

**FIRM BROCHURE  
(PART 2A OF FORM ADV)**

**SK Capital Partners, LP**

430 Park Avenue, 18<sup>th</sup> Floor  
New York, NY 10022  
Telephone number: (212) 826-2700  
[www.skcapitalpartners.com](http://www.skcapitalpartners.com)

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**This Investment Adviser Brochure (“Brochure”) provides information about the qualifications and business practices of SK Capital Partners, LP (“SK Capital” or the “Firm”). Unless otherwise specified, references herein to “SK Capital” or the “Firm” include SK Capital Partners, LP and its affiliated investment advisers, SK Capital Management V, LP (the “Fund V Management Company”), SK Capital Management VI, LP (the “Fund VI Management Company”) and SKCP Catalyst Management I, LP (the “SKCP Catalyst Fund I Management Company”).**

**If you have any questions about the contents of this Brochure, please contact us at (212) 826-2700. The information in this Brochure has not been approved or verified by the U.S. Securities and Exchange Commission (the “SEC”) or by any state securities authority. SK Capital is an investment adviser registered with the SEC under the Investment Advisers Act of 1940, as amended (the “Advisers Act”). However, such registration does not imply a certain level of skill or training.**

**Additional information regarding SK Capital is also available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).**

## **ITEM 2 – MATERIAL CHANGES**

SK Capital filed its most recent Form ADV Part 2 on March 30, 2021. This annual amendment updates disclosure to the description of risks and conflicts in Item 8.B. and other updates to reflect immaterial changes to SK Capital's business.

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## ITEM 4 – ADVISORY BUSINESS

<b>Item 4.A</b>	<p><u>Description of Advisory Firm</u></p> <p>SK Capital Partners, LP (“SK Capital” or the “Firm”) is a New York based investment management firm with significant experience driving growth and operational improvement in the Firm’s middle market focus sectors. SK Capital’s focus sectors are specialty materials, chemicals and healthcare businesses and the Firm’s Managing Directors collectively have substantial operating and investment experience within these sectors.</p> <p>The Firm and its affiliated investment advisers, SK Capital Management V, LP (the “Fund V Management Company”), SK Capital Management VI, LP (the “Fund VI Management Company”) and SKCP Catalyst Management I, LP (the “SKCP Catalyst Fund I Management Company” and together with the Fund V Management Company, Fund VI Management Company and the general partners listed as related parties in the ADV Part I, the “Affiliated Advisers,” and the Affiliated Advisers together with SK Capital, the “Adviser”) provide discretionary investment advisory services, advising and managing the investment and reinvestment of assets for investment funds privately offered to qualified investors in the United States and elsewhere.</p> <p>The Adviser’s clients include private investment funds and co-investment vehicles (together, the “Funds”) to which the Adviser or its affiliates provide investment advisory services. The Fund investors (generally referred to herein as “limited partners or “investors”) include public and private institutional pension plans, endowments and foundations, sovereign wealth funds and other institutional investors and family office and high net worth investors.</p> <p>The Adviser uses the collective operating and investment experience of the members of its investment committee to provide advice to each Fund on how to generate long- term value for its limited partners by leveraging and enhancing the management and operating capabilities of the portfolio companies in which it invests. This includes advising each Fund on augmenting management talent and processes to drive business improvement, driving revenue growth, improving operating efficiency, improving management of working capital, and completing strategic acquisitions and divestitures. Prudent use of leverage is also a critical component of the Adviser’s investment management strategy, as it provides management teams the appropriate degree of flexibility to address each business’ unique constraints, implement operational improvements, and pursue growth and acquisition plans. Although each Fund incorporates leverage into the capital structures of its portfolio companies, whether at</p>
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	<p>the time of the initial investment or subsequently through recapitalizations, doing so is not intended to be a primary source of value creation.</p> <p><u>Management Team and Principal Owners</u></p> <p>Dr. Barry Siadat and Jamshid Keynejad co-founded SK Capital (together, the “Founding Partners”). The principal owners of SK Capital are the Founding Partners and Jack Norris and Aaron Davenport (together, the “Managing Partners”). SK Capital has established an Executive Committee (the “Executive Committee”) currently comprised of five Managing Directors of SK Capital – Barry Siadat, Jamshid Keynejad, Jack Norris, Aaron Davenport, and Mario Toukan – and is responsible for the following: (i) managing the SK Capital organization and setting the strategic direction of the firm; (ii) overseeing each of SK Capital’s investment strategies as well as ensuring sound portfolio management and investment process excellence; and (iii) ensuring high standards of professional excellence and preserving SK Capital’s culture and core values. The members of the Executive Committee each have the responsibility to oversee certain critical functions and processes of the SK Capital organization.</p>
<b>Item 4.B</b>	<p>The Adviser provides discretionary investment management services, advising and managing the investment and reinvestment of assets for the Funds. Each Fund offers limited partner interests only to certain qualified persons, and admission to a Fund is offered only via a “private offering” (i.e., is not open to the general public.) Fund interests are sold only to qualified persons who are “accredited investors” under Rule 501 of Regulation D of the Securities Act of 1933, as amended (the “Securities Act”).</p> <p>Additionally, from time to time and as permitted by the relevant limited partnership or other operating agreement of a Fund (each, an “LPA”), the Adviser expects to provide (or agrees to provide) co-investment opportunities (including the opportunity to participate in co-invest vehicles) to certain investors or other persons, including other sponsors, market participants, finders, consultants and other service providers, the Adviser’s personnel and/or certain other persons associated with the Adviser and/or its affiliates. Such co-investments often involve investment and disposal of interests in the applicable portfolio company at the same time and on the same terms as the Fund making the investment. However, from time to time, for strategic and other reasons, a co-investor or co-invest vehicle (including a co-investing Fund) purchases a portion of an investment from one or more Funds after such Funds have consummated their investment in the portfolio company (also known as a post-closing sell-down or transfer), which generally will have been funded through Fund investor capital contributions. Any such purchase from a Fund by a co-investor or co-invest vehicle generally occurs shortly after the Fund’s completion of the investment to avoid any changes in valuation of the investment, but in</p>

