities	<u>(4,634,807)</u>
Net change in cash and cash equivalents	7,644,298
Cash and cash equivalents at beginning of year	4,609,031
Cash and cash equivalents at end of year	<u>\$ 12,253,329</u>

See accompanying notes.

# Firebird Republics Fund, Ltd.

## Notes to Consolidated Financial Statements

December 31, 2016

### **1. Organization**

Firebird Republics Fund, Ltd. (the “Fund”) was incorporated as an exempted company under the laws of the Cayman Islands on January 22, 1997, and was registered under the Cayman Islands Mutual Fund Law on April 11, 1997. The Fund commenced operations on April 25, 1997. The purpose of the Fund is to invest primarily in publicly traded securities of companies operating in Russia, the other former Soviet republics, and certain Eastern European countries. The Class A shares of the Fund are listed on the Bermuda Stock Exchange.

Clairmont Holdings Ltd. (“Clairmont”) is a wholly owned subsidiary of the Fund and was incorporated as a limited liability company under the Companies Law, Cap. 113, of Cyprus on April 18, 1997. Clairmont owns shares of companies operating in Russia and various Eastern European countries.

Lexik Holdings S.a.r.L. (“Lexik”) is a wholly owned subsidiary of the Fund and was incorporated as a private limited liability company (Société à responsabilité limitée or S.à r.l.) under the laws of Luxembourg on June 20, 2012. Lexik owns shares of a company operating in Mongolia.

Firebird Republics SPV Ltd. (the “SPV”) is a Cayman Islands exempt company which was incorporated on March 19, 2009, in order to hold illiquid assets of the Fund under a participation note dated March 31, 2009 (see Note 4).

The Fund’s investment advisor is Firebird Management LLC (the “Advisor”), a New York limited liability company, which also acts as the investment advisor of the SPV. The principals of the Advisor are also directors of the Fund and of the SPV. The Advisor is a registered investment advisor with the United States Securities and Exchange Commission.

Trident Trust Company (Cayman) Limited (the “Administrator”) provides administration services to and maintains the registered office of the Fund and the SPV. Seaward Management Limited provides administration services to Clairmont and maintains its registered and regional office. Trident Trust Company (Luxembourg) S.A. provides administration services to Lexik while Dechert Luxembourg maintains its registered office.

## Firebird Republics Fund, Ltd.

### Notes to Consolidated Financial Statements (continued)

#### **2. Significant Accounting Policies**

The consolidated financial statements of the Fund have been prepared in accordance with accounting principles generally accepted in the United States of America (“US GAAP”) as detailed in the Financial Accounting Standards Board’s (“FASB”) Accounting Standards Codification (“ASC”) and are stated in United States Dollars. The Fund meets the definition of an investment company and follows the accounting and reporting guidance in ASC 946, *Financial Services – Investment Companies*. The following is a summary of the significant accounting and reporting policies used in preparing the consolidated financial statements.

#### **Basis of Consolidation**

The consolidated financial statements include the results of the Fund and its subsidiaries, Clairmont and Lexik, after the elimination of all intercompany balances and transactions.

#### **Cash and Cash Equivalents**

Cash and cash equivalents include amounts due from banks on demand and deposits with original maturities of three months or less. Substantially all of the cash and cash equivalents are held at Swedbank AS and State Street Bank. All cash and cash equivalents are held at banks organized in the United States of America, Estonia, Georgia, Kazakhstan, Cayman Islands, Bulgaria and Mongolia. The Fund does not expect any material losses as a result of this allocation.

#### **Participation Note**

Assets and liabilities for which all net proceeds are held by the Fund on behalf of the SPV under the terms of the participation note are disclosed in the consolidated statement of assets and liabilities, the consolidated condensed schedule of investments held for Firebird Republics SPV Ltd. under participation note, and in Note 3. Allocated changes in valuation of investments held by the Fund on behalf of the SPV under the terms of the participation note, and related allocated movements in the unrealized capital gains tax reserve on such investments, are disclosed on the consolidated statement of operations.

## Firebird Republics Fund, Ltd.

### Notes to Consolidated Financial Statements (continued)

#### 2. Significant Accounting Policies (continued)

##### **Security Transactions and Related Investment Income and Expenses**

Security transactions are accounted for on a trade date basis. Realized gains and losses from investment transactions are determined using the specific identification method and are recorded in the consolidated statement of operations. Interest is recorded on the accrual basis and dividends are recorded net of withholding taxes on the ex-dividend date in the consolidated statement of operations.

##### **Foreign Exchange Transactions**

Assets and liabilities denominated in foreign currencies are translated at the rates of exchange prevailing at the date of the consolidated financial statements. Transactions in foreign currencies are translated at the rates of exchange prevailing at the time of the transaction. Exchange gains or losses are included in the consolidated statement of operations. As at December 31, 2016, the Fund and its subsidiaries held \$253,513 (cost \$260,825) of cash in foreign currencies.

The Fund does not isolate that portion of gains and losses on investments which is due to changes in foreign exchange rates from that which is due to changes in market prices of the investments. Such fluctuations are included with the net realized and change in unrealized gains and losses on investments and foreign currency transactions.

