

Form ADV Part 2A: Firm Brochure



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This brochure (“Brochure”) provides information about the qualifications and business practices of Essex Woodlands Management, Inc. If you have any questions about the contents of this brochure, please contact us at (281) 364-1555. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (“SEC”) or by any state securities authority.

Essex Woodlands Management, Inc. is a registered investment adviser. Registration of an investment adviser with the SEC does not imply a certain level of skill or training.

Additional information about Essex Woodlands is also available on the SEC’s website at www.adviserinfo.sec.gov.

Item 2 – Material Changes

Since Essex Woodland Management, Inc.’s last Brochure amendment on March 31, 2021, the Firm made an other-than-annual amendment on April 30, 2021 to reflect an update in regulatory assets under management in Item 4. In this year’s annual update, the Firm has closed on a new private fund, EW Healthcare Partners Fund 3, L.P. and EW Healthcare Partners Fund 3-A, L.P.

We routinely make changes throughout our Brochure to improve and clarify the descriptions of our business practices and compliance policies and procedures or in response to evolving industry and Firm practices. In this year’s filing, the following Items have been updated, in addition to certain immaterial and/or conforming changes related to the following:

- Item 4: updated to reflect updated regulatory assets under management as of December 31, 2021;
- Item 5: updated to clarify certain fees and expenses in connection with the new fund; and
- Item 8: updated description of risk factors and potential conflicts of interest in connection with the new fund.

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Item 4 – Advisory Business

Firm Description

Headquartered in Houston, Texas with offices in New York and London, Essex Woodlands Management, Inc., together with its relying adviser, Essex Woodlands Services Co., Inc., and general partners (in each case, unless the context otherwise requires) (“EW”, “we” or the “Firm”), is a private equity and venture capital firm which serves as the management company for its private funds. Founded in 1985 under its original name Essex Woodlands, EW manages private investment funds that focus on making growth equity investments in healthcare companies. We invest broadly across the healthcare spectrum in areas such as pharmaceuticals, medical devices and technology-enabled services. EW partners with management teams to accelerate growth and add value through our network of relationships and expertise in the healthcare sector.

A Delaware corporation, EW serves as the investment manager for and provides discretionary investment advisory services to private funds (each, a “Fund”) exempt from registration under the Investment Company Act of 1940 (“Investment Company Act”), as well as to co-investment vehicles established to invest alongside a Fund in a single portfolio company (each a “Co-Investment Fund” and collectively with the Funds, the “Funds”, unless the context otherwise requires). In certain circumstances, as more fully described in Item 7 below, the Firm also permits certain limited partners and third parties to co-invest directly into a portfolio company. Unlike the Co-Investment Funds mentioned above, such direct co-investments are not Funds or clients of EW.

Affiliates of EW serve as the general partners (the “General Partners”) of the Funds, which have the authority to make investment decisions on behalf of the Funds. The General Partners and the relying adviser are deemed to be registered pursuant to EW’s registration in accordance with SEC guidance. While the General Partners maintain ultimate authority over the respective Funds, EW or the relying adviser has been delegated the role of investment adviser. For more information about the Funds, General Partners and relying adviser, please see our Form ADV Part 1, Schedule D, Sections 7.A., 7.B.(1) and Schedule R.

Advisory Services

The Funds invest primarily in privately negotiated transactions in operating companies, generally referred to as “portfolio companies,” in the healthcare industry. Each portfolio company has its own independent management team responsible for managing its day-to-day operations, although our senior principals or other personnel and/or third parties appointed by us (such as operating partners and senior advisors) will generally serve on such portfolio companies’ respective boards of directors or otherwise act to influence control over management of portfolio companies held by the Funds. In addition, in some cases, EW will more directly influence the day-to-day management of portfolio companies by recruiting and installing certain individuals in various leadership roles, such as chief executive officer, chief operating officer, chief financial officer or in other roles. EW’s investment

advisory services to the Funds consist of identifying and evaluating investment opportunities, negotiating the terms of investments, managing and monitoring investments and achieving dispositions of such investments. Investments are made predominantly in nonpublic companies, although investments in public companies are permitted in certain instances. Specifically, on occasion, EW has invested in a public company or an EW portfolio company has been purchased by a public company.

Investment advice is provided directly to the Funds and not individually to the underlying limited partners in the Funds. EW manages the assets of the Funds in accordance with the terms of each Fund's private placement memorandum, limited partnership agreement, subscription agreements, side letter agreements, investment advisory agreements and/or other governing documents applicable to each Fund (the "Governing Documents") and limited partners determine the suitability of an investment in a Fund based on, among other things, the Governing Documents. The Governing Documents of each Fund identify the type of securities or other investment instruments in which the vehicle will invest and any investment restrictions or limitations with respect to these securities. We do not seek or require limited partner approval regarding each investment decision.

Limited partners generally cannot impose restrictions on investing in certain securities or types of securities, other than through side letter agreements. Limited partners in the Funds participate in the overall investment program for the applicable Fund and generally cannot be excused from a particular investment except pursuant to the terms of the applicable Governing Documents. In accordance with industry common practice, EW has entered into side letters or similar agreements with certain limited partners that have the effect of establishing rights under, or altering or supplementing, a Fund's Governing Documents. Examples of side letter rights entered into include co-investment preference, certain fee arrangements, notification provisions, reporting requirements and most favored nations provisions, among others. These rights, benefits or privileges are not always made available to all limited partners nor in some cases are they required to be disclosed to all limited partners, consistent with general market practice. Side letters are negotiated at the time of a Fund's formation, and once invested in a Fund, limited partners generally cannot impose additional investment guidelines on such Fund. There can be no assurance that the side letter rights granted to one or more limited partners will not in certain cases disadvantage other limited partners.

As of December 31, 2021, we managed approximately \$2.3 billion of regulatory assets under management, all on a discretionary basis.

Principal Ownership

The filing adviser, Essex Woodlands Management, Inc. is owned by President Martin Sutter, Managing Directors Immanuel Thangaraj and Jeff Himawan and Treasurer and Director Petri Vainio. The relying adviser, Essex Woodlands Services Co., Inc. is owned by Messrs. Sutter and Vainio and Managing Directors Scott Barry and Ron Eastman. For more information about our owners and executive officers, see EW's Form ADV Part 1, Schedule A and Schedule R.

Item 5 – Fees and Compensation

Compensation we receive is comprised of fees based on a percentage of assets under management and performance-based carried interest, as well as other fees and expenses paid by the Funds and the portfolio companies in which our Funds invest. The portfolio companies also reimburse us and the Funds for certain expenses advanced on their behalf. Limited partners should refer to the Governing Documents of the applicable Fund for a complete understanding of how EW is compensated, including a full description of the calculation of management fees. The information contained herein is a summary only and is qualified in its entirety by such documents.

Management Fees and Portfolio Company Fees

Each Fund pays EW a quarterly management fee (the “Management Fee”), in advance, equal to 2.0% per annum of aggregate non-affiliated limited partner capital commitments (“Commitments”). Each Fund’s Management Fee generally steps down following certain events specified in the relevant Governing Documents of such Fund and differs by Fund. Limited partners participating in a closing after the relevant Fund’s initial closing date generally bear the Management Fee from such initial closing date plus interest. The Management Fee is payable until all portfolio investments are distributed or until EW’s relationship with the applicable Fund is terminated for other reasons (as described in the relevant Governing Documents).

Management Fees are negotiated with limited partners during the fundraising period of the applicable Fund and are not subject to negotiation thereafter. The relevant General Partner is permitted, in its sole discretion, to waive all or a portion of the Management Fee payable by a limited partner (however these limited partners generally pay their pro rata share of certain Fund expenses). Management Fees differ from one Fund to another, as well as among limited partners in the same Fund. Such differences can arise from the size of a limited partner’s commitment, different limited partner classes, provisions of side letter agreements or other negotiated terms. In addition, Fund limited partners who co-invest in an EW investment are not charged a Management Fee on the co-investment portion of their investment (but again, such co-investors generally pay their pro rata share of certain expenses as described more fully below). Installments of the Management Fee payable for any period other than a full three-month period are adjusted on a pro rata basis according to the actual number of days in such period.

As per the provisions of the Governing Documents, EW is permitted to waive, defer, or reduce all or a portion of the Management Fee payable by a Fund in full or partial satisfaction of any obligation of EW and certain employees and affiliates of EW to invest in and alongside such Fund. Certain waived portions of the Management Fee are treated by the Governing Documents as deemed capital contributions by the relevant General Partner, which is effectively invested in the relevant Fund on such General Partner’s behalf and operates to reduce the amount of capital the applicable General Partner would otherwise be required to contribute to the Fund. Limited partner capital contributions are generally accelerated due to waived, deferred, or reduced Management Fees and/or the timing of receipt of fees subject to offsets, and Fund limited partners could thus receive less than the full benefit

of reductions or offsets. Waived, deferred, or reduced Management Fees are not subject to the Management Fee offsets described below.

Management Fees will generally be reduced by, as applicable: (i) the amount of fees paid by such Fund to entities or persons acting as a placement agent in connection with the offer and sale of interests in such Fund; (ii) costs incurred by EW in connection with the organization of such Fund that exceed a limit as specified in such Fund's Governing Documents; and (iii) (iv) certain supplemental fees and compensation with respect to portfolio investments, including all closing fees, investment banking fees, placement fees, commitment fees, breakup fees, litigation proceeds from transactions not consummated, monitoring fees, consulting fees, directors' fees and other similar fees (whether in the form of cash, securities or otherwise), the amount of which are paid by the Funds (directly, or indirectly by the portfolio companies) and are determined by EW on a transaction by transaction basis, subject to the terms set forth in each Fund's Governing Documents. Supplemental fees received are offset in whole or in part against the Management Fee by a pre-established sharing percentage that was negotiated between EW and each Fund's limited partners net of any expenses incurred in connection with such portfolio investment and any Management Fee waiver.

The following fees and expenses do not offset Management Fees, in each case as applicable: (i) any fees received by Operations Group members; (ii) reimbursements from a portfolio company; (iii) fees or expenses borne by a Fund; (iv) broken deal expenses; (v) profits interests or compensation to an affiliate that was entered into prior to such person becoming an affiliate of EW, regardless of when the interests, compensation or amounts crystallize or vest; or (vi) any portfolio company directors' or board fees paid by a former portfolio company to an EW employee who remains on the company's board of directors following the Fund's disposition of its investment in the company. The amount and manner of such reduction is set forth in the relevant Governing Documents of the applicable Fund. Any supplemental fees with respect to an investment or potential investment (including a transaction not consummated) are allocated to a Fund (and offset against the Management Fee as described above) only to the extent of the Fund's relative ownership (or anticipated ownership) of such investment or potential investment on a fully diluted basis, except as otherwise set forth in the Governing Documents. Accordingly, a Fund will, in most such cases, only benefit from the Management Fee reduction described above with respect to its allocable portion of any such supplemental fees and not the portion allocable to any other person that holds an economic interest in (or, in the case of a transaction not consummated, would have held an economic interest in) the applicable investment. Further, any such reduction of a Fund's Management Fee is only applicable to the extent a Management Fee is payable by a Fund currently or in the future. Thus, in the event a Fund does not pay a Management Fee (such as Funds that are past their investment period) or does not have an offset provision requiring the reduction of Management Fees (such as for certain special purpose vehicle Funds), EW will retain the credited offset portion of supplemental fees allocable to these Funds without reduction.

EW generally has discretion over whether to charge portfolio company fees, monitoring fees or other compensation to a portfolio company and, if so, the rate, timing, method and/or amount of such

compensation, as well as to charge such amounts at varying levels in a portfolio company's holding or operating structure. On occasion, in certain circumstances (such as a portfolio company's liquidity needs or otherwise) EW determines in its discretion to waive, defer or renegotiate, in whole or in part, the amount of supplemental fees received from a portfolio company. EW endeavors to require the payment of such fees only to the extent permitted by the earnings or cash position of the applicable portfolio company, and EW will defer or forego the payment of such fees if too burdensome for the portfolio company or at such time a senior credit agreement prohibits the payment of such fees. EW makes such determinations on a case-by-case basis and reserves the right to take different actions (or no action) with respect to similarly-situated portfolio companies

To the extent that such an offset credit would reduce a Fund's Management Fee for a given quarter below zero, the credit will be carried forward for future application against payable Management Fees, and if a credit remains upon dissolution, a payment will be made to limited partners that have not elected to waive such amount for tax or other reasons.

General Partner's Carried Interest

As described briefly in Item 6 below and in further detail in each Fund's Governing Documents, the General Partner of each Fund is entitled to be allocated performance-based Carried Interest ("Carried Interest") with respect to certain Funds, which is typically 20% of cumulative net profits in excess of a certain level (for example, for the most recent Fund, profits in excess of an annually compounded preferred return (or hurdle) rate) and are subject to a "clawback" provision.

Fee Receipt Allocation

From time to time, EW, a Fund or a portfolio company is permitted to pay a transaction fee, portion of Carried Interest, equity grant or other fee to a third-party, such as an operating partner, senior partner, consultant, advisor, finder, placement agent, broker and/or investment banker. Similarly, on occasion certain members of a portfolio company management team receive additional compensation, including bonus payments based on the applicable portfolio company meeting certain success hurdles. Such compensation indirectly reduces the proceeds available for distribution to the relevant Fund at the time of such portfolio company's sale. None of these fees or compensation offset Management Fees payable by a Fund.

Operations Group

EW utilizes an Operations Group ("Operations Group") comprised of operating partners and senior advisors primarily to assist the Firm in sourcing transactions and providing manufacturing, sales, marketing, technology, human resources, acquisition integration/rationalization and/or other operations services, acquisition or other due diligence, or similar services to the Funds or any portfolio company or prospective portfolio company of the Funds.

Pursuant to the relevant Governing Documents, fees and expenses associated with the services paid to Operations Group members are paid and/or reimbursed by the applicable portfolio companies (generally in the case of consummated transactions) and/or the Funds (generally in the case of unconsummated transactions), and do not offset the Management Fee. Such fees and expenses can include salary, retainer, profits or equity interests in a portfolio company or Fund (including, on occasion, a portfolio company or Fund in which they are not involved), a share of proceeds upon sale of a portfolio company and/or other incentive-based compensation to the Operations Group Member, which is typically determined according to one or more methods, including the value of the time (including an allocation for overhead and other fixed costs) of the Operations Group member, a percentage of the value of the portfolio company, the invested capital exposed to such portfolio company, amounts charged by other providers for comparable services and/or a percentage of cash flows from such company. Additionally, portfolio companies on occasion provide opportunities for the Operations Group member(s) working on such portfolio company to invest in the portfolio company on which he or she is working. Further, portfolio companies typically reimburse Operations Group members for costs and expenses incurred by such Operations Group members for performing work on such portfolio company. Operations Group members are also entitled to receive remuneration from the General Partner and/or the Funds and/or are entitled to other forms of compensation. EW often appoints an Operations Group member to serve on the board of an EW portfolio company, which fees are generally paid directly by such portfolio company to the Operations Group member. Certain fees payable to an Operations Group member are associated with a particular transaction and will typically be included in the closing costs payable by the applicable portfolio company. In the event an Operations Group member provides work for a portfolio company in addition to board service, any such fees are paid by the portfolio company directly to the Operations Group member. Over time, certain existing and former employees of EW (including senior personnel) will on occasion transition to an Operations Group role, which would shift the burden of compensating such persons from EW to the Funds and/or their portfolio companies. The determination of the appropriate form and amount of compensation for such services takes into account a variety of factors but will ultimately be at the discretion of EW and/or the portfolio company, as applicable. Some Operations Group members are also limited partners in the EW Funds and participate as direct investors in the portfolio companies in which they are involved.

None of these fees, bonuses, profits interests, investment opportunities, reimbursements and other compensation paid to an Operations Group member will offset the Management Fee.

Co-Investment Expenses

In certain circumstances, EW permits certain limited partners and third-party investors to co-invest in investments alongside one or more Funds, subject to EW's related policies and procedures, the relevant Governing Documents and/or side letter(s) or similar arrangements. Since co-investments will not be made through a main Fund, any compensation received in connection with a co-investment does not arise out of the investment activities of a main Fund or actions taken directly or indirectly by EW on behalf of such Fund and, therefore, none of such fees and other co-investor-related

compensation reduces the Management Fee paid by such Fund. Co-investors generally do not bear a Management Fees nor pay Carried Interest, but do share in their pro rata portion of Fund expenses, as applicable. Where a co-investment vehicle is formed, such entity will bear expenses related to its formation and operation, many of which are similar in nature to those borne by the Funds.

In the event a proposed transaction is not consummated, no such co-investment vehicle generally will have been formed, and the full amount of any fees and expenses generated in the course of evaluating such investments, including out of pocket fees associated with due diligence, attorney fees, fees of the other professionals and various other fees relating to such proposed but not consummated transaction (“broken deal expenses”) therefore will generally be borne by the Fund(s) selected as proposed investors for such proposed transaction and not by any prospective co-investors that were to have participated in such transaction. Co-investors who commit to a transaction after a Fund signs a definitive purchase agreement will lower the risk of broken deal or similar expenses incurred by such Fund (and indirectly, by such Fund’s limited partners) in connection with such transaction based on the timing of when a co-investor becomes contractually obligated to invest. Broken deal expenses incurred in connection with a follow-on investment for an existing portfolio company for which the co-investment was originally created are generally recorded at such portfolio company.

Offering and Organizational Expenses

Each limited partner will bear its pro rata share of a Fund’s expenses incurred in connection with the organization of the Fund (“Organizational Expenses”). The amount and type of Organizational Expenses varies by Fund and is further detailed in the Governing Documents of such Fund. Any amounts in excess of such permitted limit are offset dollar for dollar against Management Fees.