##### **Fair Value of Financial Instruments**

The fair value of the Fund's assets and liabilities which qualify as financial instruments under Accounting Standards Codification Topic 825, *Financial Instruments*, approximates the carrying amounts presented in the consolidated financial statements.

In accordance with Accounting Standards Codification Topic 820, *Fair Value Measurements and Disclosures*, fair value is defined as the price that the Fund would receive to sell an investment or pay to transfer a liability under an orderly liquidation in a timely transaction with an independent buyer in the principal market or, in the absence of a principal market, the most advantageous market for the investment or liability.



## Firebird Republics Fund, Ltd.

### Notes to Consolidated Financial Statements (continued)

#### **2. Significant Accounting Policies (continued)**

##### **Fair Value of Financial Instruments (continued)**

ASC Topic 820 establishes a three-tier hierarchy to distinguish between inputs obtained from sources independent of the reporting entity that affect assumptions that market participants would use in pricing an asset or liability (observable inputs) and inputs that reflect the reporting entity's own assumptions that it thinks market participants would use in pricing an asset or liability developed based on the best information available in the circumstances (unobservable inputs) and to establish classification of fair value measurements for disclosure purposes. The inputs are summarized in the three broad levels listed below:

Level 1 – valuations based on quoted prices in active markets for identical assets or liabilities that the Fund has the ability to assess and in which transactions for the asset or liability occur with sufficient frequency and volume to provide pricing information on an ongoing basis. Valuation adjustments and block discounts are not applied to Level 1 securities. Because valuations are based on quoted prices that are readily and regularly available in an active market, valuation of these instruments does not entail a significant degree of judgment.

Level 2 – valuations based on quoted prices in markets that are not active or for which all significant inputs are observable, either directly or indirectly.

Level 3 – valuations based on inputs that are unobservable and significant to the overall fair value measurement. These inputs may include the Advisor's own assumptions in determining the fair value of investments.

The inputs or methodology used for valuing securities are not necessarily an indication of the risk associated with investing in those securities. Investments may move between different levels during the course of the year and are caused by certain information becoming available to the Advisor. The Fund recognizes transfers between levels as occurring at the beginning of the reporting period. Information relating to transfers into and out of Level 3 can be found in Note 3.

## Firebird Republics Fund, Ltd.

### Notes to Consolidated Financial Statements (continued)

#### **2. Significant Accounting Policies (continued)**

##### **Fair Value of Financial Instruments (continued)**

In general, portfolio securities that are traded in an active market (in most cases a market where there has been at least one transaction in the last 15 business days and had at least 12 trading days in the recent month at sufficient volumes with reasonably consistent price levels taking into account the volatility of the market in question) are classified as Level 1. These securities are valued at their last reported sales price on the valuation date in the case of securities listed or quoted on a recognized securities exchange, the U.S. NASDAQ National Market List or any comparable foreign quotation system for securities that generally trade daily, or if no prices were quoted on such date, at the last reported sales price on the last prior date when a price was quoted for such securities.

If no such prices have been quoted in an active market, the investment is valued in good faith by the Advisor, in consultation with the Administrator, and approved by the Board of Directors, according to the steps outlined in ASC Topic 820. For these Level 2 or Level 3 securities, the Advisor may consult with and rely upon information provided by the Fund's custodians, market makers, brokers, and outside valuation services.

Level 2 securities will normally be priced using other observable information including identical or similar securities traded on other exchanges and quotations received from the counterparty, dealers, or brokers, whenever available and considered reliable. The Fund holds certain securities which are restricted under Rule 144A. Restricted securities are generally fair valued at a discount to similar publicly traded securities.

Investments in other investment funds that meet the definition of an investment company for which its net asset value or partners' capital has been measured in accordance with, or in a manner consistent with, the principles of ASC Topic 946, *Financial Services – Investment Companies*, are valued using the reported net asset value as a practical expedient.

## Firebird Republics Fund, Ltd.

### Notes to Consolidated Financial Statements (continued)

#### **2. Significant Accounting Policies (continued)**

##### **Fair Value of Financial Instruments (continued)**

The Fund's investments in other investment funds are generally valued at the reported values, provided by the administrator or management of the investment fund, after discounts for any applicable redemption charges and any lock up periods, which valuations are prepared in accordance with such investment fund's governing documents. The Advisor considers this a reliable representation of fair value if the investment fund is accepting subscriptions and processing redemptions based on this reported value. However, in certain circumstances, the Advisor will estimate the value of such investment based on available relevant information as it considers material.

The strategies of the other investment funds in which the Fund has a position are to invest into investments in the Baltic region. One of these investment funds is a private equity fund and withdrawals are made in accordance with the terms of the offering memorandum. The other investment fund has a redemption notice period of 30 days.

For Level 3 securities, the Advisor will value the equity securities using either a "market approach," an "income approach," or both approaches, as appropriate. The "market approach" uses prices and other relevant information generated by market transactions involving identical or comparable assets or liabilities. The "income approach" uses valuation techniques to convert future amounts (for example, cash flows or earnings) to a single present amount (discounted).