Fund Expenses

Each Fund is governed by its own Governing Documents, which details a description of expenses for such Fund. While differences exist among Funds, the following is a description of expenses generally charged to each Fund. All limited partners indirectly bear certain operating and organizational expenses of the Funds, their subsidiaries and affiliate entities. Permitted fees and expenses typically refer to all fees, costs, expenses, liabilities and obligations relating to the Funds and/or its subsidiaries’ and/or intermediate entities’ activities, business, portfolio companies or actual or potential investments, including with respect to any entity formed to effect the acquisition and/or holding of a portfolio company (to the extent not borne or reimbursed by a portfolio company or potential portfolio company), including all fees, costs, expenses, liabilities and obligations (referred to collectively in this definition as “costs”) relating or attributable to: (i) activities with respect to originating, identifying and sourcing of investment opportunities for the Funds, including buy-side and sell-side finders’ fees and other similar deal sourcing payments, travel, meeting with consultants, finders, broker-dealers, investment banks and other sources of investments and developing and maintaining an investment pipeline; (ii) activities with respect to the pursuing, structuring, organizing, negotiating, consummating, financing, refinancing, diligencing (including any subscriptions to any periodicals, databases and/or research services), acquiring, bidding on, owning, managing, monitoring,

operating, holding, hedging, restructuring, trading, taking public or private, selling, valuing, winding up, liquidating, dissolving, or otherwise disposing of, as applicable, portfolio companies and a Fund's actual and potential investments (including follow-on investments) or seeking to do any of the foregoing (including any associated legal, financing, commitment, transaction or other costs payable to attorneys, accountants, tax professionals, investment bankers, lenders, expert networks and research firms, trade association memberships, third-party diligence and deal sourcing software, subscriptions and service providers, consultants and similar professionals in connection therewith, closing dinners, social and entertainment costs, after-hours meals and transportation, and any fees and expenses related to transactions offered to co-investors, including such fees and expenses relating to co-investment vehicles), whether or not any contemplated transaction or project is consummated and whether or not such activities are successful; (iii) indebtedness of, or guarantees made by a Fund, EW, a General Partner or any affiliated limited partner (including any credit facility, letter of credit or similar credit support and indebtedness entered into pending participation by a co-investor in an investment), including repayment of the principal and interest with respect thereto, or seeking to put in place any such indebtedness or guarantee; (iv) financing, commitment, origination and similar activities; (v) broker, dealer, finder, underwriting (including both commissions and discounts), loan administration, private placement fees, sales commissions, investment banker and similar services; (vi) brokerage, sale, custodial, local paying agent, trustee, record keeping, account, registered office and similar services (including any depositary appointed pursuant to the AIFMD and any Swiss representative or Swiss paying agent appointed pursuant to the Swiss Collective Investment Schemes Act (as amended), and its implementing ordinance); (vii) legal, accounting, research, auditing, technology, administration (including costs associated with a Fund's compliance with any anti-money laundering laws and regulations and any third-party administrator and administration, tracking or reporting software, if any), information, appraisal, advisory, valuation (including third-party valuations, fairness opinions, appraisals or pricing services as well as costs related to the establishment or maintenance of such other services), consulting (including costs relating to hiring consultants (*e.g.*, headhunter fees, background checks or relocations costs), consulting and retainer fees, salary, expense reimbursement and other compensation paid to, and benefits or personnel costs provided to or on behalf of the Operations Group (defined below) or any of its members, consultants performing investment initiatives or providing services related to environmental, social and governance investment considerations and policies and other similar consultants), tax and other professional services (including costs related to the establishment or maintenance of any such activities or services); (viii) expenses associated with the reporting, filings or other ongoing compliance requirements contemplated by the AIFMD; (ix) reverse breakup, termination and other similar arrangements; (x) insurance, including directors and officers liability, fidelity bond, portfolio company management liability, cybersecurity, errors and omissions liability, property and casualty, crime coverage and general partnership liability premiums and other insurance and regulatory costs (including costs related to any retention or deductibles and broker costs and commissions) and any consultants or other advisors utilized in the procurement, review, maintenance and analysis of insurance; (xi) filing, title, transfer, survey, registration and other similar activities; (xii) printing, communications, mailing, courier, marketing and publicity; (xiii) the preparation, distribution or filing of financial statements or other reports, tax returns, tax estimates,

Schedule K-1s or similar forms or other communications with limited partners, or any other administrative, compliance or regulatory filings or reports (including Form PF and Bureau of Economic Analysis Reports), or other information, including costs of any third-party service providers, distribution agents and professionals related to the foregoing; (xiv) compliance with any tax or financial account reporting regime, including the Foreign Account Tax Compliance Act, the Organization for Economic Cooperation and Development Standard for Automatic Exchange of Financial Account Information – Common Reporting Standard and any similar laws, rules and regulations, including any costs of any third-party service providers and professionals related to the foregoing; (xv) developing, licensing, implementing, maintaining or upgrading any web portal, extranet tools, computer software (including accounting, limited partner reporting, ledger systems, financial management and cybersecurity) or other administrative or reporting tools (including subscription-based services); (xvi) any activities with respect to protecting the confidential or non-public nature of any information or data, including confidential information (including any costs incurred in connection with the General Data Protection Regulation (EU 2016/679 (as amended)) or the Freedom of Information Act, 5 U.S.C. § 552, any state public records access laws, any state or other jurisdiction’s laws similar in intent or effect to the Freedom of Information Act or any other similar statutory or regulatory requirement that might result in the public disclosure of confidential information); (xvii) activities or proceedings of each Fund’s advisory board (including any costs and expenses incurred by representatives of EW, the advisory board members, permitted observers and other persons and entities in attending or otherwise participating in meetings of an advisory board); (xviii) indemnification (including legal any other costs incurred in connection with indemnifying any entity or other person pursuant to the relevant Fund limited partnership agreement or otherwise and advancing costs incurred by any such entity or person in defense or settlement of any claim that is subject to a right of indemnification), except as otherwise set forth in the relevant limited partnership agreement(s); (xix) actual, threatened or otherwise anticipated litigation, mediation, arbitration or other dispute resolution process, including the costs of discovery related thereto and any judgment, other award or settlement entered into in connection therewith; (xx) any annual periodic or special meeting of the partners any other conference, meeting or webcast or other video conference with any limited partner(s), and any periodic executive forum of portfolio company management and/or other entities or persons in each case, including any costs associated with venue, set-up, room and board, dining, entertainment, gifts and mementos, honorarium, events or speakers and other meeting or conference-related costs), in each case to the extent incurred by Funds, the General Partners or any other affiliate of EW; (xxi) the Management Fee; (xxii) except as otherwise determined by EW in its sole discretion, any cost relating to any alternative investment vehicle or its activities, business, portfolio companies or actual or potential investments (to the extent not borne or reimbursed by a portfolio company of such alternative investment vehicle) that would be a Fund expense if it were incurred in connection with a Fund, and any costs incurred in connection with the formation, management, operation, termination, winding up and dissolution of any feeder vehicles related to a Fund to the extent not paid by the limited partner investing in such entities, and any other costs related to any structuring or restructuring of a Fund any alternative investment vehicle, and their respective portfolio companies and affiliated entities; (xxiii) the termination, liquidation, winding up or dissolution of a Fund and any

entities owned directly or indirectly by a Fund (including portfolio companies) and related entities; (xxiv) defaults by limited partners in the payment of any capital contributions; (xxv) amendments to, and waivers, consents or approvals pursuant to, the constituent documents of the Funds, the parallel Funds, the General Partners, the parallel Fund General Partners, the ultimate general partner, EW, any entities owned directly or indirectly by a Fund (including portfolio companies) and any alternative investment vehicle of a Fund or parallel Fund, including the preparation, distribution and implementation thereof; provided that, with respect to amendments to, and waivers, consents or approvals pursuant to, the constituent documents of a General Partner, a parallel fund General Partner, an ultimate general partner and EW, such amendments, waivers, consents or approvals relate to the affairs of a Fund, parallel Fund or any alternative investment vehicle thereof; (xxvi) (A) compliance with any law, rule, regulation, policy directive or special measure (including in relation to regulatory compliance, privacy, data protection, know-your-customer, anti-money laundering, sanctions or anti-terrorism considerations), including any legal, administrator, consulting or other third-party service provider costs related thereto, any regulatory costs of a General Partner or any of its affiliates incurred in connection with the operation of a Fund) and any costs related to compliance with any environmental, social or governance or other investment considerations and policies applicable to a Fund, a General Partner and/or any of their respective affiliates and/or (B) the validation or other confirmation of any payments made to a Fund or a General Partner (including as a result of any anti-money laundering laws, rules or regulations); (xxvii) any litigation or governmental inquiry, investigation or proceeding, including any costs of discovery related thereto and the amount of any judgments, settlements or fines paid in connection therewith, except to the extent such expenses or amounts have been determined to be excluded from the indemnification provided for in the relevant limited partnership agreement; (xxviii) any consultants, experts or advisors, including independent appraisers, engaged by EW (to the extent EW deems such an engagement advisable under the circumstances) in connection with a Fund considering, making, holding or disposing of, directly or indirectly, an investment; (xxix) unreimbursed costs incurred in connection with any transfer or proposed transfer or any limited partner's name change, internal restructuring or change in trust, registered agent or custodian; (xxx) any taxes, fees and other governmental charges levied against a Fund and/or any alternative investment vehicle and all costs incurred in connection with any tax audit, inquiry, investigation settlement or review of a Fund and/or any alternative investment vehicle (except to the extent that a Fund is reimbursed therefor by a reimbursing partner and any costs of or related to a partnership representative, provided that nothing in this clause (xxx) shall affect the treatment of any such amount; (xxxi) distributions to the limited partners and other costs associated with the acquisition, holding and disposition of investments, including extraordinary expenses (including breakup or topping fees or other liabilities or obligations incurred for transactions not consummated); (xxxii) unreimbursed expenses and unpaid fees of the Operations Group or its members, employees or other persons engaged by the Operations Group; (xxxiii) compliance or regulatory matters, except as otherwise set forth in the relevant Governing Documents and/or any side letter or similar agreement;; (xxxiv) amendments to, and waivers, consents or approvals pursuant to, side letters and similar agreements with limited partners; (xxxv) attendance of any member, manager, shareholder, partner, director, officer, employee, Operations Group member or affiliate of a General Partner or

any of its affiliates at any trade conference, including any applicable registration costs and exhibition, sponsorship or other presentation costs; (xxxvi) any travel (including, where appropriate as determined by a General Partner, the cost of private air travel up to an amount equal to the corresponding first class commercial airfare), other air travel, lodging, meals or entertainment relating to any of the foregoing, including in connection with consummated and unconsummated investment and disposition opportunities; (xxxvii) any of the items listed in clauses (i) through (xxxv) above relating to any investment, restructuring, taking public or private, disposition, transaction, project or other opportunity not consummated or otherwise not successful and/or that may have been offered to co-investors (including co-investors' proportionate share of any expenses related to an investment or other opportunity not consummated); (xxxviii) the costs of hosting or attending training programs, meetings or other events for portfolio companies, their executives and/or their personnel; (xxxix) any organizational expenses; (xl) any placement fees; and (xli) any other costs approved by the relevant Fund advisory board.

Out-of-pocket expenses associated with completed transactions are either billed directly to a Fund, reimbursed by portfolio companies or capitalized as part of the acquisition price of a consummated transaction. Out-of-pocket expenses associated with unconsummated transactions (*i.e.*, broken deal expenses) are paid by the relevant Fund(s) selected as proposed investors in such transaction.

For information on EW's brokerage practices and fees, please see Item 12, below.

Expense Reimbursement

Certain expenses related to EW's oversight of portfolio companies incurred on behalf of the Funds are reimbursed by a portfolio company pursuant to a management services agreement with the portfolio company. These expenses are paid by EW and reimbursed by a portfolio company or paid directly by a portfolio company. Such expenses can include, without limitation: (i) travel expenses, which can include expenses for chartered or first-class travel and meals and entertainment expenses (such expenses including, as applicable, those relating to (a) the usage of premium black car and other car services, which from time to time include waiting time and (b) social and entertainment events, including closing dinners and mementos, with portfolio company management, customers, clients, borrowers, brokers and service providers); (ii) expenses relating to training programs, meetings, conferences or other events (to the extent such programs, meetings or events are attended by portfolio company personnel); (iii) premium meals (including outside normal business hours); (iv) expenses relating to hiring portfolio company personnel (including background checks, recruiting and relocation expenses); (v) indemnification expenses; (vi) insurance; (vii) corporate filings; (viii) certain legal expenses; (ix) similar out-of-pocket expenses; (x) consulting fees; and (x) other consideration and expenses. In addition, to the extent a Fund or EW initially bears the cost of certain fees or expenses but the benefit of the related services or expense is also received by another Fund, portfolio company or future fund or portfolio company, EW will determine, subject to its ultimate discretion, whether to cause such other Fund or portfolio company to reimburse the initial Fund or EW for such fees or expenses. Reimbursement by a portfolio company of out-of-pocket expenses incurred by EW, a

General Partner or their respective affiliates will not be offset against the Management Fee payable by the Funds.

Allocation of Fees and Expenses

EW will allocate fees and expenses to be borne by the Funds and other limited partners or investors (including expenses incurred in connection with transactions that are not consummated) in accordance with the Fund's Governing Documents or, to the extent the Governing Documents do not expressly provide for a method of allocation or to the extent that an invoice does not relate to a specific Fund, as determined by EW in good faith and in its fair and reasonable discretion in accordance with its internal policies and procedures. Where one or more Funds to which an expense would otherwise be allocable are not permitted to receive an allocation based on the applicable Governing Documents, the portion of the expense attributable to such Fund(s) will be borne by EW.

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

All Funds we advise are subject to the General Partner's Carried Interest as well as Management Fees. Carried Interest is considered a performance-based fee as it is based on a share of capital gains on the assets of a Fund. Carried Interest is normally allocated as 20% of the net profits in excess of certain levels (for example, for the most recent Fund, profits in excess of an annually compounded preferred return (or hurdle) rate of 8%), however, some Funds charge a different percentage of net profits and/or have different rates of preferred return. Calculated based on cumulative realized gains and income only, Carried Interest is allocated to a General Partner as portfolio holdings are liquidated or otherwise monetized and each General Partner's Carried Interest is subject to a "clawback" provision if the amount distributed exceeds the amount to which the General Partner was entitled.

EW's Carried Interest allocations have been structured subject to Section 205(a)(1) of the Advisers Act in accordance with the available exemptions thereunder, including the exemption set forth in Rule 205-3. The General Partner of each Fund is permitted, in its sole discretion, to waive or reduce the amount of Carried Interest for a Fund or for a limited partner in a Fund. Specifically, co-investors do not pay Carried Interest and if principals, employees and their respective family and/or Operations Group members are limited partners, they will generally pay reduced Carried Interest or none at all. The Governing Documents for each Fund set forth the precise calculation of Carried Interest and detail the foregoing provisions as they apply to such Fund, which varies between Funds; limited partners receive a copy of the Governing Documents prior to investment in each Fund.

The fact that a General Partner's Carried Interest is based on a percentage of net profits has the potential to create an incentive for the General Partner to cause a Fund to make riskier or more speculative investments or to hold an investment longer than otherwise would be the case. In addition, because the Funds have a fixed investment period after which capital from limited partners generally can only be drawn down in limited circumstances, and because the Management Fee is, at certain times during the life of a Fund, calculated based upon the amount of capital invested by such Fund, the Management Fee structure has the potential to create an incentive for the General Partner to

deploy capital when it might not otherwise have done so. However, we believe we have a limited incentive to favor certain Funds since, as described above, all main Funds we manage are subject to both Carried Interest and Management Fees and limited overlap in investment periods and investment opportunities among accounts is expected to occur in practice. Additionally, we believe this incentive is sufficiently mitigated due to the fact that: (i) the applicable Governing Documents create limitations on the ability of EW to establish new investment funds; (ii) any losses a Fund sustains will reduce each General Partner's Carried Interest distribution; (iii) Carried Interest is generally calculated only after limited partners have received as distributions 100% of their capital contributions plus a preferred return; (iv) the applicable General Partner often makes a substantial commitment to each Fund to invest its own capital alongside the limited partners; and (v) EW's ability to attract future limited partners is tied to the performance of its investments.

EW manages multiple Funds or other investment vehicles (including Co-Investment Funds) with similar investment strategies on a side-by-side basis. Management of multiple vehicles on a side-by-side basis has the potential to create conflicts of interest with regard to EW's allocation of investment opportunities, expenses, time and attention of advisory personnel and consideration for certain transactions. These conflicts of interest can create an incentive for the Firm or its personnel to favor a Fund in which EW or an affiliate has a greater financial interest. To help minimize such conflicts of interest, EW allocates investment opportunities which satisfy the investment parameters of more than one Fund in accordance with EW's policies and procedures, the applicable Governing Documents and taking into consideration certain factors as determined in the Firm's sole discretion, which include, but are not limited to: the amount of available capital commitments of the applicable Fund(s); anticipated future capital requirements of an investment opportunity; life-cycle of the applicable Fund(s); expected time to obtain liquidity; legal, tax and regulatory considerations; and any other factors deemed relevant by EW. EW's procedures are designed to ensure that all investment decisions are made in accordance with EW's fiduciary duties to its Funds and without consideration of EW's (or its affiliates' or employees') pecuniary interest. EW will not allocate investment opportunities based in whole or in part, on the relative fee structure or amount of fees paid by any Fund or co-investment vehicle or the profitability of any Fund. Investment allocation decisions are determined by the Investment Committee.

Item 7 – Types of Clients

EW provides investment advisory services to its Funds. Limited partners in the Funds must meet certain financial sophistication and net worth requirements in addition to other investment criteria. The Funds limit their limited partners to persons or institutions who are: (i) "accredited investors" as defined in the Securities Act of 1933, as amended ("Securities Act"); (ii) "qualified purchasers" or "knowledgeable employees", each as defined in the Investment Company Act; or (iii) if applicable, "qualified clients", as defined in the Advisers Act. The Funds are not registered or required to be registered under the Investment Company Act; are not made available to the general public; their securities are not registered or required to be registered under the Securities Act; and Fund interests are privately placed to qualified investors. Qualified investors include individuals or entities to which

Fund interests are permitted to be sold, which generally includes (i) in the United States, people or organizations who meet certain net worth, income and/or financial sophistication requirements as described above or (ii) in other countries, as permitted by the relevant securities laws in such jurisdiction and in compliance with any foreign offering provisions applicable to EW and/or the Funds. Limited partners considering an investment in the Funds should consult with their own investment, tax and/or legal consultants prior to investing.

Limited partners in the Funds include a variety of institutional limited partners, including endowments, pension and profit-sharing plans, governmental pension funds, fund of funds, limited partnerships and other business entities. Additionally, the Funds include, directly or indirectly, principals or other employees of EW and its affiliates and members of their families, operating partners and Operations Group members, senior advisors and other service providers of EW.

The minimum commitment for a limited partner is outlined in the Governing Documents of each Fund and ranges from \$100,000 to \$1 million minimum commitment, depending on the Fund. The General Partner of each respective Fund maintains the discretion to accept less than the minimum investment threshold.

On occasion, EW offers co-investment opportunities to certain limited partners and third-party investors to invest alongside a Fund in Fund portfolio companies. Co-investments have been structured either as (i) a separate Fund or (ii) a direct investment by certain investors into a portfolio company or its holding or operating company. When structured as a Fund, EW considers the investment to be a Fund client, identifies the Fund in its Form ADV Part 1, Schedule D, Section 7.B.(1), obtains an audit for the Fund, reserves the option to assess a Management Fee and/or Carried Interest on such Fund and includes the amount of assets of such Fund in the Firm's regulatory assets under management. In the case of direct co-investments, EW does not consider the investment to be a Fund or a client, does not act as the investment manager to the co-investment portion of the investment, does not charge Management Fees or Carried Interest to the investment, does not have custody of the investment or include the amount of assets of the co-investment in the Firm's regulatory assets under management. In such direct co-investment opportunities, we will perform management, advisory and other services for the portfolio companies in which these co-investors invest, generally at no additional cost to such co-investors except portfolio company fees and expenses (which such fees and expenses are recorded at the portfolio company).

We have the ability to create a co-investment opportunity if an investment requires additional capital, is too large for a Fund to make on its own either under the Fund's limited partnership agreement or based on the sole discretion of the General Partner, or if we believe it would be in the Fund's best interest to bring a co-investor to the deal. Subject to any restrictions contained in the Governing Documents of the relevant Fund, any side letter or other terms negotiated with respect to such Fund or agreements with lenders, in general no limited partner has a right to participate in any co-investment opportunity. EW's exercise of discretion in allocating co-investment opportunities often will not result in proportional allocations among such co-investors and such allocations can be more or less

advantageous to some co-investors relative to other co-investors. When a co-investment is offered, the size of the investment opportunity otherwise available to EW's Fund(s) will be less than it would otherwise have been without the inclusion of such co-investors.

Opportunities to co-invest in a portfolio company are made available to select limited partners or third parties, including, without limitation, management or founders of the applicable portfolio company, co-sponsors, strategic investors, lenders, deal sources (including finders and consultants), other sponsors (including other private equity or venture capital firms), service providers, Operations Group members or other persons or entities affiliated, associated or otherwise known to EW or its personnel. EW will, in its sole discretion, evaluate each co-investment opportunity on a case by case basis. In evaluating a co-investment opportunity, we consider the following factors, among others that arise from time to time: (i) the ability and expected interest of the interested co-investor to participate in the co-investment and to meet the desired due diligence, approval and funding timetable; (ii) the dedicated amount of co-investment resources of the interested co-investor; (iii) the specific industry expertise of the interested co-investor as it relates to each potential co-investment opportunity; (iv) EW's prior experience with the investor, including as a limited partner in a Fund and in prior co-investment deals, as well as the interested co-investor's general reputation and experience as a co-investor; and (v) the value added or strategic benefit of the interested co-investor to the deal. Additionally, certain individuals who source transactions or provide financing have in the past and expect in the future to negotiate co-investment rights or co-investment priority rights as a component of their compensation or other arrangements with the relevant Fund(s). In some circumstances, a portfolio company requires consent rights over our selection of a co-investor.

Co-investments typically involve investment and disposal of interests in the applicable portfolio company at the same time and on the same terms as a Fund making the investment. However, from time to time, for strategic and other reasons, a co-investor or Co-Investment Fund purchases a portion of an investment from a Fund after such Fund has consummated its investment in the portfolio company (also known as a post-closing sell-down or transfer). Any such purchase from a Fund by a co-investor or co-investment vehicle generally occurs shortly after the Fund's completion of the investment to avoid any changes in valuation of the investment. The Funds also will bear the risk that any co-investors acquiring an interest in an investment after the closing of such investment may acquire such interest on terms that do not reflect the then-current value of such investment.

In the event EW is not successful in offering a co-investment opportunity to potential co-investors, in whole or in part, it is possible that a Fund will consequently hold a greater concentration and have greater exposure in the related investment opportunity than was originally intended, which could make the Fund more susceptible to fluctuations in value resulting from adverse economic and/or business conditions with respect thereto and would result in a greater concentration of risk as a result. To mitigate such risk, each investment is subject to concentration limits as described in the relevant Fund Governing Documents. Despite these concentration limits, it is possible an investment that is not syndicated to co-investors as originally anticipated could result in a significant impact to a Fund's overall investment returns.

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

Investment Strategy and Analysis

Strategy. We focus on making growth equity investments in middle market healthcare companies. We invest broadly across the healthcare spectrum in areas such as pharmaceuticals, medical devices and technology-enabled services. EW partners with management teams to accelerate growth and add value through our network of relationships and expertise in the healthcare sector. Our investment strategy is to seek to invest in rapidly growing middle market healthcare companies, which typically have \$20 million to \$100 million of revenue at the time of our investment. The drivers of revenue growth are different in each investment, and include, but are not limited to, growth strategies such as expanding a sales force, expanding the geographic territory or countries where the products are sold, the acquisition of additional complementary products or companies and developing or launching new products.

Our Funds' portfolio company investments generally take the form of direct, primary investments in preferred equity securities focused on the pharma and the medtech sectors. The Funds also occasionally purchase secondary shares in recapitalizations and buyouts. Further, the Funds are permitted to invest up to 15% of committed capital in public securities purchased through privately negotiated PIPE transactions with public companies that meet the same investment criteria as the Funds' private companies. We intend to typically act as the lead investor and often will have "de facto" control over our Fund portfolio companies, even though a Fund will typically own a large minority position and will only occasionally own a majority of the company. Investment in a single portfolio company will typically range from \$20 million to \$80 million. The size of each Fund's investments in a portfolio company is typically determined by the capital needs of the portfolio company.

Sourcing. We typically source deals primarily through our network of extensive industry contacts of the EW team. Portfolio companies have approached or been referred to EW because of the deep domain expertise and reputation of the EW investment team. We also seek to identify particularly attractive investment themes and sub-sectors of healthcare and pro-actively approach what we believe to be the most attractive companies in these sub-sectors as prospective new investments. We typically source over 100 potential new investments every year and typically make only four to five new investments each year, resulting in a high level of selectivity in identifying the most attractive investment opportunities. EW's domain expertise and the industry relationships of the EW team have generated proprietary investment opportunities for the Firm.

Analysis. Once viable investment opportunities are sourced, and EW has met with a company on one or more occasions, the sponsoring Managing Director and usually one or two other investment professionals will propose to the appropriate sector team if they believe an investment opportunity deserves further evaluation. Their assessment or investment thesis is usually based on a preliminary analysis of information gathered under confidentiality that addresses multiple factors. If the sector team decides that it would like to move forward on the opportunity, the sponsoring team will generate

a brief overview of the opportunity and distribute it to the Firm's Executive Committee. If the Executive Committee decides the opportunity meets EW's strategic requirements and resources are available to appropriately pursue the opportunity, the Executive Committee will assign a formal deal team to the opportunity and the sponsoring team will prepare a preliminary investment memorandum and review it with the entire investment team on a conference.

EW focuses its due diligence efforts on validating its investment thesis in general and optimizing the increase in value, the reduction of risk and the preservation of capital in particular. As such, we on occasion use consultants to analyze particular issues, but we prefer to rely on our considerable domain expertise and conduct the most critical due diligence ourselves. Our due diligence review typically includes identifying and developing a plan to assess each of the following critical success factors and risks associated with an investment opportunity: business; industry and competitive analysis; growth thesis; management assessment; and legal and financial review.

Approval. If due diligence both validates the investment thesis and appropriately addresses the mandate for achieving an optimal balance between increasing value while seeking to reduce risk and preserve capital, the deal team will prepare a final Investment Memorandum recommending an investment. The Investment Memorandum is reviewed by the entire investment team at a regularly scheduled partner meeting during which the management team of the target company profiles the business, its performance and strategic growth plans.

The Investment Committee will then weigh the merits of the opportunity by itself and against competing opportunities as well as the strategic fit within the Fund's investment horizon. If approved, the negotiation of terms, which are subject to final due diligence, is pursued.

Risk Factors

Acquiring an interest in any Fund involves a number of risks. An investment in a Fund should be deemed a speculative investment and is not intended as a complete investment program; it is designed for sophisticated investors who fully understand and are capable of bearing the risk of an investment in a Fund. No guarantee or representation is made that the Funds will achieve their investment objective or that limited partners will receive a return of their capital.

All investing involves a risk of loss and the investment strategies we offer could lose money over short or even long periods. The possibility of loss of capital exists. *A more complete description of applicable risks is available in the Governing Documents of each Fund.* The description contained below is a brief overview of some of the different market risks related to our investment strategies. Different or new risks not addressed below can, and are likely to, arise in the future and, therefore, the following list is not intended to be exhaustive. While the following discusses risks as they relate to the Funds, co-investment vehicles will also be subject to some or all of the following risks, depending on the risks associated with the applicable transaction or investment strategy. To the extent certain co-investment vehicles pursue investments or strategies that are not pursued by the Funds, such co-investment

vehicles will likely be subject to additional risks as described in their respective offering documents. Risks and potential conflicts of interest include, but are not limited to, the following:

Business Risk. The Funds' investment portfolios consist primarily of securities and/or interests issued by privately and publicly held companies, and operating results in a specified period will be difficult to predict. Such investments are illiquid and involve a high degree of business and financial risk that can result in substantial losses. In particular, these risks could arise from changes in the financial condition or prospects of the companies in which the investment is made, changes in national or international economic and market conditions and changes in laws, regulations, fiscal policies or political conditions of countries in which investments are made, including the risks of war, revolutions and the effects of terrorist attacks. The possibility of partial or total loss of capital will exist and limited partners should not invest unless they can readily bear the consequences of such loss.

Investment in Junior Securities. It is possible that the securities in which a Fund invests will be among the most junior in a portfolio company's capital structure and, thus, subject to the greatest risk of loss. Generally, there will be no collateral to protect a Fund's investment once made.

Concentration of Investments; Lack of Diversification. The Funds will participate in a limited number of investments in one industry. As a result, the Funds' investment portfolios are expected to be highly concentrated, and the performance of a few holdings has the potential to substantially affect a Fund's aggregate return. The Funds focus on investments in the healthcare industry. Instability, fluctuation or an overall decline within the healthcare industry will likely not be balanced by investments in other industries not so affected. In the event that the healthcare industry as a whole declines, returns to the limited partners would most likely decrease. In circumstances where EW intends to refinance all or a portion of the capital invested in a transaction, there will be a risk that such refinancing will not be completed, which has the potential to lead to increased risk as a result of a Fund having an unintended long-term investment as to a portion of the amount invested and/or reduced diversification.

The Funds are permitted to provide "bridge financing" to facilitate portfolio company investments. It is possible that all or a portion of a bridge financing will not be recouped within the time period specified in the Governing Documents. As a result, the Funds' portfolios could become more concentrated with respect to such investment than initially expected or otherwise provided for under the investment limitations set forth in the Governing Documents.

Unspecified Investments. Limited partners will be relying on the ability of EW to locate and evaluate the investments. The activity of identifying, structuring, completing and realizing private equity investments involves a high degree of uncertainty and is subject in some cases to the prevailing capital market, regulatory or political environment. There can be no assurance that EW will be able to identify, or the Funds will be able to complete, portfolio company investments that satisfy the Funds' rate of return objectives or, if completed, realize such investments for fair or attractive values or that the Funds will be able fully to invest its committed capital.

Competition. The business of identifying, structuring and completing private equity transactions is highly competitive and involves a high degree of uncertainty. The Funds will encounter competition from other entities having similar investment objectives. Potential competitors include a broad spectrum of sources of capital, including other investment partnerships and corporations, strategic industry acquirers and other financial investors, including hedge funds, publicly-traded special purpose acquisition companies (“SPACs”) and other private equity funds investing directly or through affiliates. Over the past several years, an ever-increasing number of investment funds have been or are being formed, and many fund sponsors have increased the size of successor funds as compared to their corresponding prior funds. Other investment funds with similar investment objectives to the Funds likely will be formed in the future by other unrelated parties. Some of the Funds’ competitors or investment opportunities are expected to have significantly more relevant experience, greater financial resources, a greater willingness to take on risk, and/or more personnel than EW, the Funds and their respective affiliates.

EW expects that competition for appropriate investment opportunities could increase, which potentially will also require the Funds to participate in auctions, the outcome of which cannot be guaranteed, thus reducing the number of investment opportunities available to the Funds and/or adversely affecting the terms or pricing upon which portfolio investments can be made.

To the extent that the Funds encounter significant competition for investments, returns to limited partners can decrease. In addition, it is possible that the Funds will never be fully invested if enough sufficiently attractive investments are not identified and consummated. Regardless of the extent to which the commitments of the limited partners are invested (or drawn down to be invested), the limited partners will be required to bear Management Fees through the Funds during the investment period based on the entire amount of the limited partners’ commitments and other expenses as set forth in the Governing Documents.

Force Majeure Events. Certain force majeure events (*i.e.*, those events beyond the control of the party claiming that the event has occurred, including acts of God, fires, floods, earthquakes, war, acts of terrorism, labor strikes, pandemics, outbreaks of infectious diseases or any other serious public health concerns) can adversely affect the ability of EW, its affiliates, the Funds, their portfolio companies, counterparties of the foregoing or other persons or entities to perform their respective obligations. The cost of repairing or replacing assets damaged by a force majeure event could be considerable. In addition, repeated or prolonged service interruptions resulting from a force majeure event can sometimes result in a permanent loss of customers, substantial litigation or significant penalties for regulatory or contractual non-compliance, though in some case, agreements have the potential to be terminable if a force majeure event is so catastrophic as to render it incapable of remedy within a reasonable, pre-agreed time period. The occurrence of a force majeure event may, directly or indirectly, have a material adverse effect on the Funds and/or any of their portfolio companies.

Public Health Emergencies; COVID-19. Pandemics and other widespread public health emergencies, including outbreaks of infectious diseases such as SARS, H1N1/09 flu, avian flu, ebola and the current

outbreak of COVID-19, have resulted and are resulting in market volatility and disruption, and COVID-19 and any future such emergencies have the potential to materially and adversely impact economic production and activity in ways that are impossible to predict, all of which can result in significant losses to a Fund.

Currently, there is an ongoing outbreak of COVID-19, which the World Health Organization formally declared in March 2020 to constitute a global “pandemic.” This outbreak has caused a worldwide public health emergency, straining healthcare resources and resulting in extensive and growing numbers of infections, hospitalizations and deaths. In an effort to contain COVID-19, national, regional and local governments, as well as private businesses and other organizations, have taken severely restrictive measures, including instituting local and regional quarantines, restricting travel (including closing certain international borders), prohibiting public activity (including “stay-at-home” and similar orders), and ordering the closure of large numbers of offices, businesses, schools, and other public venues. As a result, COVID-19 has significantly diminished global economic production and activity of all kinds and has contributed to both volatility and a severe decline in all financial markets. Among other things, these unprecedented developments have resulted in material reductions in demand across most categories of consumers and businesses, dislocation (or in some cases a complete halt) in the credit and capital markets, labor force and operational disruptions, slowing or complete idling of certain supply chains and manufacturing activity, steep increases in unemployment levels in the United States and several other countries and strain and uncertainty for businesses and households, with a particularly acute impact on industries dependent on travel and public accessibility, such as transportation, hospitality, tourism, retail, sports and entertainment.

The ultimate impact of COVID-19 — and any resulting decline in economic and commercial activity — on global economic conditions, and on the operations, financial condition and performance of any particular industry or business, is impossible to predict, although ongoing and potential additional materially adverse effects, including a further global or regional economic downturn (including a recession) of indeterminate duration and severity, are possible. The extent of COVID-19’s impact will depend on many factors, including the ultimate duration and scope of the public health emergency and the restrictive countermeasures being undertaken, as well as the effectiveness of other governmental, legislative and financial and monetary policy interventions (including the effectiveness of vaccines and the implementation of vaccination programs) designed to mitigate the crisis and address its negative externalities, all of which are evolving rapidly and could have unpredictable results. Even if and as the spread of the COVID-19 virus itself is substantially contained and economies are able to “re-open,” it will be difficult to assess what the longer-term impacts of an extended period of unprecedented economic dislocation and disruption will be on future macro- and micro-economic developments, the health of certain industries and businesses, and commercial and consumer behavior.

The ongoing COVID-19 crisis and any other public health emergency could have a significant adverse impact and result in significant losses to the Funds. The extent of the impact on the Funds and their portfolio companies’ operational and financial performance will depend on many factors, all of which

are highly uncertain and cannot be predicted, and this impact can include significant reductions in revenue and growth, unexpected operational losses and liabilities, impairments to credit quality and reductions in the availability of capital. These same factors can limit the ability of the Funds to source, diligence and execute new investments and to manage, finance and exit investments in the future, and governmental mitigation actions can constrain or alter existing financial, legal and regulatory frameworks in ways that are adverse to the investment strategy each Fund intends to pursue, all of which could adversely affect the Funds' ability to fulfill its investment objectives. They can also impair the ability of portfolio companies or their counterparties to perform their respective obligations under debt instruments and other commercial agreements (including their ability to pay obligations as they become due), potentially leading to defaults with uncertain consequences. In addition, the operations of the Funds, their portfolio companies, EW and its affiliates have the potential to be significantly impacted, or even temporarily or permanently halted, as a result of government quarantine measures, restrictions on travel and movement, remote-working requirements and other factors related to a public health emergency, including its potential adverse impact on the health of any such entity's personnel. These measures can also hinder such entities' ability to conduct their affairs and activities as they normally would, including by impairing usual communication channels and methods, hampering the performance of administrative functions such as processing payments and invoices, and diminishing their ability to make accurate and timely projections of financial performance.