In following these approaches, the types of factors that may be taken into account include, as relevant: available current market data, including relevant and applicable market trading and transaction comparables, applicable market yields and multiples, the nature and realizable value of any collateral, the issuer of the security's ability to make payments, the issuer's earnings, discounted cash flows and net asset value analysis, the markets in which the issuer does business, comparisons of financial ratios of peer public companies, recent merger and acquisition transactions for comparable public or private companies, actual and imminent capital transactions in the subject investee company and the principal market for the relevant security, among other factors.

## Firebird Republics Fund, Ltd.

### Notes to Consolidated Financial Statements (continued)

#### **2. Significant Accounting Policies (continued)**

##### **Fair Value of Financial Instruments (continued)**

The Advisor and analysts monitor and review the valuation methodologies on a monthly basis. They use the latest available information to update the valuations each month. A Valuation Committee oversees the process and procedures for the valuation of the Level 3 investments in accordance with the valuation policy approved by the Board of Directors. The Valuation Committee meets on a quarterly basis or more frequently as required. It is comprised of staff of the Advisor and two Directors, who are also principals of the Advisor.

Because of the inherent uncertainty of valuation of securities and investment funds traded in emerging market economies (see Note 12), the estimated fair values may differ significantly from values that will eventually be realized upon an actual liquidation of the portfolio, and such differences could be material.

##### **Use of Estimates**

The preparation of consolidated financial statements in conformity with US GAAP requires management to make estimates and assumptions that affect the amounts reported and disclosed in the consolidated financial statements and accompanying notes. Actual results could differ from those estimates.

##### **Investment Classification**

The industry and geographic classifications reflected in the consolidated condensed schedule of investments represent the Advisor's belief as to the most meaningful presentation of the classification of the principal business of the holdings in the portfolio.

##### **Loans Receivable**

Loans receivable disclosed in the consolidated statement of assets and liabilities are recorded at their carrying value less any impairment write-down as of December 31, 2016.

## Firebird Republics Fund, Ltd.

### Notes to Consolidated Financial Statements (continued)

#### 3. Financial Instruments

The following is a summary of the inputs used as of December 31, 2016, in valuing the Fund's investments, including the investments held by the Fund on behalf of the SPV under terms of participation note, carried at fair value, disaggregated by geographic region.

	<b>Level 1 Quoted Prices in Active Markets for Identical Assets</b>	<b>Level 2 Other Significant Observable Inputs</b>	<b>Level 3 Significant Unobservable Inputs</b>	<b>Fair Value December 31, 2016</b>
Investments in securities:				
Equities:				
Baltics:				
Estonia	\$ 7,089,109	\$ 12,633,517	\$ 159,434	\$ 19,882,060
Lithuania	–	7,721,612	–	7,721,612
Other	–	87,705	–	87,705
Total Baltics	7,089,109	20,442,834	159,434	27,691,377
Central Asia:				
Kazakhstan	44,270	12,336,792	2,512,147	14,893,209
Kyrgyzstan	–	–	62,895	62,895
Total Central Asia	44,270	12,336,792	2,575,042	14,956,104
Eastern Asia:				
Mongolia	1,673,620	–	111,048	1,784,668
Eastern Europe:				
Bulgaria	1,532,119	6,445,774	1,895,680	9,873,573
Georgia	17,513,302	–	2,244,217	19,757,519
Romania	10,615,374	16,999,848	277,589	27,892,811
Russia	24,058,005	8,611,493	5,510,063	38,179,561
Other	718,617	418,761	–	1,137,378
Total Eastern Europe	54,437,417	32,475,876	9,927,549	96,840,842
Total equities	\$ 63,244,416	\$ 65,255,502	\$ 12,773,073	\$ 141,272,991

Firebird Republics Fund, Ltd.

Notes to Consolidated Financial Statements (continued)

**3. Financial Instruments (continued)**

	<b>Level 1 Quoted Prices in Active Markets for Identical Assets</b>	<b>Level 2 Other Significant Observable Inputs</b>	<b>Level 3 Significant Unobservable Inputs</b>	<b>Fair Value December 31, 2016</b>
Investments in securities held by the Fund on behalf of the SPV under terms of participation note:				
Equities:				
Central Asia:				
Kazakhstan	\$           –	\$           –	\$ 38,913,847	\$ 38,913,847
Kyrgyzstan	–	–	2,342,413	2,342,413
Total Central Asia	–	–	41,256,260	41,256,260
Eastern Europe:				
Russia	–	–	5,807,179	5,807,179
Total equities	–	–	47,063,439	47,063,439
Total investments in securities	<u>\$ 63,244,416</u>	<u>\$ 65,255,502</u>	<u>\$ 59,836,512</u>	<u>\$ 188,336,430</u>
Investments in other investment funds:				
Baltics	\$           –	\$ 423,966	\$ 246,135	\$ 670,101
Total investments in other investment funds	<u>\$           –</u>	<u>\$ 423,966</u>	<u>\$ 246,135</u>	<u>\$ 670,101</u>

Firebird Republics Fund, Ltd.

Notes to Consolidated Financial Statements (continued)

**3. Financial Instruments (continued)**

The following is a reconciliation of investments in which significant unobservable inputs (Level 3) were used in determining value:

	<b>Equities</b>				
	<b>Baltics</b>	<b>Central Asia</b>	<b>Eastern Asia</b>	<b>Eastern Europe</b>	<b>Total</b>
Balance as at December 31, 2015	\$ 386,196	\$ 3,065,251	\$ 545,373	\$ 11,660,653	\$ 15,657,473
Net realized gain (loss)	(359,231)	393,675	–	4,134,107	4,168,551
Net change in unrealized appreciation (depreciation)	318,807	(613,514)	(616,681)	(1,238,906)	(2,150,294)
Purchases	–	466,491	–	1,923,929	2,390,420
Sales	(186,338)	(793,586)	–	(6,552,234)	(7,532,158)
Transfers in to Level 3*	–	56,725	182,356	–	239,081
Balance as at December 31, 2016	<u>\$ 159,434</u>	<u>\$ 2,575,042</u>	<u>\$ 111,048</u>	<u>\$ 9,927,549</u>	<u>\$ 12,773,073</u>
Net change in unrealized depreciation on investments still held as of December 31, 2016	<u>\$ (60,318)</u>	<u>\$ (161,406)</u>	<u>\$ (616,681)</u>	<u>\$ (320,029)</u>	<u>\$ (1,158,434)</u>

\*\$239,081 of securities were transferred from Level 2 due to the unavailability of direct observable market information.

Firebird Republics Fund, Ltd.

Notes to Consolidated Financial Statements (continued)

**3. Financial Instruments (continued)**

	<b>Investments in Securities Held by the Fund on Behalf of the SPV Under Terms of Participation Note</b>		
	<b>Equities</b>		
	<b>Central Asia</b>	<b>Eastern Europe</b>	<b>Total</b>
Balance as at December 31, 2015	\$ 45,199,916	\$ 3,314,944	\$ 48,514,860
Net realized loss	-	(5,012,763)	(5,012,763)
Net change in unrealized appreciation (depreciation)	(3,943,656)	7,542,245	3,598,589
Sales	-	(37,247)	(37,247)
Balance as at December 31, 2016	<u>\$ 41,256,260</u>	<u>\$ 5,807,179</u>	<u>\$ 47,063,439</u>
Net change in unrealized appreciation (depreciation) from investments still held as of December 31, 2016	<u>\$ (3,943,656)</u>	<u>\$ 2,492,235</u>	<u>\$ (1,451,421)</u>
			<b>Other Investment Funds</b>
			<b>Baltics</b>
Balance as at December 31, 2015			\$ 265,054
Net realized gain			6,713
Net change in unrealized appreciation			7,019
Sales			(32,651)
Balance as at December 31, 2016			<u>\$ 246,135</u>
Net change in unrealized appreciation from investments still held as of December 31, 2016			<u>\$ 7,019</u>



## Firebird Republics Fund, Ltd.

### Notes to Consolidated Financial Statements (continued)

#### 3. Financial Instruments (continued)

A quantitative disclosure of the unobservable inputs and assumptions for Level 3 securities has been provided in the table below.

Asset Class	Geographic Region	Fair Value as at December 31, 2016	Valuation Techniques	Unobservable Inputs	Ranges (Weighted Averages)
Equities	Baltics	\$ 159,434	Transaction price		
	Central Asia	43,831,302	Market comparable companies Discounted cash flows Bank quote	Cost of Capital Enterprise value/EBITDA ratio Price/Book value ratio Price/Earnings ratio Price/Reserves last Discount	0.06 4.68-7.80 (5.37) 1.36 9.40 2.53 20-30%
	Eastern Asia	111,048	Transaction price	Enterprise value/EBITDA ratio	4.38
	Eastern Europe	15,734,728	Market comparable companies	Price/Book value ratio Price/Earnings ratio Discount	0.86-1.97 (1.09) 9.89 20-30%
Other investment funds	Baltics	\$ 246,135	Quarterly net asset valuation	Lock up discount	10.0%

## Firebird Republics Fund, Ltd.

### Notes to Consolidated Financial Statements (continued)

#### **4. Participation Note**

On March 31, 2009, the Fund entered into a participation note with the SPV under which the Fund agreed to pay to the SPV the net proceeds, as defined therein, received by the Fund with respect to certain designated investments and other receivables of the Fund, being about 38% of the net asset value of the Fund at that date. In return for this payment, the SPV issued participating shares to each of the shareholders of the Fund pro-rata to the value of their respective shareholdings of the Fund at that date. The net proceeds are defined as the cash received from dividends, interest, sale or other realization proceeds on each such designated investment, less (a) expenses incurred by the Fund in connection with the realization or receipt of such cash, (b) management fees and performance allocation due to the Advisor with respect to such designated investments and (c) any other expenses incurred by the Fund on behalf of the SPV.

#### **5. Due from/to Brokers and Concentration of Credit Risk**

Due from/to brokers generally includes amounts receivable or payable for securities transactions that have not been settled at the date of the consolidated financial statements and cash held at brokers for settled trades. The majority of publicly traded investments are held with Swedbank AS and State Street Bank. The Fund periodically monitors the credit standing of the brokers and does not expect any material losses as a result of default by brokers.

#### **6. Share Capital**

The Fund's authorized share capital is \$50,000 divided into 4,990,000 Class A and Class M Common shares and 10,000 Allocation shares each having a par value of \$0.01 per share. Outstanding Common and Allocation shares will participate in the assets of the Fund upon liquidation ratably in proportion to their respective redemption values. Each Common and Allocation shareholder is entitled to one vote for each share held on any matter presented to a meeting of shareholders.