Growth Equity Transactions. The Funds' strategy includes targeting growth-equity investments. While growth-equity investments offer the opportunity for significant capital gains, such investments have the potential to involve a higher degree of business and financial risk that can result in substantial or total loss. Growth-equity portfolio companies have the potential to operate at a loss or with substantial variations in operating results from period to period, and many will need substantial additional capital to support additional research and development activities or expansion, to achieve or maintain a competitive position, and/or to expand or develop management resources. Growth-equity portfolio companies often face intense competition, including from companies with greater financial resources, better brand recognition, more extensive development, marketing and service capabilities and a larger number of qualified managerial and technical personnel.

General Risks of Investments in Healthcare Companies. While investments in healthcare companies offer the opportunity for significant gains, such investments also involve a high degree of business and financial risk and can result in substantial losses. Healthcare companies often face intense competition, including competition from companies with greater financial resources, more extensive research and development, sales and marketing, customer services and support and other capabilities and a larger number of qualified managerial and technical personnel. Companies in which a Fund invests can, in some cases, deteriorate as a result of, among other factors, an adverse development in their business, a change in the competitive environment, or an economic downturn. A Fund's portfolio companies have the potential to operate at a loss or with substantial variations in operating results from period to period, and many will need substantial additional capital to support additional research and development activities or expansion, to achieve or maintain a competitive position, and/or to expand or develop management resources.

Healthcare Reform. Healthcare reform continues to be a significant factor in the profitability of companies in which the Funds intend to invest. The efforts to reform the healthcare delivery system in the United States and Europe has resulted in increased pressure on healthcare providers and other participants in the healthcare industry to reduce costs. These competitive forces place constraints on the levels of overall pricing, and thus would be expected to have a material adverse effect on profit margins for the companies in which the Funds invest.

Impact of Government Regulation, Reimbursement and Reform. Various segments of the healthcare industry are (or have the possibility to become) (i) highly regulated at both the federal and state levels in the United States and internationally, and (ii) subject to frequent regulatory change. Certain segments can be highly dependent upon various government (or private) reimbursement programs. While the Funds intend to invest in companies that seek to comply with applicable laws and regulations, the laws and regulations relating to certain industries are complex, can be ambiguous or may lack clear judicial or regulatory interpretive guidance. An adverse review or determination by any applicable judicial or regulatory authority of any such law or regulation, or an adverse change in the applicable regulatory requirements or reimbursement programs, is likely to have a material adverse effect on the operations and/or financial performance of the companies in which a Fund invests. In particular legislative changes have had, and will likely continue to have, a significant impact on the healthcare industry. In addition, various legislative proposals related to the healthcare industry are introduced from time to time at the U.S. federal and state level, and any such proposals, if adopted, are likely to have a significant impact on the healthcare industry.

Healthcare Research and Innovation. The healthcare industry spends heavily on research and development. Research findings (e.g., regarding side effects or comparative benefits of one or more particular treatments, services or products) and technological innovation (together with patent expirations) often make any particular treatment, service or product less attractive if previously unknown or underappreciated risks are revealed, or if a more effective, less costly or less risky solution is or becomes available. Any such development could have a material adverse effect on the companies in which the Funds invests.

Proprietary Rights. Many target portfolio companies rely on a combination of patent, copyright, trademark and trade secret protection and non-disclosure agreements to establish and protect proprietary rights. There can be no assurance that the Funds or a portfolio company will be able to protect these rights or will have the financial resources to do so, or that competitors will not develop technologies substantially equivalent or superior to a company's technologies, or allege patent infringement by a portfolio company. Piracy or any such allegations can sometimes adversely affect portfolio company revenue, particularly outside the U.S. in countries where laws are less protective of intellectual property rights. The absence of harmonized patent laws makes it more difficult to ensure consistent respect for patent rights. Reductions in the legal protection for software intellectual property rights could adversely affect portfolio companies.

Third-Party Infringement Claims. The Funds (or an affiliate thereof) or a portfolio company can, from time to time, receive notices from others claiming a Fund (or an affiliate thereof) or such portfolio company has infringed their intellectual property rights. Additionally, portfolio companies are permitted to use “open source” software in their products, or are permitted to use such software in the future. Such open source software is generally licensed by its authors or other third parties under open source licenses. Licensing authors or third parties can allege that a portfolio company has not complied with the conditions of one or more of these licenses. To resolve these and other intellectual property infringement claims, the Funds and/or portfolio companies will sometimes enter into royalty and licensing agreements on terms that are less favorable than currently available, stop selling or redesign affected products or pay damages to satisfy indemnification commitments with customers. These outcomes can sometimes cause operating margins to decline. In addition to money damages, in some jurisdictions plaintiffs can seek injunctive relief that could potentially limit or prevent importing, marketing and selling products that have infringing technologies. In some countries, such as Germany, an injunction can be issued before the parties have fully litigated the validity of the underlying patents.

Illiquidity; Lack of Current Distributions. An investment in a Fund should be viewed as an illiquid investment. It is uncertain as to when profits, if any, will be realized. Losses on unsuccessful investments will often be realized before gains on successful investments are realized. The Funds’ ability to dispose of investments can be limited for several reasons. Illiquidity sometimes results from the absence of an established market for the investments, as well as legal, contractual or other restrictions on their resale by the Funds. Dispositions of investments will likely be subject to contractual and other limitations on transfer or other restrictions that would interfere with subsequent sales of such investments or adversely affect the terms that could be obtained upon any disposition thereof. In view of these limitations on liquidity, the return of capital or realization of gains, if any, on an investment generally will occur only upon the partial or complete disposition of such investment. While an investment can be sold at any time, it is generally expected that this will not occur for a number of years after the initial investment. Before such time, there will likely be no current return on the investment. Furthermore, the expenses of operating a Fund (including the Management Fee payable to the General Partner or its designated affiliate) has the potential to exceed its income, thereby requiring that the difference be paid from a Fund’s capital, including unfunded commitments.

Leveraged Investments; Borrowing. A Fund will, on occasion, make use of leverage by having a portfolio company incur debt to finance a portion of its investment in such portfolio company. Leverage generally magnifies both a Fund’s opportunities for gain and its risk of loss from a particular investment and the magnification of the risk of loss could be substantial. The cost and availability of leverage is highly dependent on the state of the broader credit markets, which can be impacted by regulatory restrictions and guidelines and which are difficult to accurately forecast, especially in light of the uncertainty in connection with the ongoing COVID-19 pandemic. As a result, at times it will be difficult to obtain or maintain the desired degree of leverage. The availability of leverage also is subject to governmental and regulatory oversight, and certain governmental bodies (including the U.S.

Federal Reserve System, the U.S. Office of the Comptroller of the Currency and the U.S. Federal Deposit Insurance Corporation) can restrict or otherwise discourage lending that results in companies carrying large amounts of debt.

Leverage often imposes restrictive financial and operating covenants on a company, in addition to the burden of debt service, and has the potential to impair its ability to operate its business as desired and/or finance future operations and capital needs. The leveraged capital structure of portfolio companies will increase the exposure of a portfolio's investments to any deterioration in a company's condition or industry, competitive pressures, an adverse economic environment or rising interest rates (which in recent years have been at or near historic lows) and could accelerate and magnify declines in the value of a Fund's investments in the leveraged portfolio companies in a down market. In the event a portfolio company cannot generate adequate cash flow to meet its debt service, a Fund has the potential to suffer a partial or total loss of capital invested in the portfolio company, which could adversely affect the returns of the Fund. Additionally, lenders would typically have a claim that has priority over any claim by the Funds to the assets of such portfolio company in an insolvency event or proceeding. Should the credit markets be limited or costly at the time a Fund determines that it is desirable to sell all or a part of a portfolio company, the Fund will likely not achieve an exit multiple or enterprise valuation consistent with its forecasts. If a portfolio company is unable to obtain favorable financing terms for its investments, refinance its indebtedness or maintain a desired or optimal amount of financial leverage, it is possible a Fund will hold a larger than expected equity investment in such portfolio company and could potentially realize lower than expected returns from such portfolio company which would adversely affect a Fund's ability to generate attractive returns for such Fund as a whole. Any failure by lenders to provide previously committed financing could also expose the Funds to potential claims by sellers of businesses which the Funds have been contracted to purchase. Moreover, the companies in which a Fund will invest generally will not be rated by a credit rating agency.

It is also possible that a Fund will borrow money or guaranty indebtedness (such as a guaranty of a portfolio company's debt, a letter of credit or other forms of promise to provide funding) or otherwise be liable therefor, and in such situations, it is not expected that a Fund would be compensated for providing such guarantee or exposure to such liability. Any use of leverage by a Fund also will result in fees, interest expense and other costs to the Fund that would not be covered by distributions made to the Fund or appreciation of its investments. While fund-level borrowing generally will be interim in nature, asset-level leverage generally will not be subject to any limitations regarding the amount of time such leverage remains outstanding. A Fund has the potential to incur leverage on a joint and several basis with one or more other investment Funds and/or other entities managed by EW or any of its affiliates and, in connection with incurring such indebtedness, EW reserved the right, in its sole discretion, to cause the Funds to enter into one or more agreements to obtain a right of contribution, subrogation or reimbursement from or against such entities. However, it is possible that, if and when a Fund were to seek to enforce any such right, any such entity could default on its obligation and/or such right may otherwise be unenforceable. In addition, to the extent a Fund incurs leverage (or provides any guaranty), such amounts have the potential to be secured by capital commitments made

by a Fund's limited partners and other Fund assets and such limited partners' contributions would likely be required to be made directly to the lenders instead of the Fund. The inability of a Fund to repay any leverage secured by the limited partners' commitments could enable a lender to issue a capital call on behalf of the EW. Additionally, the incurrence of leverage by a Fund or a flow-through entity for U.S. federal income tax purposes owned by such Fund could cause tax-exempt limited partners to recognize UBTI.

Use of Credit Facility. The Funds are permitted to borrow funds pursuant to a revolving credit facility or other debt facility, including a facility based on the aggregate commitments available to be called. A Fund's use of such facilities will be determined by EW, and the performance of the Fund will most likely be impacted by how EW causes the Fund to utilize such facilities. Although, the use of such a facility has the potential to increase a Fund's ability to swiftly invest capital, it also will cause the Fund to incur interest expense. Fund-level borrowing subjects limited partners to certain risks and costs. For example, because amounts borrowed under a subscription line typically are secured by pledges of EW's right to call capital from the limited partners, limited partners can be obligated to contribute capital on an accelerated basis if a Fund fails to repay the amounts borrowed under a subscription line or experiences an event of default thereunder. Moreover, any limited partner claim against a Fund would likely be subordinate to the Fund's obligations to a subscription line's creditors.

In addition, Fund-level borrowing will result in incremental partnership expenses that will be borne by limited partners. These expenses typically include interest on the amounts borrowed, unused commitment fees on the committed but unfunded portion of a subscription line, an upfront fee for establishing a subscription line, and other one-time and recurring fees and/or expenses, as well as legal fees relating to the establishment, structuring and negotiation of the terms of the borrowing facility, as well as expenses relating to maintaining, renegotiating or terminating the facility. Because a subscription line's interest rate is based in part on the creditworthiness of the limited partners and the terms of the Governing Documents, it has the potential to be higher than the interest rate a limited partner could obtain individually. To the extent a particular limited partner's cost of capital is lower than a Fund's cost of borrowing, Fund-level borrowing can negatively impact a limited partner's overall individual financial returns even if it increases such Fund's reported net returns in certain methods of calculation. Conflicts of interest have the potential to arise in that the use of Fund-level borrowing typically delays the need for limited partners to make contributions to the Funds, which in certain circumstances enhances a Fund's internal rate of return calculations and thereby can be deemed to benefit the marketing efforts of EW. Conflicts of interest also have the potential to arise to the extent that a subscription line is used to make an investment that is later sold in part to co-investors (including one or more co-investing funds) as, to the extent co-investors are not required to act as guarantors under the relevant facility or pay related costs or expenses, co-investors nevertheless stand to receive the benefit of the use of the subscription line and neither the Funds nor limited partners generally will be compensated for providing the relevant guarantee(s), however EW generally seeks reimbursement from co-investors for the related costs, expenses and/or liabilities associated with the use of the line.

A credit agreement frequently will contain other terms that restrict the activities of a Fund and the limited partners or impose additional obligations on them. For example, a subscription line could impose restrictions on EW's ability to consent to the transfer of a limited partner's interest in a Fund or impose concentration or other limits on a Fund's investments. In addition, in order to secure a subscription line, EW is permitted to request certain financial information and other documentation from limited partners to share with lenders. EW will have significant discretion in negotiating the terms of any subscription line and can agree to terms that are not the most favorable to one or more limited partners.

Fund-level borrowing involves a number of additional risks. For example, drawing down on a subscription line allows EW to fund investments and pay Fund expenses without calling capital, potentially for extended periods of time. To the extent provided in the Governing Documents, any such borrowing is permitted to remain outstanding for such time as EW deems appropriate, potentially including through disposition of such investment, and the interest expense and other costs of any such borrowings will be Fund expenses that decrease net returns of the respective Fund. Calling a large amount of capital at once to repay the then-current amount outstanding under a subscription line could cause short-term liquidity concerns for limited partners that would not arise had EW called smaller amounts of capital incrementally over time as needed by a Fund. This risk would be heightened for a limited partner with commitments to other funds that employ similar borrowing strategies or with respect to other leveraged assets in its portfolio; a single market event could trigger simultaneous capital calls, requiring the limited partner to meet the accumulated, larger capital calls at the same time. EW is authorized to use Fund-level borrowing to pay Management Fees and to reimburse EW for expenses incurred on behalf of the Funds. The Funds are also permitted to utilize Fund-level borrowing when EW expects to repay the amount outstanding through means other than limited partner capital, including as a bridge for equity or debt capital with respect to an investment. If a Fund ultimately is unable to repay the borrowings through those other means, limited partners would end up with increased exposure to the underlying investment, which could result in greater losses.

If an investment appreciates in value and is disposed of prior to repayment of the borrowing, the disposition proceeds would be applied to repay the borrowing (and related interest and expenses), and the net proceeds would be distributed to the limited partners. Accordingly, borrowings by the Funds or portfolio companies might support the distribution of proceeds to limited partners and increase the potential Carried Interest for EW; however, the interest incurred due to such borrowing would reduce the Carried Interest received by EW. Subject to the limitations in the Governing Documents, if any, this conflict of interest incentivizes EW to permanently fund the acquisition and ongoing capital needs of investments of the Funds and related expenses with the proceeds of such borrowings in lieu of drawing down capital contributions on an as-needed basis and, accordingly, capital contributions to repay such borrowings could be required only at the time of the disposition of an investment (or never if principal and interest on such borrowings are repaid out of disposition proceeds).

No Market for Interests; Restrictions on Transfer; No Right of Withdrawal. Limited partner interests in the Funds generally are not permitted to be transferred, sold, assigned, pledged or otherwise encumbered without the prior written consent of EW, which is permitted to be withheld pursuant to the Governing Documents, and EW reserves the right to restrict the volume of transfers permitted in any calendar year in order to comply with certain safe harbors under the tax regulations promulgated under the Internal Revenue Code. Voluntary withdrawals from the Funds will not be permitted except in very limited circumstances generally involving situations where retaining an interest in a Fund would violate certain laws or regulations. In addition, interests in the Funds are not redeemable. There will be no public market for interests in the Funds, and none is expected to develop. Interests in the Funds have not been registered under the Securities Act, the securities laws of any U.S. state or the securities laws of any non-U.S. jurisdiction and therefore cannot be resold unless they are subsequently registered under the Securities Act and other applicable securities laws, or unless an exemption from registration is available. It is not contemplated that registration of the interests in the Funds will ever be effected. Limited partners can potentially not be able to liquidate their investments prior to the end of a Fund's term and must be prepared to bear the risks of an investment in such Fund for an extended period of time.

Distributions in Kind. Although, under normal circumstances, prior to the termination of the Funds, the Funds intend to make distributions in cash or marketable securities, it is possible that under certain circumstances (including the winding-up of the Funds) distributions of securities for which there is no readily available public market and/or which can be subject to substantial restrictions on sale or transfer can be made in-kind. It could potentially be difficult for limited partners to liquidate the securities received at a price or within a time period that is determined thereby to be ideal and significant administrative burden could be involved. After a distribution of securities is made, the recipients could decide to liquidate such securities within a short period of time, which would possibly have an adverse impact on the price of such securities. Limited partners in receipt of a distributed securities will have no guidance from the Funds or EW with respect to disposition of such securities (including timing of such disposition). It is possible that the price at which such securities would be sold by such limited partners will be lower than the value of such securities determined pursuant to the Governing Documents, including the value used to determine the amount of Carried Interest accruing to the relevant General Partner with respect to such securities. In addition, the direct holding of certain securities can subject the holder to suit or taxes in jurisdictions in which such securities are located.

Reliance on the General Partners and Portfolio Company Management. Control over the operation of the Funds, including decisions with respect to structuring, negotiating and purchasing, financing and eventually divesting investments on behalf of the Funds, is vested with the relevant Fund General Partner. Consequently, a Fund's future profitability and investment performance depends largely upon the business and investment acumen of the principals. Further, the composition of the professionals making up particular investment teams can change over time, and there can be no guarantee that the professionals included in such teams and who have contributed to the past performance of any prior EW Funds will continue to be members of the particular team or serve in

the same or similar roles thereon (and in some cases, are no longer with EW, or will leave such team or EW during the life of the Fund). The loss or reduction of service of one or more of the principals has the potential to have an adverse effect on the Funds' ability to realize their investment objectives. In addition, the principals currently, and expect to in the future to, manage or advise other investments and/or Funds and the principals expect that they will need to devote substantial amounts of their time to the investment activities of such other Funds, which at times will pose potential conflicts of interest in the allocation of the time of the principals. Limited partners generally have no right or power to take part in the management of the Funds, and as a result, the investment performance of the Funds will depend on the actions of EW. In addition, certain changes in EW would potentially have an adverse effect on the Funds or one or more portfolio companies, including potential acceleration of debt facilities.