## Firebird Republics Fund, Ltd.

### Notes to Consolidated Financial Statements (continued)

#### 6. Share Capital (continued)

Class A shares are issued, redeemed and adjusted for equalization in accordance with the Memorandum and Articles of Association. At the end of each year, the number of shares held by each Class A shareholder is adjusted for equalization purposes so that each share has the same net asset value, and that each shareholder pays a performance allocation each year equal to 20% of the net increase in the Net Asset Value of the shares held by that shareholder (see Note 8).

The Class A Allocation shares and Class B Allocation shares are owned by the principals and key employees, respectively, of the Advisor. These Allocation shares are not subject to management fees and will receive a performance allocation each year equal to 20% of the net increase in the Net Asset Value of each outstanding Class A Share (see note 8).

Class M shares are only offered to employees of the Advisor, its affiliates and related persons, and are subject to the same rights, terms and conditions as the Class A shares except that Class M shares will not be subject to any management fee or performance allocation.

Share transactions for the year ended December 31, 2016, were as follows:

	<b>Class A</b>	<b>Class M</b>	<b>Class A Allocation Shares</b>	<b>Class B Allocation Shares</b>
Shares outstanding at December 31, 2015	96,516.09	66,198.71	4,600.43	400.00
Shares issued	4,244.36	6,864.43	–	–
Shares redeemed	(23,523.68)	–	–	–
Equalization adjustment	(84.23)	–	–	–
Shares outstanding at December 31, 2016	<u>77,152.54</u>	<u>73,063.14</u>	<u>4,600.43</u>	<u>400.00</u>

## Firebird Republics Fund, Ltd.

### Notes to Consolidated Financial Statements (continued)

#### **7. Management Fees**

Pursuant to the Memorandum and Articles of Association and the Management Agreement, the Fund pays the Advisor a management fee at an annual rate of 2.00% of the Class A net asset value calculated and payable quarterly in advance based on the Class A share of the Fund's net asset value (before accrual for performance allocation) as of the last business day of the preceding quarter. For the year ended December 31, 2016, the Fund recorded \$1,689,636 in management fees during the year of which \$1,952 was outstanding at year end. The outstanding management fees are included in accounts payable and accrued expenses in the consolidated statement of assets and liabilities.

Management fees are not charged to the Class M and Allocation Shares shareholders. The Advisor may, in its discretion, waive all or a portion of the management fee with respect to any shareholder.

#### **8. Performance Allocation**

Pursuant to the Memorandum and Articles of Association and the Management Agreement, Allocation shares receive a performance allocation annually equal in the aggregate to 20% of the net increase each year in the Net Asset Value of each outstanding Class A Share (including net unrealized gains and losses) subject to a loss carryforward.

However, the performance allocation for Class A shareholders who also hold Participating shares in the SPV shall only be paid to the Allocation shares to the extent that the combined net gain for each such Class A shareholder on their shares in the Fund and their Participating shares in the SPV exceeds any loss carryforward or high watermark applicable to the relevant Class A shares in the Fund prior to the date of the participation note. In making this calculation, the appreciation of the Participating shares in the SPV reflects only realized gains on the sale or disposition of investments and other assets held under the terms of the participation note that have been or are being distributed to the shareholders of the SPV, thus excluding any unrealized appreciation on unsold investments while such investments are held within the SPV.

The Advisor may waive all or part of the performance allocation for certain investors. The performance allocation to the Allocation shares for the year ended December 31, 2016 was \$74,310. The performance allocation can be withdrawn at any time by the holders of the Allocation shares by way of distribution or redemption.

## Firebird Republics Fund, Ltd.

### Notes to Consolidated Financial Statements (continued)

#### **9. Taxation**

There is currently no taxation imposed on income or profits of the Fund by the Government of the Cayman Islands. If any form of taxation were to be enacted, the Fund has been granted an exemption therefrom until May 6, 2017.

The Fund is not subject to United States Federal, state or local taxation. The Fund reports tax information to its U.S. resident shareholders on the accrual basis. The Fund has elected to be treated as a partnership for U.S. Federal income tax purposes.

ASC Topic 740, *Income Taxes*, provides guidance for how uncertain tax positions should be recognized, measured, presented and disclosed in the consolidated financial statements. ASC Topic 740 requires the evaluation of tax positions taken or expected to be taken in the course of preparing the Fund's tax returns to determine whether the tax positions are "more-likely-than-not" of being sustained by the applicable tax authority. The Fund has adopted ASC Topic 740 and its impact is reflected in these consolidated financial statements.

Unrealized capital gains tax reserve is allocated by the Fund to the SPV on specific investments under the terms of the participation note.

The Fund recognizes interest and penalties, if any, as capital gains tax expense in the consolidated statement of operations. During the year, the Fund did not accrue any interest or penalties.

Tax accruals are calculated in local currencies. The effective rate to the Fund can exceed or be less than the applicable rates if the local currency has appreciated or depreciated against the US Dollar during the period of investment.