The success of many of the Funds' portfolio companies is also heavily dependent on the management team of such companies. Each portfolio company's day-to-day operations will be the responsibility of such company's management team. Additionally, EW generally will establish the capital structure of companies in which the Funds invest on the basis of financial projections for such companies, which will contain significant judgment and input from the portfolio company's management team. Although EW will be responsible for monitoring the performance of each portfolio company investment and the Funds generally intend to invest in companies with strong management teams or recruit strong management teams to such companies, there can be no assurance that the existing management team or any successor management team will be able or willing to successfully operate a portfolio company in accordance with the Funds' objectives. Portfolio companies will often need to attract, retain and develop executives and members of their management teams. The market for executive talent can be extremely competitive. There can be no assurance that the management team of a portfolio company on the date an investment is made will remain the same or continue to be affiliated with the portfolio company throughout the period the portfolio company is held by the Funds. There can also be no assurance that a portfolio company will be able to attract, develop, integrate and retain suitable members of its management team; and the Funds have the potential to be adversely affected as a result.

Projections. Projected operating results of a portfolio company in which a Fund invests normally are based primarily on financial projections prepared by such portfolio company's management team, with adjustments to such projections made by EW in its discretion. In all cases, projections are only estimates of future results that are based upon information received from the portfolio company and third parties and assumptions made at the time the projections are developed. The inaccuracy of certain assumptions, the failure to satisfy certain financial requirements and the occurrence of other unforeseen events could impair the ability of a portfolio company to realize projected values. There can be no assurance that the results set forth in the projections will be attained, and actual results can sometimes be significantly different from the projections. General economic factors, which are not predictable, can also have a material effect on the reliability of projections.

Risks in Effecting Operating Improvements. In some cases, the success of the Funds' investment strategy will depend, in part, on the ability of the Funds to effect improvements in the operations of a portfolio company. The activity of identifying and implementing operating improvements at portfolio companies entails a high degree of uncertainty. Executing operational improvements can sometimes divert the attention of a portfolio company's key personnel and disrupt normal business operations of such company. There can be no assurance that the Funds will be able to successfully identify and implement such improvements or that any such successfully implemented improvements will result in a return on invested capital with respect to such portfolio company.

Risks Relating to Due Diligence of and Conduct at Portfolio Companies; Expedited Transactions. Before making investments, EW will typically conduct such due diligence as it deems reasonable and appropriate based on the facts and circumstances applicable to each potential investment. Due diligence generally entails evaluation of important and complex business, financial, tax, accounting, technical, environmental, regulatory and legal issues. Outside consultants, legal advisors, accountants, investment banks and other third parties are expected to be involved in the due diligence process to varying degrees depending on the type of investment and the facts and circumstances related thereto and EW reserves the right to rely on the advice received from such third parties. Investment analyses and decisions by EW are often done on an expedited basis for the Funds to take advantage of investment opportunities and/or consummate investments. In such cases, the information available to EW at the time of an investment decision can be limited, and EW can sometimes not have access to the detailed information necessary for a full evaluation of the investment opportunity. The due diligence investigation carried out with respect to any investment opportunity will not reveal or highlight all relevant facts that can sometimes be necessary or helpful in evaluating such investment opportunity. Moreover, such an investigation will not necessarily be indicative that an investment will be successful or that a Fund will realize a return on its invested capital.

Conflicting Limited Partner Interests. Limited partners are expected, from time to time, to have conflicting investment, tax and other interests with respect to their investments in a Fund, including conflicts relating to the structuring and timing of investment acquisitions and dispositions. As a consequence, potential conflicts of interest will arise in connection with decisions made by EW regarding an investment that has the potential to be more beneficial to one limited partner than another, especially with respect to tax matters. In structuring, acquiring and disposing of investments, EW generally will consider the investment, tax and other relevant objectives of each Fund and its limited partners as a whole, not the investment, tax or other objectives of any limited partner individually.

Enhanced Scrutiny and Certain Effects of Potential Regulatory Changes. There continue to be discussions regarding enhanced governmental scrutiny and/or increased regulation of the private equity industry. There can be no assurance that any such scrutiny or regulation will not have an adverse impact on a Fund's activities, including the ability of a Fund to effectively and timely address such regulations, implement operating improvements or otherwise execute its investment strategy or achieve its investment objectives.

Use of Expert Networks and Data Analytics. In connection with the evaluation of potential investment opportunities, EW on occasion engages expert networks and/or make use of data analytics, including data provided by third-party vendors. EW seeks to avoid inadvertently obtaining confidential information from such sources and has therefore implemented policies and procedures to mitigate the risk that the use of expert networks or data analytics could result in the receipt of confidential information by investment professionals.

Need for Follow-On Investments. Following its initial investment in a given portfolio company, a Fund often decides to provide additional funds to such portfolio company or increase its investment in a successful portfolio company (whether for opportunistic reasons, to fund the needs of the business, as an equity cure under applicable debt documents or for other reasons). There is no assurance that a Fund will make follow-on investments or that a Fund will have sufficient funds to make all or any of such investments. Any decision by a Fund not to make follow-on investments or its inability to make such investments has the potential to have a substantial negative effect on a portfolio company in need of such an investment (including an event of default under applicable debt documents in the event an equity cure cannot be made). Additionally, such failure to make such investments has the potential to result in a lost opportunity for a Fund to increase its participation in a successful portfolio company or the dilution of a Fund's ownership in a portfolio company if a third party invests in such portfolio company.

Over-Commitment. To facilitate the acquisition of a portfolio company, the Funds reserve the right to make (or commit to make) an investment in such company with a view to selling a portion of such investment to co-investors or other persons prior to or within a brief period after the closing of the acquisition. In such event, the Funds will bear the risk that any or all of the excess portion of such investment not be sold or only be sold on unattractive terms and that, as a consequence, a Fund could bear the entire portion of any break-up fee or topping or other fees, costs and expenses related to such investment, hold a larger than expected investment in such portfolio company or realize lower than expected returns from such investment.

Non-U.S. Investments. The Funds have in the past and expect in the future to invest in portfolio companies that are organized or headquartered or have substantial sales or operations outside of the United States or its territories, and possessions. Investments in non-U.S. securities or instruments involve certain factors not typically associated with investing in U.S. securities and instruments, including risks relating to (i) currency exchange matters, including fluctuations in the rate of exchange between the U.S. dollar and the various non-U.S. currencies in which the Funds' non-U.S. investments are denominated (including risks associated with potentially rapid inflation), and costs associated with conversion of investment principal and income from one currency into another; (ii) exposure to fluctuations in interest rates payable with respect to the instruments in which the Funds invest; (iii) differences in conventions relating to documentation, settlement, corporate actions, stakeholder rights and other matters; (iv) differences between the U.S. and non-U.S. securities markets, including potential price volatility in and relative illiquidity of some non-U.S. securities markets; (v) the absence of uniform accounting, auditing, and financial reporting standards, practices and disclosure

requirements, and less or more government supervision and regulation; (vi) certain economic, social and political risks, including potential exchange control regulations and restrictions on non-U.S. investment and repatriation of capital, the risks of political, economic, governmental or social instability, including the risk of sovereign defaults, regulatory change, and the possibility of expropriation or confiscatory taxation; (vii) the possible imposition of non-U.S. taxes on income, gains and gross sales or other proceeds recognized with respect to such securities or instruments; (viii) potential unsettled points of applicable governing law and the application of complex U.S. and non-U.S. tax rules to cross-border investments; (ix) possible non-U.S. tax return filing requirements for a Fund and/or the limited partners; (x) differing and potentially less well-developed, well-tested and/or more restrictive laws, regulations and regulatory institutions and judicial system; (xi) greater difficulty of enforcing legal rights in a non-U.S. jurisdiction; (xii) political hostility to investments by foreign or private equity investors; and (xiii) less publicly available information. Moreover, non-U.S. companies are typically not subject to uniform accounting, auditing and financial reporting standards, practices and requirements comparable to those that apply to U.S. companies.

Significant Adverse Consequences for Default. The Governing Documents of each Fund provide for significant adverse consequences in the event a limited partner defaults on its commitment or any other payment obligation. In addition to losing its right to potential distributions from a Fund, a defaulting limited partner has the potential to be forced to transfer its interest in the Fund for an amount that is less than the fair market value of such interest and that can sometimes be paid over a period of up to ten years, without interest. Whether and how to exercise a Fund's remedies against a defaulting limited partner will be determined by EW in its sole discretion, and EW reserves the right to require the non-defaulting limited partners to contribute capital to make up for the shortfall created by such defaulting limited partner. In addition, if a limited partner fails to pay when due installments of its commitment to a Fund, and the contributions made by non-defaulting limited partners and borrowings by the Fund are inadequate to cover the defaulted amount, the Fund will potentially be unable to pay its obligations when due. As a result, a Fund can be subjected to significant penalties that could materially adversely affect the returns to the limited partners (including non-defaulting limited partners).

Failure to Make Capital Contributions. If a limited partner fails to pay when due installments of its commitment to a Fund, and the contributions made by non-defaulting limited partners and borrowings by the Fund are inadequate to cover the defaulted amount, the Fund can potentially be unable to pay its obligations when due. As a result, such Fund can be subjected to significant penalties that could materially adversely affect the returns to the limited partners (including non-defaulting limited partners).

Recycling; Reinvestment. EW generally has the right to recall certain capital returned or distributed to the partners. Accordingly, during the term of a Fund, a partner can be required to make capital contributions in excess of its commitment (subject to certain limitations), and to the extent such recalled or retained amounts are reinvested in investments, a partner will remain subject to investment and other risks associated with such investments.

Fees and Expenses. The Funds will pay and bear all expenses related to its operations, including Management Fees and the costs of acquiring, holding, monitoring, maintaining and disposing of portfolio companies, including investment banking fees and consulting fees, whether or not the Funds make any profits. While it is difficult to predict the future expenses of the Funds, such expenses are expected to be substantial and have the potential to surpass the Funds' operating income. The amount of these Fund expenses will reduce the actual returns realized by limited partners on their investment in the Funds (and may, in certain circumstances, reduce the amount of capital available to be deployed by the Funds for investments). Fund expenses include recurring and regular items, as well as extraordinary expenses for which it can be hard to budget or forecast. As a result, the amount of the Fund expenses ultimately called or called at any one time can exceed expectations.

Control Person Liability. The Funds are expected to have controlling interests or control rights in a number of its portfolio companies. The exercise of control over a portfolio company can impose additional risks of liability for environmental damage, product defects, pension and other fringe benefits, failure to supervise management, violation of laws and governmental regulations (including securities laws and regulations) and other types of liability, for which the limited liability generally afforded to the limited partners can potentially be ignored. In particular, if determined to be a direct owner or operator of any of the portfolio company's facilities or operations, the Funds could face strict, joint and several liability under environmental laws for hazardous substance or contamination-related liabilities. If any such liabilities were to arise, a Fund could suffer significant losses. While EW intends to manage the Funds in a manner that will minimize the exposure of these risks, the possibility of successful claims against the Funds and/or its affiliates cannot be precluded.

Public Company Holdings. A Fund's investment portfolio is permitted to contain securities and debt issued by publicly held companies. Such investments have the potential to subject such Fund to risks that differ in type or degree from those involved with investments in privately held companies. Such risks include greater volatility in the valuation of such companies, increased obligations to disclose information regarding such companies, limitations on the ability of a Fund to dispose of such securities and debt at certain times, increased likelihood of shareholder litigation and insider trading allegations against such companies' executives and board members, including the principals, and increased costs associated with each of the aforementioned risks.

Non-Controlling Investments. A Fund is likely to hold meaningful minority stakes in privately held companies and in many cases will have limited minority protection rights. In addition, during the process of exiting investments, a Fund at times will hold minority equity stakes of any size such as might occur if portfolio companies are taken public. As is the case with minority holdings in general, such minority stakes that a Fund holds will have neither the control characteristics of majority stakes nor the valuation premiums accorded majority or controlling stakes. Where a Fund holds a minority stake, it is likely to be more difficult for such Fund to liquidate its interests than it would be had the Fund owned a controlling interest in such company. Even if a Fund has contractual rights to seek liquidity of its minority interests in such companies, it will likely be very difficult to sell such interests

or to sell such company upon terms acceptable to the Fund, especially in cases where the interests of the other investors in such company have different business and investment objectives and goals.

To the extent a Fund invests alongside third parties, such as institutional co-investors or private equity funds of other sponsors, is subject to terms and conditions imposed by portfolio company lenders, or makes a minority investment, the relevant portfolio companies can be controlled or influenced by persons and/or entities who have economic or business interests, investment or operational goals, tax strategies or other considerations that differ from or are inconsistent with those of the Fund or the limited partners. Such third parties will potentially be in a position to take action contrary to a Fund's business, tax or other interests, and a Fund could potentially not be in a position to limit such contrary actions or otherwise protect the value of its investment. When taking non-control positions, the Funds generally will seek to negotiate certain negative controls and veto rights on major decisions, but there can be no assurance that the Funds will be able to control the timing or occurrence of an exit strategy for such portfolio companies in a manner that maximizes or protects value.

Director Liability. EW expects that the Funds will often seek to obtain the right to appoint one or more representatives to the board of directors (or similar governing body) of the companies in which it invests (each, a "Board Representative"). In those instances where a Fund is not the sole shareholder of the applicable portfolio company, a Board Representative could potentially have duties to persons and/or entities other than such Funds. Serving on the board of directors (or similar governing body) of a portfolio company will expose a Board Representative, and ultimately the Fund, to potential liability. Not all portfolio companies will obtain insurance with respect to such liability, and the insurance that portfolio companies do obtain can sometimes be insufficient to adequately protect officers and directors from such liability. In addition, involvement in litigation can be time consuming for such persons and can divert the attention of such persons from the Fund's investment activities.

Limitation of Recourse and Indemnification. The Governing Documents of each Fund limit the circumstances under which EW and its affiliates will be held liable to the Funds. As a result, limited partners will have a more limited right of action in certain cases than they would have in the absence of such provisions. In addition, the relevant Governing Documents provide that a Fund will indemnify EW and its affiliates for certain claims, losses, damages and expenses arising out of their activities on behalf of the Fund. Such indemnification obligations would, most likely, materially impact the returns to the limited partners. The obligations of a limited partner to fund any indemnification generally will survive the dissolution of the respective Fund.

Litigation. The transactional nature of the business of the Funds exposes the Funds, EW and their respective affiliates generally to the risk of third-party litigation. In the ordinary course of its business, a Fund has the potential to be subject to litigation from time to time. Additional regulation could also increase the risks of third-party litigation. The outcome of such proceedings has the potential to materially adversely affect the value of a Fund and would likely continue without resolution for long periods of time. Any litigation would likely consume substantial amounts of EW's and its employees' and principals' time and attention, and that time and the devotion of these resources to litigation

would, at times, be disproportionate to the amounts at stake in the litigation. In addition, involvement in litigation can be time consuming for such persons and can divert the attention of such persons from the Funds' investment activities.

Advisory Board. Each EW Fund's General Partner will seek to appoint one or more limited partner representatives to serve on that Fund's advisory board, which has the ability to review and waive compliance with certain provisions of the relevant Governing Documents, including resolving potential conflicts of interest situations, and whose approval is required or can be requested in certain circumstances, including certain approvals or consents required by the Advisers Act. All limited partners are bound by the determinations of the relevant advisory board, regardless of whether a limited partner is directly represented by a member of such advisory board. The relevant Governing Documents of each Fund generally provide that to the fullest extent permitted by applicable law, none of the advisory board members shall owe any fiduciary duties to such Fund or any other limited partner. In addition, representatives of an advisory board can sometimes have various business and other relationships with EW and its partners, employees and affiliates. These relationships have the potential to influence their decisions as members of an advisory board. To the extent that a limited partner is not directly represented by a member of the advisory board, such limited partner will have no influence over matters submitted to the advisory board for review or approval. On any issue involving actual conflicts of interest, EW will be guided by its good faith discretion.

In addition, it is possible that members of one Fund's advisory board will be a member of another Fund's advisory board. In such instances, a conflict of interest exists if an advisory board is requested to provide consent with respect to transactions which involve a conflict of interest between two or more Funds on which such advisory board members serve, and such members would be unlikely to recuse themselves from any such vote.

Uncertain Economic, Social and Political Environment. Consumer, corporate and financial confidence are likely to be adversely affected by current or future tensions around the world, fear of terrorist activity and/or military conflicts, localized or global financial crises, virus or disease epidemics or other sources of political, social or economic unrest. Such erosion of confidence has the possibility to lead to or extend a localized or global economic downturn. Furthermore, such uncertainty can be compounded by local, regional or global health crises including but not limited to the rapid and/or pandemic spread of novel viruses (*e.g.*, SARS, MERS, COVID-19 (Coronavirus) and/or other similar epidemics). Such health crises could exacerbate the political, social and economic risks previously mentioned, and result in significant breakdowns, delays and other disruptions to important global, local and regional supply chains, with potential corresponding results on the operating performance of affected portfolio companies. The United States has experienced social and political unrest and polarization recently, which has further intensified as a result of the COVID-19 related economic shutdowns and civil unrest following protests against police brutality. This environment could be exacerbated by future events, including the results of the 2020 U.S. federal elections. A climate of uncertainty and unrest would reduce the availability of potential investment opportunities, and increases the difficulty of modeling market conditions, potentially reducing the accuracy of financial

projections. It can also hinder the Funds and their portfolio companies and prospective portfolio companies from operating in the ordinary course of business. In addition, limited availability of credit for consumers, homeowners and businesses, including credit used to acquire businesses, in an uncertain environment or economic downturn would have an adverse effect on the economy generally and on the ability of a Fund and its portfolio companies to execute their respective strategies and to receive an attractive multiple of earnings on the disposition of businesses. This would slow the rate of future investments by a Fund and result in longer holding periods for investments. Furthermore, such uncertainty, including the uncertainty stemming from the contagion of infectious viruses or diseases, or general economic downturn has the potential to have an adverse effect upon a Fund's portfolio companies.