Tax legislation in all of the jurisdictions in which the Fund invests is subject to varying interpretations and changes, which can occur unexpectedly. The Advisor's interpretation of such legislation as applied to transactions and activities of the Fund and its subsidiaries since inception may be challenged by the relevant regional and federal authorities. It is not practical to determine the amount of unasserted claims that may manifest themselves, if any, or the likelihood of any unfavorable outcome thereof.

## Firebird Republics Fund, Ltd.

### Notes to Consolidated Financial Statements (continued)

#### **9. Taxation (continued)**

As at December 31, 2016, the Advisor has identified seven investment holdings in Bulgaria, Georgia and Kazakhstan which, under the current tax regulation in these jurisdictions, would be subject to income taxes on the investment gains realized for the period since purchase of the investment holdings to the date of realization. As such, the Advisor has accrued an income tax liability of \$7,901,360 (of which unrealized capital gains tax reserve of \$7,423,978 relates to investments in securities held for the SPV under participation note) with regard to such investment holdings, which is disclosed in the unrealized capital gains tax reserve in the consolidated statement of assets and liabilities. Should the fair value of the investment holdings identified change prior to the realization of the investment then the accrued income tax liability would be adjusted accordingly.

The Fund has recorded a realized capital gains tax payable of \$122,340 from the sale of a Kazakhstan investment during 2016.

#### **10. Derivative Financial Instruments**

In the normal course of business, the Fund may enter into transactions involving derivative financial instruments in connection with its investing activities. These instruments are subject to various risks similar to non-derivative instruments, including market, credit, liquidity, and operational risks. The Fund manages these risks on an aggregate basis along with the risks associated with its investing activities as part of its overall risk management policies. The Fund does not distinguish derivative profit or loss from any other category of investments for consolidated statement of operations presentation purposes. No derivative positions were held during the year.

#### **11. Related Party Transactions**

In accordance with ASC Topic 850, *Related Party Disclosures*, related parties include principal ownership (defined to include investments where the Fund combined with funds under common control hold interests greater than 10%), associated companies (defined as investments where the Fund combined with funds under common control hold interests less than 10% and have members on the Board of Directors), and Affiliates. Affiliates are defined as other investment funds managed by the Advisor and related parties of the Advisor.

Firebird Republics Fund, Ltd.

Notes to Consolidated Financial Statements (continued)

**11. Related Party Transactions (continued)**

Outstanding balances at year-end and transactions with these entities during the year were as follows:

	<u>Principal Ownership</u>	<u>Associated Companies</u>	<u>Affiliates</u>
Loan receivable	\$ 806,625	\$ —	\$ —
Interest receivable	38,846	—	—
Purchases of investments	1,652,794	—	4,461,738
Sales of investments	—	1,196,473	2,100,344
Realized gain (loss)	—	549,655	(3,145,046)

Outstanding balances at year-end and transactions with the SPV under the participation note during the year ended December 31, 2016, were as follows:

	<u>Firebird Republics SPV Ltd.</u>
Due to Firebird Republics SPV Ltd. under participation note as at December 31, 2015	\$ 40,432,378
Recognition of net change in unrealized capital gains tax liability on investments in securities held by the Fund on behalf of the SPV	635,287
Recognition of realized loss during the year on investments in securities held by the Fund on behalf of the SPV	(5,012,763)
Recognition of unrealized appreciation during the year on investments in securities held by the Fund on behalf of the SPV	3,598,589
Proceeds from sale of securities held by the Fund on behalf of the SPV	(37,247)
Increase in payable held by the Fund on behalf of the SPV	(46,432)
Due to Firebird Republics SPV Ltd. under participation note as at December 31, 2016	<u>\$ 39,569,812</u>

## Firebird Republics Fund, Ltd.

### Notes to Consolidated Financial Statements (continued)

#### 11. Related Party Transactions (continued)

Included in related parties are the following entities in which the Fund and Affiliates have a greater than 20% aggregate interest in the entity and/or a Director(s) seat is held.

<u>Name of Company</u>	<b>2016 Ownership by the Fund and Affiliates</b>	<b>2016 Investments Held by the Fund</b>	<b>Industry</b>
Amber Trust	2.34%	\$ 246,135	Miscellaneous
Arco Vara AS	10.65	464,953	Real Estate
Global Gold Corp	48.81	121,486	Gold
Iron Wolf Partners L.P.	45.05	423,966	Miscellaneous
NBD Bank*	6.86	1,897,085	Banking
PR Foods	56.97	461,475	Food
Sharyn Gol	71.86	28,956	Metallurgy & Mining
Sharyn Gol Holdings, Ltd.	88.46	82,092	Metallurgy & Mining
Tallink Grupp AS	5.45	5,706,319	Transportation
Teliani Valley	26.79	2,094,859	Consumer Products

\*Denotes investments in securities held by the Fund on behalf of the SPV under the participation note.

All investments in the above companies are carried at fair value, as discussed in Note 2.

The Fund provided an unsecured loan of \$803,700 to Global Beer Georgia, LLC., a company incorporated under the laws of Georgia, for which the Fund has principal ownership through its investment in Teliani Valley. The loan is at a commercial rate of interest and has been recorded at principal plus interest as of December 31, 2016. The principal and interest were fully repaid before the repayment date.