General Economic and Market Conditions. The private equity industry generally and the success of the Funds' investment activities specifically will be affected by general economic and market conditions, as well as by changes in laws, currency exchange controls, and national and international political and socioeconomic circumstances. Such factors are unpredictable and cannot be controlled by EW. Moreover, governmental measures undertaken in response to such turmoil (whether regulatory or financial in nature) can have a negative effect on market conditions. General fluctuations in the market prices of securities and economic conditions generally can reduce the availability of attractive investment opportunities for the Funds and has the potential to affect the Funds' ability to make investments. Instability in the securities markets and economic conditions generally (including a slow-down in economic growth and/or changes in interest rates or foreign exchange rates) can also increase the risks inherent in the Funds' investments and could have a negative impact on the performance and/or valuation of the Funds' portfolio companies. The Funds' performance can be affected by deterioration in the capital markets and by market events, including events similar to the credit crisis in the summer of 2007, the downgrading of the credit rating of the United States in 2011 or the recent downturn in the United States and global financial markets, which, among other things, can impact the public market comparable earnings multiples used to value privately held portfolio companies and investors' risk-free rate of return. Movements in foreign exchange rates can adversely affect the value of investments in portfolio companies and the Funds' performance. Volatility and illiquidity in the financial sector can have an adverse effect on the ability of the Funds to sell and/or partially dispose of its portfolio company investments. Such adverse effects can include the requirement of the Funds to pay break-up, topping, termination or other fees and expenses in the event the Funds are not able to close a transaction (whether due to the lenders' unwillingness to provide previously committed financing or otherwise) and/or the inability of the Funds to dispose of investments at prices that EW believes reflect the fair value of such investments. The impact of market and other economic events can also affect the Funds' ability to raise funding to support its investment objective.

Geopolitical Risk. U.S. military action abroad and future possible terrorist attacks could adversely affect the Funds' performance and an investment in a Fund.

The U.S. military actions around the globe; the threat or occurrence of terrorist attacks in the future; rising oil, energy and other commodity or material prices (including those resulting from the

unavailability thereof); and the United States' military, economic and political responses to terrorism all may have material consequences on the U.S. and global economies. EW is not able to predict the extent, severity or duration of the effect of any past or future terrorist attacks and related events or quantify the impact that these events can have on investment objectives or the markets where an underlying Fund investment will be located.

On February 24, 2022, Russian forces launched significant military action against Ukraine. The United States and many other countries have instituted various economic sanctions against Russian individuals and entities (including corporate and banking). The extent and duration of the military action, sanctions imposed and other punitive action taken and resulting future market disruptions in Europe and globally cannot be easily predicted, but could be significant and have a severe adverse effect on Russia and Europe in general as well as regional and global economic markets, including significant negative impacts on the economy, sovereign debt and the markets for certain securities and commodities, such as oil and natural gas. In addition, the potential for wider conflict may increase financial market volatility, which could negatively affect the value and relative liquidity of the Fund's investments. Finally, such market disruptions may magnify the impact of other risks described in this "risk factors" section.

Deterioration of Credit Markets Can Affect Ability to Finance and Consummate Investments. In the event that the global credit markets deteriorate and it becomes more difficult for investment funds such as the Funds to obtain favorable financing for investments, the Funds' ability to generate attractive investment returns can potentially be adversely affected to the extent the Funds are unable to obtain favorable financing terms for its investments. Moreover, to the extent that such deterioration is not temporary and continues, it will potentially have an adverse impact on the availability of credit to businesses generally and could lead to an overall weakening of the U.S. and global economies. Such deterioration also can restrict the ability of the Funds to realize their investments at favorable times or for favorable prices.

Adequacy and Availability of Insurance. While the Funds will generally seek to make investments where insurance and other risk management products (to the extent available on commercially reasonable terms) are utilized to mitigate the potential loss resulting from certain adverse events and other risks customarily covered by insurance, this will not always be practicable or feasible. Moreover, it will not be possible to insure against all such risks, and such insurance proceeds as may be derived in a timely manner from covered risks can be inadequate to completely or even partially cover a loss of revenues (e.g., business interruption insurance may not provide any or adequate coverage relating to shutdowns caused by pandemic health emergencies), an increase in operating and maintenance expenses and/or a replacement or rehabilitation. The Funds can potentially not be able to obtain insurance against certain losses of a catastrophic nature, such as those caused by wars, earthquakes, pandemics, terrorist attacks or other similar events, as such events can be either uninsurable or insurable at such high rates as to materially and adversely impact the Funds' profitability. In additions, the availability of adequate insurance (including general partner liability and directors and officers policies) are subject to market

factors and recent trends have increased both the cost of (in some cases substantially) and the difficulty of obtaining such policies, which trend could continue depending upon various market conditions.

Material Non-Public Information. As a result of the operations of EW and its affiliates, as well as in connection with officerships and directorships of EW's personnel, EW may on occasion come into possession of confidential or material, non-public information. EW and its affiliates can therefore, at times, have access to material, non-public information that has the potential to be relevant to an investment decision to be made by a Fund. Consequently, a Fund would potentially be restricted from initiating a transaction or selling an investment which, if such information had not been known to it, could have been undertaken on account of applicable securities laws or EW's internal policies and practices. Due to these restrictions, a Fund would potentially not be able to make an investment that it otherwise might have made or sell an investment that it otherwise might have sold.

Possibility of Fraud or Other Misconduct of Employees and Service Providers. Misconduct by (i) EW employees, (ii) portfolio company directors, officers or employees, and (iii) service providers to the foregoing and/or their respective affiliates could undermine the due diligence efforts of the Funds and/or EW and cause significant losses to a Fund. Misconduct generally includes entering into transactions without authorization, the failure to comply with operational and risk procedures, including due diligence procedures, misrepresentations as to investments being considered by the Funds, the improper use or disclosure of confidential or material non-public information, which could result in litigation or serious financial harm, including limiting a Fund's business prospects or future marketing activities, and non-compliance with applicable laws or regulations (and the concealing of any of the foregoing). Such activities can sometimes result in reputational damage, litigation, business disruption, market or industry segment volatility and/or financial losses to the Funds. EW has controls and procedures through which it seeks to minimize the risk of such misconduct occurring; however, no assurances can be given that such misconduct will be able to be identified or prevented.

Certain Consultants. As mentioned in Item 5 above, EW has used, retained or employed, on behalf of the Funds and/or the portfolio companies, as applicable, operating partners, senior advisors and other consultants, some of whom are affiliates of or employees of the Firm and others of whom perform services for the Funds' portfolio companies. The operating partners and senior advisors are part of the Operations Group, also described in Item 5 above, and regularly provide services to, or in connection with, the Funds in relation to their activities, or to one or more portfolio companies in relation to the identification, acquisition, holding, improvement and disposition of such portfolio companies or potential portfolio companies, including operational aspects of such companies.

Although EW intends to retain Operations Group members with a view to reducing costs to portfolio companies (and, ultimately, the Funds) and/or improving portfolio company performance, a number of factors have the potential to result in limited or no cost savings from such retention. In addition, EW intends to retain only such Operations Group members which it believes provide a level of service at a value generally consistent with other relevant market alternatives. However, there can be no

assurance that no other service provider is more qualified to provide the applicable services or able to provide such services at lesser cost.

Valuation of Assets. Generally, EW will determine the value of all the Funds' investments for which market quotations are available based on publicly available quotations. However, market quotations will not be available for several of the Funds' investments because, among other things, the securities of several portfolio companies held by the Funds generally will be illiquid and not quoted on any exchange. There can be no assurance that EW will have all the information necessary to make valuation decisions in respect of these investments, or that any information provided by third parties on which such decisions are based will be correct. There can be no assurance that the valuation decision of EW with respect to an investment will represent the value realized by a Fund on the eventual disposition of such investment or that would, in fact, be realized upon an immediate disposition of such investment on the date of its valuation. Accordingly, the valuation decisions made by EW could cause it to ineffectively manage a Fund's investment portfolios and risks, and can also affect the diversification and management of a Fund's portfolio of investments. Generally, there will be no retroactive adjustment in the valuation of any investment, the offering price at which interests in a Fund were purchased by investors or by a Fund, as applicable, or the fees and/or performance-based compensation paid to EW to the extent any valuation proves to not accurately reflect the realizable value of an investment.

In addition, the Firm regularly reports to Fund limited partners, prospective limited partners and the investor community more generally, metrics of each Fund's performance, such as rates of return and multiples-of-money, whose calculation depends on the value of the Funds' investments, including unrealized investments. These reports are an indication of the overall performance of a Fund and are important to the Firm's efforts to attract limited partners to the Firm and any current or future Fund. An objective of EW's valuation methodologies and procedures is to eliminate any influence these incentives have on fair value determinations.

Co-Investments. EW reserves the right, in its sole discretion, to provide or commit to provide co-investment opportunities to one or more limited partners and/or other persons, in each case on terms to be determined by EW in its sole discretion. Conflicts of interest have the potential to arise in the allocation of such co-investment opportunities. The allocation of co-investment opportunities, which can be made to one or more persons for any number of reasons as determined by EW in its sole discretion, is not expected to always be in the best interests of the Funds or any individual limited partner. In exercising its sole discretion in connection with such co-investment opportunities, including with respect to allocating a particular investment to and among potential co-investors and determining the terms thereof, EW reserves the right to consider some or all of a wide range of factors (some or all of which can benefit EW or its affiliates). Furthermore, EW reserves the right to make decisions regarding whether and to whom to offer co-investment opportunities in consultation with other participants in the relevant transactions, such as a co-sponsor. Additionally, from time to time, certain service providers (*e.g.*, lenders) are expected to seek to negotiate co-investment rights as a component of their compensation or in exchange for granting better terms to EW, a Fund or a

portfolio company in connection with the services provided. Co-investment opportunities typically will be offered to some and not to other limited partners. EW's allocation of co-investment opportunities generally will not result in allocations that are proportional to the amounts committed, if any, by the relevant potential co-investors to a Fund and such allocations generally will be more or less advantageous to some persons or entities than to others.

The Funds are permitted to co-invest with third parties through partnerships, joint ventures or other entities or arrangements. Such investments have the potential to involve risks not present in investments where a third-party is not involved, including the possibility that a third-party co-venturer or partner can at any time have economic or business interests or goals that are inconsistent with those of a Fund, or can be in a position to take action contrary to the investment objectives of a Fund. In addition, a Fund can in certain circumstances be liable for actions of its third-party co-venturer or partner. There can be no assurance that a Fund's return from a transaction would be equal to and not less than the return of another party that was allocated a co-investment opportunity and that is participating in the same transaction.

Contingent Liabilities Upon Disposition. In connection with the disposition of an investment, a Fund and/or its General Partner has the potential to be required to make (and/or be responsible for another person's or entity's breach of) representations and warranties, *e.g.*, about the business and financial affairs of the applicable portfolio company, the condition of its assets and the extent of its liabilities, in each case generally in the nature of representations and warranties typically made in connection with the sale of similar businesses, and be responsible for the content of disclosure documents under applicable securities laws. They also have the potential to be required to indemnify the purchasers of such investment or underwriters to the extent that any such representations or disclosure documents are inaccurate. These arrangements can result in contingent liabilities, which would be borne by the relevant Fund and, ultimately, its limited partners. In such a situation, the limited partners could be required to return distributions received by them to pay such indemnification obligations, subject to certain limitations provided in the Governing Documents.

Limited Access to Information. The limited partners' rights to information regarding the Funds or EW generally will be specified, and in many cases strictly limited, by the Governing Documents. In particular, it is anticipated that EW and its affiliates will obtain certain types of material information from or relating to a Fund's investments that will not be disclosed to the limited partners because such disclosure is prohibited, including as a result of contractual, legal or similar obligations outside of EW's control. Decisions by EW or its affiliates to withhold information can have adverse consequences for the limited partners in a variety of circumstances. For example, a limited partner that seeks to transfer its interest in a Fund can have difficulty in determining an appropriate price for such interest. Decisions to withhold information can also make it difficult for a limited partner to monitor EW and its performance. Additionally, it is anticipated that limited partners that designate representatives to participate on the advisory board generally may, by virtue of such participation, have more or earlier information about a Fund and their investments in certain circumstances than other limited partners. Limited partners generally will bear the expenses of responding to disclosure requests, including in

connection with state public records, similar freedom of information and other laws, whether or not a Fund succeeds in asserting confidentiality for requested documents and other materials, and EW reserves the right to withhold certain information from limited partners subject to such laws for reasons relating to EW's public reputation, business strategy or other reasons.

Cybersecurity Risks and Identity Theft. Recent events have illustrated the ongoing cybersecurity risks to which operating companies are subject. The Funds and their portfolio companies' information and technology systems can potentially be vulnerable to damage or interruption from computer viruses, network failures, computer and telecommunication failures, infiltration by unauthorized persons and security breaches, usage errors by their respective professionals, power outages and catastrophic events such as fires, tornadoes, floods, hurricanes and earthquake. Although EW intends to implement 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, EW, a Fund and/or a portfolio company will likely incur specific time or expense to fix or replace them and to seek to remedy the effects of such issues. The failure of these systems and/or of disaster recovery plans for any reason could cause significant interruptions in EW's, a Fund's and/or a portfolio company's operations and result in a failure to maintain the security, confidentiality or privacy of sensitive data, including personal information relating to limited partners (and the beneficial owners of limited partners). Such a failure could harm EW's, the Fund's and/or a portfolio company's reputation, subject any such entity and its respective affiliates to legal claims and/or regulatory actions or otherwise affect their business and financial performance. To the extent that a portfolio company is subject to cyber-attack or other unauthorized access is gained to a portfolio company's systems, such portfolio company will potentially be subject to substantial losses in the form of stolen, lost or corrupted (i) customer data or payment information; (ii) customer or portfolio company financial information; (iii) portfolio company software, contact lists or other databases; (iv) portfolio company proprietary information or trade secrets; or (v) other items. In certain events, a portfolio company's failure or deemed failure to address and mitigate cybersecurity risks will be the subject of civil litigation or regulatory or other action. Any of such circumstances could subject a portfolio company, or the relevant Fund, to substantial losses. In addition, in the event that such a cyber-attack or other unauthorized access is directed at a General Partner, EW, its affiliates or one of their service providers holding financial or limited partner data, the General Partners, EW, their affiliates and/or the Funds will also be at risk of loss.

Agreements with Certain Limited Partners. The Funds and/or EW expect to enter into one or more side letters or other similar agreements with certain limited partners in connection with such limited partners' admission to a Fund without the approval of any other limited partner, which would have the effect of establishing differential or preferential rights or terms under, altering or supplementing the terms (including economic terms) of, or confirming the interpretation of an applicable Governing Documents with respect to such limited partner in a manner more favorable to such limited partner than those applicable to other limited partners, and such rights have the potential to be significant. Side letters can also relate to strategic relationships under which a limited partner agrees to make capital commitments to multiple Funds. Except where required by the Governing Documents, other

limited partners will not receive copies of side letters or related provisions, and as a general matter, the other limited partners have no recourse against a General Partner, a Fund or any of their affiliates in the event that certain limited partners have received additional and/or different rights and/or terms as a result of such side letters. As a consequence of one or more limited partners being excused or excluded from, or regulatory or other factors limiting their participation in, investments, the aggregate returns realized by participating limited partners could be adversely affected in a material manner by the unfavorable performance of particular investments.

Disclosure of Confidential Fund and Limited Partner Information. The limited partners are expected to include entities that are subject to public disclosure requirements, including state public records or similar freedom of information laws that could compel public disclosure of confidential information regarding the Funds, their investments and their limited partners. There has been a recent increase in the number of requests under such laws for contracts (including partnership agreements, subscription agreements and side letters) that investors in private equity funds that are subject to such laws have in place with private equity funds. A Fund will likely incur expenses in connection with responding to any such disclosure requests, even if a Fund ultimately succeed in asserting confidentiality for any requested documentation. Moreover, notwithstanding the obligation that the limited partners will have pursuant to the Governing Documents to maintain the confidentiality of a Fund's information, there can be no assurance that such information will not be disclosed either publicly or to regulators, law enforcement or otherwise. EW also reserves the right, in certain circumstances, in an effort to protect any such potential disclosure, to withhold all or any part of the information otherwise to be provided to such a limited partner, as more fully described in the Governing Documents. There can be no assurance that such information will not be disclosed by the Funds, the General Partners, EW, their respective affiliates and personnel, portfolio companies or service providers to any of them including, without limitation, to comply with laws, regulations or policies to which they are or may become subject. In addition, under the U.S. Dodd-Frank Wall Street Reform and Consumer Protection Act, the U.S. Securities and Exchange Commission (the "SEC") has the authority to require private equity fund advisers, such as EW, to file additional reports with the SEC regarding their funds and investment activities. Any public disclosure of a Fund's information could have an adverse effect on such Fund and its limited partners, for example, by affecting a Fund's competitive advantage in finding attractive investment opportunities.

Potential Conflicts of Interest

The material conflicts of interest that a Fund encounters include those discussed below and elsewhere in this Brochure. The following summary is not intended to be an exhaustive list of all conflicts or their potential consequences. Identifying potential conflicts of interest is complex and fact intensive and it is not possible to foresee every conflict of interest that will arise during a Fund's life. Limited partners should be aware that EW, its personnel and its affiliates will potentially in the future engage in further activities that can result in additional conflicts of interest not addressed below. There can be no assurance that EW will identify or resolve all conflicts of interest and, if resolved, that such conflicts will be resolved in a manner that is favorable to the Funds. In particular, EW expects in the

future to identify additional conflicts of interest that currently are not apparent to EW or to the broader alternative investments industry, as well as conflicts of interest that arise or increase in materiality as EW develops new investment platforms or business lines and otherwise adapts to dynamic markets and an evolving regulatory environment. To the extent that EW identifies conflicts of interest in the future, the Firm intends to, but is under no obligation to, disclose these conflicts and their implications to limited partners through a variety of channels, including in subsequent Brochures or in other written or oral communications to the advisory boards or to limited partners or more generally.

Investment Allocation. Generally only one EW Fund is open to making new investments at a time. Until such time as EW is permitted under the relevant Fund Governing Documents to raise a successor investment fund, the principals generally will pursue substantially all appropriate investment opportunities that meet the investment criteria of such Fund principally for the benefit of that Fund, subject to certain exceptions set forth in the relevant Governing Documents. However, the principals expect, in the future to, manage future investment funds and investments similar to those in which the current Funds are investing and reserve the right to direct certain relevant investment opportunities to those future investment funds and investments. EW personnel reserve the right to manage their own personal investments, whether or not through a formal family office or estate planning structure, and to pay or receive compensation relating to these arrangements. It is possible that over time, certain investment opportunities suitable for one Fund will also be suitable for other Funds and future funds sponsored by EW. In determining which investment Funds should participate in an investment opportunity, subject to the relevant Governing Documents, EW is subject to potential conflicts of interest among the limited partners in the Funds. To determine which Fund will participate in a relevant investment opportunity, EW generally assesses whether an investment opportunity is appropriate for each relevant Fund based on the terms of such Fund's limited partnership agreement or similar Governing Document, as well as factors including but not limited to: the respective Fund's available capital, each Fund's investment restrictions and objectives (including those set forth in the relevant Fund's limited partnership agreements or similar Governing Document (including side letters), if any) strategy, risk profile, sourcing, structural and operational considerations of the relevant Fund, investment limitations, target rate of return, composition of each Fund's portfolio, target investment size, suitability as a follow-on investment for current investors, time horizon, tax sensitivity, tolerance for turnover, asset composition, diversification considerations, cash level (if any), regulatory considerations, life cycle, structure size and nature of investment, anticipated duration/hold period and other relevant factors (including agreements with co-sponsors). The Funds are authorized to invest together with other Funds advised by an affiliated adviser of EW in the manner set forth in the relevant partnership agreements or similar Governing Documents. EW will determine the allocation of investment opportunities among Funds in a manner that it believes is fair and equitable under the circumstances over time consistent with its obligations and, in connection with such determination, will take into consideration factors such as those set forth above. In the event that EW determines the available amount of an investment opportunity in which a Fund will invest exceeds an amount appropriate for such Fund, such excess is permitted to be offered to one or more potential co-investors.

EW's allocation of investment opportunities among the Funds will often not be proportional. Therefore, there is the potential that such allocations generally will be more advantageous to one Fund relative to other Funds. While EW will allocate investment opportunities in a manner that it believes is fair and equitable under the circumstances over time, there can be no assurance that a Fund's actual allocation of an investment opportunity, if any, or terms on which the allocation is made, will be as favorable as they would be if the conflicts of interest to which EW is subject did not exist.

Limited Partner Transfer of Interest. In certain cases, EW will have an opportunity (but, subject to any applicable restrictions or procedures in the relevant Governing Documents, no obligation) to identify one or more secondary transferees of interest in a Fund. In the case of ordinary transfers, EW will not receive compensation for identifying such transferees and will use its discretion to select such transferees based on eligibility and other factors, and unless required by the relevant Governing Documents, will determine in its sole discretion whether the opportunity to receive a transfer of Fund interests should be offered to one or more existing Fund limited partners. On occasion, a General Partner has purchased the interest of a Fund limited partner.

Allocation of Fees and Expenses. EW is faced with a variety of potential conflicts of interest when it determines allocations of various fees and expenses to the Funds. The Firm, in its sole discretion, will allocate fees and expenses in accordance with the relevant Governing Documents and in a manner that it believes in good faith is fair and equitable to the Funds under the circumstances over time and considering such factors as it deems relevant. The allocations of such expenses will not necessarily be proportional, and any such determinations involve inherent matters of discretion, *e.g.*, in determining whether to allocate pro rata based on the number of Funds or co-investors receiving related benefits or proportionately in accordance with asset size.

EW and its affiliates will from time to time incur fees, costs and expenses, including in connection with transactions not consummated, on behalf of the Funds. To the extent practicable, any fees, costs and expenses that are incurred in connection with a consummated investment will be charged to the applicable portfolio company. To the extent such fees, costs and expenses are not charged to a portfolio company, they will be paid by each Fund that participated or was expected to participate in such investment. To the extent a co-investment vehicle was contemplated but not formed, broken deal expenses will be borne by the relevant Fund that was to have participated in the investment opportunity. The Funds will typically bear a portion of any such fees, costs and expenses in proportion to the size of its actual or proposed investment, or in such other manner as EW considers, in good faith, to be fair and equitable.

There are occasions when one Fund (the "Payor Fund") pays an expense common to multiple Funds (the "Allocated Funds"). On such occasions, each Allocated Fund will reimburse the Payor Fund for its share of such expense, without interest, promptly after the payment is made by the Payor Fund. There are also occasions where the Firm or a Payor Fund pays an expense on behalf of a portfolio company. On such occasions, the portfolio company will reimburse the Firm or Payor Fund for the expense, without interest, and such reimbursement will not be subject to the fee offset provision.

Some expenses are incurred on behalf of one Fund which have the potential to benefit other Funds. For example, information EW obtains in connection with a Fund's research, due diligence and investment activities will be valuable to other Funds. Additionally, tools and resources developed at EW's expense will be the intellectual property of EW and not the Fund.

Portfolio Company Board Service. The Funds intend to make significant growth equity investments in portfolio companies. As a result of these significant investments, EW typically has the right to appoint portfolio company board members (including current or former EW personnel, operating partners, senior advisors or other persons serving at their request), or to influence their appointment, and to determine or influence the determination of their compensation. Additionally, from time to time, portfolio company board members approve compensation and other amounts payable to EW in connection with services provided by EW to such portfolio company, and, except to the extent such amounts are subject to the relevant limited partnership agreement's offset provision, are in addition to the Management Fee or Carried Interest. EW's authority to appoint or influence the appointment of portfolio company board members who are likely to be involved in approving compensation payable to EW subjects EW and any such portfolio company board appointees to potential conflicts of interest.

Employee and Service Providers. EW is permitted to employ personnel with pre-existing ownership interests in or who were employed by portfolio companies owned by the Funds; conversely, it is possible that former personnel or executives of EW could serve in significant management roles at portfolio companies or service providers recommended by EW. Similarly, EW maintains relationships with financial institutions, service providers and other market participants and their respective affiliates and personnel, including managers of private funds, banks, brokers, advisors, consultants, finders (including executive finders and portfolio company finders), executives, attorneys, accountants, institutional investors, family offices, lenders, current and former employees and current and former portfolio company executives, as well as certain family members or close contacts of these persons. Certain of these persons or entities will invest (or will be affiliated with a limited partner) in, engage in transactions with and/or provide services (including services at reduced rates) to EW and/or the Funds. In other circumstances, these vendors are expected to provide personal banking, private wealth or lending arrangements (including lending arrangements with respect to personal investments in or through EW entities) to EW personnel and their estate planning vehicles. There is the potential for EW to have a conflict of interest with the Funds in recommending the retention or continuation of a third-party service provider to the Funds or a portfolio company owned by the Funds if such recommendation, for example, is motivated by a belief that the service provider or its affiliate(s) will continue to invest in one or more of the EW Funds, will provide EW information about markets and industries in which EW operates (or is contemplating operations) or will provide other services that are beneficial to EW. It is also possible that EW will have a conflict of interest in making such recommendations in that the Firm has an incentive to maintain goodwill between itself and the existing and prospective portfolio companies for the Funds, even if the products or services recommended are not necessarily the best available to the portfolio companies held by the Funds.

Over the life of a Fund, EW generally expects to exercise its discretion to recommend to the Funds or to a portfolio company thereof that it contracts for services with various service providers, potentially including, among others: (i) EW (or an affiliate, including other portfolio companies of the Funds) and at rates determined or substantively influenced by EW; (ii) an entity with which EW has a relationship or from which such person derives a financial or other benefit, including relationships with joint venture or co-venturers, or relationships where EW personnel are seconded, or from which EW receives secondees; or (iii) a limited partner or its affiliates. This subjects EW to potential conflicts of interest because although it intends to select service providers that it believes are aligned with its operational strategies and that will enhance portfolio company performance, the Firm will have an incentive to recommend the related or other person or entity because of its financial or business interest. Additionally, there is a possibility that EW, because of such incentive or for other reasons (including whether the use of such persons or entities has the potential to establish, recognize, strengthen or cultivate relationships that have the potential to provide longer-term benefits to EW or the Funds), favors such retention or continuation even if a better price and/or quality of service provider can be obtained from another person or entity. EW will not necessarily seek out the lowest cost options when incurring (or causing the Funds or their portfolio companies to incur) such expenses. Although EW generally seeks appropriate rates for services, it reserves the right to prioritize prior usage, perceived sector competence or expertise, familiarity, onboarding speed or other factors in retaining or recommending service providers. Whether or not EW has a relationship with or receives financial or other benefit from recommending a particular service provider, there can be no assurance that no other service provider is more qualified to provide the applicable services or can provide such services at lesser cost.

Other Benefits. In connection with its services to the Funds and their investments, EW, its affiliates and personnel expect to receive the benefit of certain tangible and intangible benefits. For example, in the course of EW's operations, including research, due diligence, investment monitoring, operational improvements and investment activities, EW and its personnel expect to receive and benefit from information, "know-how," experience, analysis and data relating to Funds or portfolio company (as applicable) operations, terms, trends, market demands, customers, vendors and other metrics (collectively, "EW Information"). In many cases, EW Information will include tools, procedures and resources developed by EW to organize or systematize EW Information for ongoing or future use. Although EW expects the Funds and their portfolio companies generally to benefit from EW's possession of EW Information, it is possible that any benefits will be experienced solely by other or future funds or portfolio companies and not by the Fund or portfolio company from which EW Information was originally received or derived. EW Information will be the sole intellectual property of EW and solely for the use of EW and its affiliates. EW reserves the right to use, share, license, sell or monetize EW Information, without offsetting or otherwise reducing any Management Fees, and the Funds or portfolio company will not receive any financial or other benefit of such use, sharing, licensure, sale or monetization. Additionally, expenses relating to the Funds or their portfolio companies are expected to be charged using credit cards or other widely available third-party rewards programs that provide airline miles, hotel stays, travel rewards, traveler loyalty or status programs, "points," "cash back," rebates, discounts and other arrangements, perquisites and benefits under the

available terms of such reward programs. Such terms are expected to vary from time to time, and any such rewards (whether or not de minimis or difficult to value) generally will inure to the benefit of the personnel participating in the rewards program, rather than the portfolio companies, the Funds or their respective limited partners; no such rewards will offset Management Fees.

Conflicts Related to the Interpretation of Governing Documents and Other Legal Requirements. The Governing Documents of each Fund and related documents are detailed agreements that establish complex arrangements among EW, the limited partners, the Fund, the General Partner and other entities and individuals. Questions can arise under these agreements regarding the parties' rights and obligations in certain situations, some of which will not have been contemplated at the time of the agreements' drafting and execution. In these instances, the operative provisions of the agreements, if any, can be broad, general, ambiguous or conflicting, and permit more than one reasonable interpretation. At times there will not be a provision directly applicable to the situation. While EW will construe the relevant agreements in good faith and in a manner consistent with its legal obligations (and, when appropriate, in consultation with external legal counsel), the interpretations EW adopts will not necessarily be, and need not be, the interpretations that are the most favorable to the Funds or their limited partners.

Cross Fund Transactions. On occasion, EW effects a cross transaction between Funds. Such cross fund transactions create conflicts of interest because by not exposing such buy and sell transactions to market forces, it is possible that (i) a Fund will not receive the best price possible or (ii) EW will have an incentive to improve the performance of one Fund by selling underperforming assets to another Fund in order, for example, to earn fees. In effecting a cross transaction, the Firm will seek to ensure that the purchase or sale is effected at a price that is comparable to what price could be obtained through an arm's-length transaction with a third party and that is otherwise fair to both parties, which in some cases can include receiving a fairness opinion, receiving a legal opinion, engaging a placement agent and/or investment banker, each as appropriate. The Firm will maintain documentation to memorialize the basis for determining fairness in pricing.

Continuation Funds or Transactions. EW has in the past, and may from time to time in the future, establish other accounts for the purpose of purchasing one or more investments from a Fund and/or making one or more investments alongside a Fund in a transaction or a series of transactions (such transactions, "Continuation Transactions"). The affiliated nature of these transactions and EW's involvement with both the selling and purchasing entities give rise to conflicts of interests.

In addition, as part of a Continuation Transaction, the selling fund is typically approaching the end of its term and as a result, EW has an incentive to maximize the purchase price for the investments on behalf of the selling fund which would benefit EW by potentially making it more likely that EW will earn Carried Interest (or will earn more Carried Interest) with respect to the selling Fund to the detriment of a purchasing Fund. Furthermore, following a Continuation Transaction, EW will from time to time be entitled to receive Management Fees and potentially Carried Interest with respect to the purchasing Fund, which it would not receive if the investments were sold to an unrelated third-

party. Accordingly, Continuation Transactions benefit EW because EW has the potential to receive an aggregate amount of fees and Carried Interest greater than it otherwise would have received in a sale transaction to an unrelated third-party.

A Continuation Transaction also gives rise to conflicts relating to the initial allocation of the transferred investments. The selling Fund's investment can be subject to allocations elected by rollover investors in the selling Fund, as well as certain minimum allocation requirements, each of which will reduce the portion of an investment available to a purchasing Fund. As a result, a purchasing Fund can be allocated a smaller or larger amount of an investment than EW originally anticipated. Further, in some cases there will be no other third-party market check or bidding process involved in a Continuation Transaction. Accordingly, the consideration paid by a purchasing Fund has the potential to be more or less than what the transferred investments are ultimately worth had they been sold to one or more other buyers in one or more separate transactions, including an outright sale to a third-party.

Employee Limited Partners. It is expected that certain of EW's employees and personnel will invest in a Fund directly or as part of a General Partner's commitment to a Fund. Subject to applicable law, the terms of an investment by an employee differ from, and are more favorable than, those of an investment by an external Fund limited partner. For example, employee limited partners generally will not be subject to a Management Fee and/or Carried Interest with respect to their investment, will receive information regarding investments at different times than other limited partners and can benefit from different credit facility arrangements than a Fund.

Item 9 – Disciplinary Information

There are no legal or disciplinary events with respect to us or our management that are material to a current or prospective limited partner's evaluation of us or the integrity of our management.

On occasion, in the ordinary course of its business, it is possible that EW, the Funds or the Funds' portfolio companies (or their respective directors and executive officers) are named as defendants in a legal action. Although there can be no assurance of the outcome of such legal actions, EW does not believe that any current legal proceedings or claims to which EW, the Funds or the Funds' portfolio companies (or their respective directors and executive officers) are a party, if any, would individually or in the aggregate materially affect a limited partner's or prospective limited partner's evaluation of the Firm or the integrity of the Firm's management.

Item 10 – Other Financial Industry Activities and Affiliations

Neither we, nor our employees, have any relationships or arrangements with third parties that are material to our provision of advisory services to our Funds. We do, however, have and will continue to develop relationships with professionals who provide services we do not provide, including legal, accounting, banking, investment banking, tax preparation, insurance brokerage and other services. Some of these professionals provide services to the principals, employees, the Funds or their portfolio

companies. Additionally, some of these professionals are limited partners in our Funds, either personally or through their company.

As mentioned above in Item 4, several affiliates of EW serve as General Partner and/or relying adviser to the Funds and are deemed to be registered with the SEC pursuant to EW's registration. These affiliated investment entities operate as a single advisory business together with EW and serve as the General Partner, relying adviser (described more fully below), affiliate or managing members of private investment funds and other pooled vehicles and share common owners, officers, partners, employees, consultants or persons occupying similar positions. These affiliated entities do not have employees of their own.

Essex Woodlands Health Ventures UK, Ltd. is the UK equivalent of a limited liability company that is wholly owned by EW and provides administrative and investment advisory services to EW in Europe as it relates to the Funds. Essex Woodlands Health Ventures UK, Ltd. is authorized and regulated by the UK Financial Services Authority. Essex Woodlands Health Ventures UK, Ltd. is not required to be registered under Advisers Act.

Essex Woodlands Services Co., Inc. is a relying adviser which acts as the investment adviser to the EW Funds including and subsequent to the formation of EW Healthcare Partners L.P., EW Healthcare Partners-A L.P., EW Healthcare Partners Fund 2, L.P. and EW Healthcare Partners Fund 2-A, L.P. More information regarding the relying adviser is available in EW's Form ADV Part 1, Schedule R.

From time to time, we receive training, information, promotional material, meals, gifts, entertainment or other perquisites from vendors and others with whom we do business or to whom we make referrals. At no time will we accept any benefits, gifts or other arrangements that are conditioned on directing individual Fund transactions to a specific investment, product or provider. Similarly, our employees and/or its affiliates have in the past, and expect in the future, to speak at or attend conferences and other industry events for potential limited partners interested in investing in private funds and other industry events that are sponsored by various investment bankers, broker-dealers, banks or others. Through such capital introduction and other events, prospective limited partners have the opportunity to meet with us. Neither we nor any Fund compensates the broker-dealers, investment bankers, banks or others for organizing such events or for investments ultimately made by prospective limited partners attending such events other than registration, sponsorship, membership or other similar fees paid to attend such events.

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

Code of Ethics/Insider Trading

We have adopted a written Code of Ethics (the "Code") designed to address and avoid potential conflicts of interest as required under Rule 204A-1 of the Advisers Act (the "Rule").

This Rule requires us to adopt a Code that sets forth a standard of business conduct and compliance with federal securities laws by all of our supervised persons. Our Code contains policies and procedures designed to ensure that supervised persons conduct personal securities trading in such a manner as to avoid conflicts of interest or abuse of the supervised person's position of trust and responsibility. Our personal trading policies are designed to ensure that no Fund is disadvantaged by the transactions executed by a supervised person and that supervised persons in no respect misappropriate any benefit properly belonging to a Fund. EW supervised persons and their covered family members are prohibited from trading, either personally or on behalf of others, in securities while in possession of material nonpublic information regarding such securities or communicating material nonpublic information about such securities to others.

Our Code requires, among other things, that supervised persons:

- Act with competence, dignity, integrity and in an ethical manner when dealing with limited partners, the public, prospects, third-party service providers and fellow supervised persons;
- Place the interests of limited partners along with the Funds, and the interests of EW, above one's own personal interests;
- Adhere to the fundamental standard that supervised persons should not take inappropriate advantage of their position;
- To the extent practicable, report to the Chief Compliance Officer, and disclose or otherwise mitigate, any conflicts of interest that are material to limited partners and the Funds;
- Conduct personal securities transactions in a manner consistent with the Code;
- Use reasonable care and exercise independent professional judgment when conducting investment analysis, making investment recommendations, taking investment actions and engaging in other professional activities; and
- Abide by the requirements contained in the Advisers Act, and rules thereunder, as well as other applicable provisions of the federal securities laws.