The Fund provided an unsecured loan of \$16,611 to Mogul Coal Holdings Pte. Ltd., a company incorporated under the laws of Singapore and a fully owned subsidiary of Firebird Mongolia Fund (Cayman) Ltd. The carrying value of this loan was written down to \$2,925 to reflect recent offers for Mogul Coal Holdings in which the loan was included as part of the deal price.



## Firebird Republics Fund, Ltd.

### Notes to Consolidated Financial Statements (continued)

#### 12. Investment Risks

The Fund's investments are based principally in the emerging economies of Russia, the other former Soviet republics, and certain Eastern European countries (the "Target Region"). Therefore, they are subject to the risks inherent in those economies including, but not limited to:

- **Political Risk** Changes in government policy of countries in the Target Region (such as nationalization, expropriation or confiscatory taxation, currency blockage, political changes, government regulation, social instability or diplomatic developments) could adversely affect the economies of the countries in the Target Region. In addition, any change in the leadership or policies of any countries in the Target Region may halt the expansion, or reverse the liberalization, of foreign investment policies now occurring and may adversely affect existing and potential investment opportunities for the Fund;
- **Legal Risk** Many of the laws that govern private and foreign investment, securities transactions, creditors' rights and other contractual relationships in countries in the Target Region are new and largely untested and not fully developed. As a result, the Fund may be subject to a number of unusual risks, including contradictory legislation, incomplete, unclear and changing laws, ignorance or breaches of regulations on the part of other market participants, lack of established or effective avenues for legal redress, lack of standard practices and confidentiality customs characteristic of developed markets, and lack of enforcement of existing regulations. There can be no assurance that difficulties in protecting and enforcing rights will not have a material adverse effect on the Fund and its operations. Laws and regulations of countries in the Target Region could change quickly and unpredictably and may impose restrictions or approvals that do not exist in countries with more developed market economies;
- **Market Risk** Stock prices are volatile and are affected by the real or perceived impacts of such factors as economic conditions and political events. The stock market tends to be cyclical, with periods when stock prices generally rise and periods where stock prices generally decline. Any given stock market segment may remain out of favor with investors for a short or long period of time, and stocks as an asset class may underperform bonds or other asset classes during some periods;

## Firebird Republics Fund, Ltd.

### Notes to Consolidated Financial Statements (continued)

#### 12. Investment Risks (continued)

- **Exchange and Currency Risk** At present, some of the currencies of countries in the Target Region are not freely and fully convertible into other currencies or traded internationally. Currency exchange values are also subject to direct and indirect government controls. Such internal exchange markets can therefore be said to be neither liquid nor competitive. Historically, many currencies in the Target Region have experienced sharp devaluations relative to the U.S. dollar and other Western currencies. The value of investments in the Fund will be affected by fluctuations in the value of local currencies against the U.S. dollar or by changes in local exchange control regulations, tax laws, withholding taxes, and economic or monetary policies. Additionally, since several of the countries in the Target Region are either Eurozone members or have local currencies pegged to the Euro, fluctuations in the Euro's value against the U.S. dollar will affect the Fund. Adverse fluctuations in currency exchange rates can result in a decrease in net return and in a loss of capital. Accordingly, investors must recognize that the value of Class A, Class M Common shares and Allocation shares can fall as well as rise for this reason;
- **Investments through Subsidiaries** The Fund may make investments in portfolio companies through wholly-owned or jointly-owned subsidiaries under certain circumstances, for example to minimize exposure to certain taxes, to facilitate future sales of portfolio companies, or to facilitate an initial offering of stock of the holding company on an international stock exchange. These subsidiaries may have different depositories, administrators and/or auditors than the Fund, or may have no such depository, administrator or auditors. Therefore, the use of these subsidiaries may subject the Fund to additional risks that would not have been incurred if investments were made directly;
- **Illiquidity of Investments** Securities held by the Fund may be subject to greater price volatility than is usually the case with stocks in more developed markets, in some cases to a substantial degree. A limited number of issuers often represent a disproportionately large percentage of market capitalization and trading value in markets in the Target Region. Also, the Fund may invest in securities that are acquired from companies in offerings that are not registered under U.S. or other securities laws. Such securities may be illiquid, may not be actively and widely traded, may only be traded by a limited number of institutional investors, or may not be traded at all. Registered securities may also be "deregistered" after they are acquired by the Fund;

## Firebird Republics Fund, Ltd.

### Notes to Consolidated Financial Statements (continued)

#### 12. Investment Risks (continued)

- **Settlement Risk** The clearing, settlement and registration systems through which transactions are executed and settled in certain countries in the Target Region are significantly less developed than those in more mature world markets. This can result in significant delays and other material difficulties in settling trades and in registering transfers of securities;
- **Quality of Information** Investors in the Target Region often have access to less reliable or less detailed information, including both general economic data and information concerning the operations, financial results, capitalization and financial obligations, earnings and securities of specific enterprises. The quality and reliability of information available to the Fund will, therefore, be less than in respect of investments in Western countries;
- **Taxation in Target Region** Investments by the Fund in the Target Region will have differing tax consequences. Not all jurisdictions in the Target Region have tax treaties providing relief from capital gains or other taxes. Consequently, the Fund may be subject to substantial taxation in certain jurisdictions. In order to minimize the tax consequences of investments, the Fund may invest through the Subsidiary or create investment vehicles in other jurisdictions or make investments directly. Tax laws and administration in certain countries in the Target Region, however, are fluid and often capricious, and there can be no assurance that the Fund will be able to anticipate all taxes or will be able to create a structure to minimize taxes in any particular jurisdiction;
- **Accounting Practices** Accounting standards in many nations in the Target Region frequently do not correspond to international accounting standards or generally accepted accounting practices in all material respects. In addition, auditing requirements and standards may differ from those generally accepted in the international capital markets and, consequently, information available to investors in developed capital markets is not always obtainable in respect of companies in the Target Region;