Our Code requires supervised persons and their covered family members to:

- Pre-clear personal securities transactions;
- Report certain personal securities transactions on at least a quarterly basis;
- Provide us with a detailed summary of certain holdings (both initially upon commencement of employment and annually thereafter) over which such supervised persons and their covered family members have a direct or indirect beneficial interest; and
- Certify their compliance with the Code (both initially upon commencement of employment and annually thereafter).

Supervised persons who violate the Code may be subject to remedial actions, including, but not limited to, profit disgorgement, fines, censure, suspension or dismissal. Supervised persons are also required to promptly report any violations of the Code of which they become aware. A copy of our Code will

be provided to any current or prospective limited partner upon request by contacting us at (281) 364-1555.

For certain legacy Funds, EW's supervised persons are permitted to trade in their personal accounts the same securities and other investment instruments traded and held in such Fund accounts provided that such trading is (i) limited to a certain dollar threshold, (ii) is in adherence with other legal and/or Firm-specific requirements and (iii) as long as the supervised persons do not improperly use confidential or proprietary information (*e.g.*, knowledge of Fund holdings and transactions, material nonpublic information inadvertently received by EW or its supervised persons, etc.) when making their personal trading decisions. Transactions by supervised persons in such securities could theoretically occur at or about the same time as transactions by EW or the Funds, but such supervised person transactions are subject to compliance reporting and monitoring requirements designed to detect and prevent potential conflicts of interest and other potential compliance-related concerns. In addition, it is possible that supervised persons will be permitted to buy securities in transactions offered to but rejected by the Funds.

Allowing supervised persons to trade in the same securities as the Funds presents various potential conflicts of interest. For example, supervised persons could theoretically attempt to time their personal transactions to benefit from any potential impact Fund transactions might have on the price of a security or otherwise attempt to obtain a more favorable purchase, sale, short or cover price than the Funds obtain. In addition, supervised persons and the Funds could potentially take opposing positions (*i.e.*, a supervised person account takes a long position when a Fund takes a short position, or vice versa) and thus the supervised person could potentially experience a conflict between acting in his/her own best interest versus the Fund's best interest. Finally, supervised persons could devote excessive time/use limited resources towards managing their personal trading accounts and thus neglect the Funds.

EW supervised persons will occasionally carry on investment activities for their own account and for family members or others, and in connection therewith, can potentially give advice and recommend securities which differs from advice given to, or securities recommended or bought for, the Funds, even if their investment objectives are the same or similar. In addition, supervised persons are permitted to buy securities in transactions offered to, but rejected by, the Funds or that are outside the investment mandate of the Funds.

As mentioned above, the CCO or his designee monitors supervised person transactions relative to Fund transactions to detect and prevent improper personal securities transactions and potential conflicts of interest.

Participation or Interest in Client Transactions

Many employees of EW have a material investment in our Funds and/or co-investment vehicles through the General Partner and/or as Fund limited partners. As mentioned in Item 5 above, EW generally reduces all or a portion of the Management Fee and Carried Interest related to investments

held by such persons. We do not believe this arrangement presents any material conflicts of interest since our interests and our employees' interests are aligned with the interests of limited partners in such Funds.

Section 206(3) of the Advisers Act generally prohibits investment advisers from engaging in principal, cross and agency cross transactions without the appropriate disclosure and consent. We will only enter into a principal, cross or agency cross transaction with the appropriate disclosure and consent.

principal transactions are generally defined as transactions where an adviser, acting as principal for its own account knowingly buys from or sells a security to any advisory client. This also applies to any affiliates or controlling persons of the adviser (*i.e.*, an owner, employee or affiliate of the adviser). Cross trades between Funds can also be deemed to be principal transactions if the adviser (and/or its affiliates, owners or controlling persons) own, in the aggregate, 25% or more of either Fund. In the context of EW's business, a principal transaction would most likely refer to the practice of warehousing an investment for the formation of a future fund or EW or a Fund General Partner purchasing the interest of an existing limited partner. Cross transactions occur when an adviser or an affiliate arranges a transaction (*i.e.*, acts as a broker) between two or more different Funds or accounts that are managed by that same adviser or an affiliate. An adviser is not "acting as a broker" if the adviser receives no compensation (other than the advisory fee earned in the ordinary course of managing the asset) for effecting the transaction and therefore is not considered to be conducting a cross transaction under Section 206(3). In the context of EW's business, a cross transaction can occur when selling a portfolio company, investment or other asset from one Fund to another. Agency cross transactions can occur where an adviser is dually registered as a broker-dealer or has an affiliated broker-dealer, which is not applicable to EW.

In the event we were to recommend a principal transaction or cross transaction, it would only be after: (i) we have determined the transaction to be in the best interest of both participating Funds; (ii) the transaction is permitted by the relevant Governing Documents; (iii) proper disclosure is given to the relevant General Partner, advisory board or limited partners, as appropriate; (iv) consent is obtained from the appropriate parties; and (v) we ensure that best execution is achieved for the transaction.

During 2021, we engaged in both a warehousing principal transaction and a cross transaction and followed the above procedures with regard to both transactions.

Conflicts of Interest

If any matter arises that we determine in our good faith constitutes an actual conflict of interest, we will take such actions as we deem necessary or appropriate, and as permitted by any applicable Fund's Governing Documents, to address the conflict. The Governing Documents of each Fund include a description of what we believe to be the most significant conflicts of interest associated with an investment in that Fund. Some of these conflicts are summarized in Item 8 above.

Item 12 – Brokerage Practices

We make investments through the Funds in predominantly private, but also in public, securities. To the extent a Fund acquires private securities, we do not ordinarily deal with any financial intermediary such as a broker-dealer, and commissions are not ordinarily payable in connection with such investments. Whether for private or public securities transactions, we seek to achieve best execution and if doing so in connection with a transaction that involves a financial intermediary, attempt to select broker-dealers or investment bankers based upon our analysis of such intermediary's ability to provide best execution for the transaction.

In connection with transactions for the Funds, we are authorized to determine:

- Which securities or other investment instruments to buy or sell;
- The total amount of securities or other investment instruments to buy or sell;
- The executing broker or dealer for any transaction, if applicable; and
- The commission rates or commission equivalents charged for transactions.

Although best execution is typically referred to in the context of public securities, EW extends its obligation to seek best execution to the execution of private investment transaction, including the acquisition and disposition of private portfolio companies. For all transactions, EW attempts to ensure that the Funds pay no more than the perceived fair value for portfolio companies or other investments as well as reasonable fees for services consumed to complete the transactions. From time to time, the Funds may receive distributions of private company securities. In some cases, securities of such private companies may ultimately be registered for sale to the public.

More specifically, if we are presented with a decision regarding the allocation of brokerage transactions for the Funds, in determining best execution we consider a variety of factors in addition to cost including, but not limited to, the following:

- EW's prior experience with the broker-dealer or investment banker;
- The broker-dealer or investment banker's execution capability, financial responsibility, reputation and expertise within the industry;
- The broker-dealer or investment banker's responsiveness to the Firm;
- The broker-dealer or investment banker's expertise in dealing with investments that are restrictive or illiquid in nature;
- The type and size of the transaction involved;
- The value of any research services provided; and
- The reasonableness of any applicable fees or costs to complete the transaction.

Certain transactions involve specialized services on the part of a broker-dealer, which can result in higher commissions (or other equivalent costs) than would be the case for more routine services. We generally seek competitive commission rates (or other equivalent costs), but we will not necessarily

pay the lowest commission (or other equivalent costs). We believe the commissions or fees charged in such circumstances are competitive with those that other broker-dealers charge.

While we reserve the right to consider the factors described above when the Investment Committee has made the decision to sell a public security, in practice we typically use the execution services of the broker-dealer that currently custodies the public securities held by the Funds.

We do not participate in any formal soft dollar arrangements with broker-dealers or other counterparties whereby a portion of the commissions charged are designated as soft dollar “credits” that can be used by us to acquire products and services. However, we do receive permitted Section 28(e) research from broker-dealers or other counterparties. To the best of our knowledge, these services are generally made available to all institutional investors doing comparable business with such broker-dealers or other counterparties. Research services furnished typically include written information and analyses concerning specific securities, companies or sectors; market, financial and economic studies and forecasts; statistics and pricing or appraisal services; and discussions with research personnel. The research includes primarily proprietary research, but could also include research created or developed by a third party. Research services received from broker-dealers or other counterparties supplement our own research efforts. The Funds benefit from the research products or services because EW does not have to produce or pay for the research. The research benefits are generally used to service all of the Funds and are not necessarily used to benefit the Funds in proportion to the amount of business conducted with the broker-dealers or other counterparties that provide the research.

It is possible that EW has an incentive to select a broker-dealer or other counterparty based on EW’s interest in receiving the research or other products or services, rather than on the Funds’ interest in receiving the most favorable execution on investment transactions. However, it should be noted that EW does not believe that the Funds incur transactions fees or costs (including any applicable commissions or markups or markdowns) higher than those charged by other broker-dealers or counterparties in return for research benefits.

As a general practice, we typically do not aggregate the purchase or sale of securities for multiple Funds except in the case of parallel Funds, in which case such aggregation and allocation are made pro rata.

Investment staff and the Chief Compliance Officer review transaction details to monitor EW’s efforts to achieve best execution and to detect and prevent potential compliance concerns.

Item 13 – Review of Accounts

Investments held by the Funds are closely reviewed on an ongoing basis by our investment team. The investment team meets regularly to discuss the Funds’ portfolios, investment ideas, economic developments, current events and other issues related to the current portfolio holdings and potential investment opportunities. All Fund investment decisions, as well as decisions regarding dispositions,

are reviewed and approved by our Investment Committee. EW holds board seats for the majority of the investments it makes. Moreover, partners of EW monitor portfolio company performance through regular management meetings, as well as detailed reviews of specific portfolio companies that occur as needed.

We provide each limited partner with written reports on the affairs of the Funds. The reports include (i) quarterly unaudited financial statements delivered within 45 days after the end of each of the first three fiscal quarters of each fiscal year; (ii) annual audited financial statements delivered within 90 days after the end of the fiscal year prepared in accordance with United States generally accepted accounting principles (“GAAP”) as promulgated by the Financial Accounting Standards Board (“FASB”), accompanied by a report of the independent certified public accountant subject to regular inspection by, the Public Company Accounting Oversight Board (“PCAOB”), (iii) within 90 days after the end of the fiscal year, valuations of the relevant Fund’s investments as of the end of the prior fiscal year and (iv) within 120 days after the end of each fiscal year, annual tax information necessary for the completion of the limited partner’s Schedule K-1 for such fiscal year. All reports are sent to limited partners in writing either electronically through EW’s limited partner portal or via hard copy, as per each limited partner’s stated preference. Investors in Co-Investment Funds receive reports as agreed upon with investors, including many of which as delivered to limited partners in the Funds. EW also has contact with limited partners (quarterly calls, personal visits, telephone, video conference and email) throughout the year as conditions warrant.

In the course of conducting due diligence or otherwise, prospective limited partners periodically request information pertaining to EW’s investments. EW responds to these requests, and in answering such requests provides information that is not generally made available to other limited partners who have not requested such information. Additionally, as it pertains to existing limited partners, upon request or pursuant to contractual obligations (such as agreed to in a side letter), certain limited partners can receive additional information and reporting that other limited partners do not receive. The fact that EW provides such information upon request to one or more limited partners does not obligate EW to affirmatively provide such information to all limited partners. As a result, certain limited partners will have more information about a Fund than other limited partners, and EW has no duty, and does not intend, to ensure that all limited partners seek, obtain or possess the same information regarding a Fund and its investments and/or portfolio companies.

Item 14 – Client Referrals and Other Compensation

As mentioned in Item 5 above, EW, a General Partner or an affiliate is entitled to receive transaction fees or other remuneration (including any options, warrants or other equity securities) from the portfolio companies held by the Funds. These fees are paid pursuant to separate agreements entered into with the portfolio companies to provide certain consulting services that EW believes will ultimately enhance the value of the companies and benefit the Funds and their limited partners.

These types of fee arrangements present potential conflicts of interest and provide EW with an incentive to recommend investments based on compensation received rather than the best interests

of the Funds. To help mitigate this potential conflict of interest, the allocable portion of such benefits received by EW in connection with services rendered to portfolio companies or transactions of the Funds are offset against Management Fees payable by the Funds, to the extent described above in Item 5 and as detailed in each Fund's Governing Documents. For the avoidance of doubt, however, as discussed in Item 5, fees and compensation received by members of the Operations Group are not subject to Management Fee offsets.

EW typically engages the services of a registered broker-dealer to serve as placement agent for Fund units when raising a new Fund. Placement agent fees are payable by the Funds and offset the Management Fee of such Fund on a dollar-for-dollar basis, although related expenses incurred pursuant to the relevant placement agent or similar agreement, including but not limited to placement agent travel, meal and entertainment expenses, typically are borne by the relevant Fund.

Item 15 – Custody

The Advisers Act Rule 206(4)-2 (the “Custody Rule”) requires that pooled investment vehicles which we advise either undergo an annual audit pursuant to generally accepted accounting principles (“GAAP”) by a PCAOB registered and inspected independent public accountant or be subject to a surprise custody examination by a PCAOB-registered independent public accountant. Even though all assets of the Funds are held in custody by qualified custodians who are unaffiliated broker-dealers or banks (other than certain privately offered securities to the extent permitted under the Advisers Act), we are considered to have custody over the Funds’ assets because we are not operationally independent from the General Partners and each General Partner generally has full discretion and control over Fund investments and cash, including the ability to deduct fees from Fund accounts. To comply with the Custody Rule and to provide meaningful protection to limited partners, each Fund is subject to an annual financial statement audit by an independent public accountant registered with, and subject to regular inspection by, the PCAOB. The audited financial statements are prepared in accordance with GAAP, and are distributed to the Funds and each limited partner in a Fund within 120 days of such Fund’s fiscal year end (or earlier as agreed to in the Governing Documents) in accordance with the Custody Rule. In addition, upon the final liquidation of a Fund, EW will obtain a final audit and distribute audited financial statements prepared in accordance with GAAP with respect to such Fund to all underlying limited partners promptly upon completion of the audit. Limited partners in the Funds should carefully review such financial statements.

EW does not accept physical custody of any Fund assets (other than certain privately offered securities to the extent permitted by the Advisers Act). Called capital is directly sent or wired into the relevant Fund’s qualified custodial account and public securities are held with broker-dealers or transfer agents who act as custodians for such securities. EW receives monthly statements from each qualified custodians on behalf of the Funds. For more information about our qualified custodians, please see our Form ADV Part 1, Schedule D, 7.B.(1).

Item 16 – Investment Discretion

The Governing Documents of each Fund provide that we or an affiliate, as the ultimate General Partner or managing member of such Fund, have exclusive and complete authority and discretion in managing the business and affairs of the Fund, subject only to specific and express limitations provided therein. Investment advice is provided directly to the Funds, subject to the discretion and control of the relevant General Partner or investment manager, and not to limited partners in the Funds individually. To become a limited partner in a Fund, a prospective limited partner must execute, among other documents, a subscription agreement and a limited partnership agreement (or similar agreement) with such Fund. Such documents generally contain a power of attorney that grants us or the applicable Fund's General Partner or manager certain powers related to the orderly administration of the affairs of the Funds. Thus, without obtaining specific consent from a Fund or its limited partners for each transaction, we have discretionary authority to transact in securities for the Funds.

The terms upon which we serve as an investment manager of a Fund are established at the time each Fund is established and are generally set out in the Governing Documents entered into by EW with respect to the relevant Fund. A limited partner may seek to impose limitations on EW's authority through a side letter agreement and the Firm can choose to accept reasonable limitations or restrictions at its discretion. All limitations and restrictions placed upon EW's investment authority with respect to a limited partner's investment must be presented to us in writing and agreed to by EW and such limited partner. Other limited partners meeting certain commitment thresholds are often provided with notification provisions regarding such side letter agreements but are not provided with consent rights regarding such side letter agreements.

Item 17 – Voting Client Securities

By virtue of the applicable Fund's Governing Documents, EW has the authority to vote client proxy statements on behalf of its Funds. The majority of "proxies" received by EW are written shareholder consents or similar instruments for private companies owned by the Funds. As such, EW has adopted proxy voting policies and procedures pursuant to Advisers Act Rule 206(4)-6. Our proxy policy seeks to ensure that we vote proxies in the best interest of the Funds with a goal towards maximizing overall value. We are responsible for identifying the proxies upon which to vote, voting the proxies in the overall best interests of the applicable Funds and their limited partners (as described below), and submitting the proxies promptly and properly.

In determining the overall interests of the Funds and their limited partners, consideration will be given to both short-term and long-term implications of the proposal to be voted on when considering the optimal vote. In voting proxies, we will seek to avoid material conflicts of interest between our interests, on the one hand, and the interests of the Funds and their limited partners, on the other. We generally believe our interests are aligned with those of the limited partners through our principals' beneficial ownership interests in the Funds. We are not required to seek limited partner approval or direction when voting proxies. If we detect a material conflict of interest in connection with a proxy solicitation, our Investment Committee will consider the vote under consideration, discuss the

perceived conflict of interest and decide on how to vote the proxy. We will record the decision and then vote the proxy accordingly. It should be noted that limited partners cannot direct EW's vote in a particular solicitation.

In some instances, Firm principals and affiliated or unaffiliated third parties appointed by EW sit on the boards of portfolio companies to which EW provides certain services and, as such, exercise authority with respect to various issues faced by the portfolio companies. EW does not consider service on portfolio company boards by EW personnel or third parties appointed by EW or EW's receipt of nominal board fees to create a material conflict of interest in voting proxies with respect to such companies.

Upon request, we will provide limited partners in any of the Funds with information about how the proxies relevant to such Fund and limited partners were voted. Our proxy voting policy and procedures are available to limited partners upon request by contacting us at (281) 364-1555.

Item 18 – Financial Information

EW does not require or solicit prepayment of more than \$1,200 in fees per Fund six months or more in advance; has no financial condition reasonably likely to impair its ability to meet contractual commitments to the Funds or their underlying limited partners; and has not been the subject of a bankruptcy proceeding.