## Firebird Republics Fund, Ltd.

### Notes to Consolidated Financial Statements (continued)

#### 12. Investment Risks (continued)

- **Criminality** Organized crime and corruption, including extortion and fraud, remain common in many countries in the Target Region. Threats or incidents of crime may cause or force the Fund to cease or alter certain activities or liquidate certain investments, which may cause losses or otherwise have a material adverse effect on the Fund.

The above risks are not unique in the context of emerging markets investing.

The Fund could be affected, for the foreseeable future, by these risks and their consequences, and the effects could be significant. The accompanying consolidated financial statements do not include any adjustments that may result from the future clarification of these uncertainties. Such adjustments, if any, will be reported in the Fund's consolidated financial statements in the period when they become known and estimable.

#### 13. Commitments

In December 2016, the Fund, together with Firebird Aurora Fund, Ltd. ("Aurora") an affiliate of the Fund (collectively the "Funds"), entered into an indemnity and guarantee agreement (the "Indemnity Agreement") with JSC BGEO Group ("BGEO"), a joint stock company in which the Funds own shares. The Indemnity Agreement was in connection with a EUR 18.5 million loan extended by European Bank for Reconstruction and Development ("EBRD") and DEG – Deutsche Investitions – Und Entwicklungsgesellschaft MBH ("DEG") (collectively the "Lenders") to Global Beer Georgia, LLC (the "Company"), an affiliated company of BGEO and the Funds. BGEO has issued a project completion guarantee to the Lenders for the full amount of the loan. Under the Indemnity Agreement, the Funds have agreed to reimburse BGEO for up to 11.63% and 15.16%, being the Fund's and Aurora's respective ownership of the Company, of any payments BGEO may make to the Lenders pursuant to the project completion guarantee. The loan was used to finance the construction of a brewery by the Company. The entry into the Indemnity Agreement was for the commercial benefit of the Funds.

#### 14. Indemnifications

The Fund enters into contracts that contain a variety of indemnifications. The Fund's maximum exposure under these arrangements is unknown. However, the Fund has not had prior claims or losses pursuant to these contracts and expects the risk of loss to be remote.

## Firebird Republics Fund, Ltd.

### Notes to Consolidated Financial Statements (continued)

#### 15. Financial Highlights

Financial highlights for the year ended December 31, 2016, were as follows:

	<b>Class A</b>
<b>Per share operating performance</b>	
Beginning net asset value	\$ 787.92
Change in net assets resulting from operations:	
Net investment income	14.06
Net gain on investments and foreign currency transactions	185.35
Performance allocation	(0.77)
Net change in net assets resulting from operations	198.64
Ending net asset value	\$ 986.56
<b>Total return</b>	
Total return before performance allocation	25.31%
Performance allocation	(0.10)
Total return after performance allocation	25.21%
<b>Ratios to average net assets</b>	
Total expenses before performance allocation	(2.87)%
Performance allocation	(0.09)
Total expenses before and after performance allocation	(2.96)%
Net investment income	1.63%

Per share operating information and total return are calculated for Class A shares. Ratios to average net assets are calculated for Class A shares taken as a whole. An individual investor's per share operating performance, total return and ratios to average net assets may vary from these amounts and ratios based on the timing of capital transactions and differing management fee and performance allocation rates.

## Firebird Republics Fund, Ltd.

### Notes to Consolidated Financial Statements (continued)

#### **16. Credit Facilities**

As of December 31, 2016, the Fund had a credit agreement (“Credit Facility”) with Swedbank AS, pursuant to which the Fund has granted security over its assets held at Swedbank AS in order to have access to funds on a short-term basis to fulfill redemption requests in limited circumstances, as determined by the Advisor. Pursuant to the terms of the Credit Facility, the Fund can borrow up to \$2,700,000. These lines of credit are at market rates and as at December 31, 2016, there were no outstanding amounts due.

#### **17. Subsequent Events**

Management has evaluated events subsequent to year-end and through March 31, 2017, the date the consolidated financial statements were available to issue. During this period, the Fund recorded Class A subscriptions of \$943,952 and Class M subscriptions of \$750,000.

Effective January 1, 2017, the Fund created two sub-classes of Class A shares, being Sub-Class One Shares and Distribution Shares. All Class A shares held at year end were converted into Sub-Class One Shares and shareholders of this sub-class were allowed to convert their holdings into Distribution Shares. As a result, Sub-Class One Shares valued at \$1,291,510 were converted into Distribution Shares. As a result of the creation of the new sub-classes of shares, the Fund changed its method of accounting for the performance allocation from “Equalization Accounting” to “Series Accounting”.