	<p>certain instances could be well after the Fund’s initial purchase. The Adviser generally expects to charge interest on the purchase to the co-investor or co-invest vehicle (or otherwise, in the Adviser’s sole discretion and where appropriate, equitably to adjust the purchase price under certain conditions), and the Adviser generally will require the co-investor or co-invest vehicle to reimburse the relevant Fund for related costs. However, to the extent such amounts are not so charged or reimbursed, they generally will be borne by the relevant Fund.</p> <p>Outside of such services to the Funds, the Adviser offers no other advisory services. The Adviser does not perform any type of financial planning, quantitative analysis, tax planning or market timing services.</p> <p>Specific details relating to the advisory services provided to the Funds, including details relating to fees, liquidity rights and risks, among others, are fully disclosed in each Fund’s, as applicable, confidential Private Placement Memorandum or other offering documents (each, an “Offering Memorandum”) and the investment management agreement pursuant to which the Adviser provides investment advisory services to each Fund (each, an “Investment Management Agreement,” and together with the applicable Offering Memorandum and LPA, the “Governing Documents” of each Fund).</p>
<b>Item 4.C</b>	<p>The Adviser provides investment advice only to the Funds. Because the Funds have highly similar investment strategies, the question of tailoring the Adviser’s advisory services to the individual needs of limited partners or accepting limited partner-imposed investment restrictions is not relevant.</p> <p>The Adviser, as part of the advisory services it provides to each Fund, assists each General Partner as requested in negotiating side letters or similar agreements (“Side Letters”) on behalf of such Fund with certain Fund limited partners. Such Side Letters have the effect of establishing additional rights or altering or supplementing the terms of the Governing Documents of the applicable Fund-sponsored investment vehicle with respect to one or more such limited partners in a manner more favorable to such limited partners than those applicable to other limited partners. These additional rights include but are not limited to: rights related to financial reporting and disclosure, due diligence oversight, fee transferability rights, excuse rights, co-investment rights, consent rights and/or other rights permitted in the applicable General Partner’s discretion.</p>
<b>Item 4.D</b>	The Adviser does not participate in wrap fee programs.
<b>Item 4.E</b>	As of December 31, 2021, the Adviser’s regulatory assets under management is approximately \$6,627,967,652. The Adviser does not and does not plan to manage any client assets on a non-discretionary basis.



## ITEM 5 – FEES AND COMPENSATION

Disclaimer applicable to all sub-items hereto: Limited partners in the Funds should refer to the applicable Fund's Governing Documents for a complete and detailed understanding of how the Adviser is compensated for its advisory services. The information contained herein is a summary and is qualified in its entirety by the Funds' Governing Documents.

<b>Item 5.A</b>	<p>The Adviser is compensated by each Fund based on the provisions of the Investment Management Agreement that was negotiated between the Adviser and such Fund. Limited partners and prospective limited partners in each Fund should refer to the applicable Offering Memorandum for a detailed description of the fees. The principal fee is a management fee that is based on the limited partners' aggregate capital commitments. Where the Governing Documents calculate management fees based on the amount of commitments or the amount of investment contributions, the amount of management fees generally will not be reduced based on reductions in investment value, except where specified by the relevant Governing Documents. As a general matter, management fees will be payable during term extensions unless otherwise agreed with investors. In addition, the Adviser receives compensation for management and other services performed in connection with co-investments made in portfolio companies of the Funds.</p> <p>Certain LPAs permit the Adviser to waive or agree to reduce all or a portion of the management fees to be paid by a Fund, and require that such Fund call capital in the amount of such waived fees to be invested on behalf of the applicable General Partner ("Waiver Contribution") in satisfaction of a portion of the latter's capital commitment to such Fund, effectively reducing the amount of capital such General Partner would otherwise be required to contribute to the Fund. Waived management fees are not subject to management fee offsets. The amount of such waived management fees has the potential to be significant, and it is possible that management fee offsets will not be fully realized by a Fund's limited partners due to waived management fees and/or timing of receipt of compensation subject to offsets, resulting in a net additional benefit to the Adviser.</p> <p>The Adviser is permitted to exempt certain investors in the Funds from payment of all or a portion of management fees and/or carried interest, including the Adviser and any other person designated by the Adviser. The General Partners reserve the right to make any such exemption from fees and/or carried interest by a direct exemption, a rebate by the Adviser and/or its affiliates, or through other Funds which co-invest with a Fund. For example, in instances where an SK Capital professional or its affiliate invests in a Fund, such professional or its affiliate generally will be exempt from payment of management fees and carried interest with respect to such Fund. Additionally, to the extent permitted by the relevant LPA, the</p>
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	<p>Adviser has the right to permit investors, affiliated with the Adviser or otherwise, to invest through the relevant General Partner or other vehicles that do not bear management fees or carried interest. The Adviser retains flexibility to structure its compensation from investors and expects in certain circumstances to agree to invoice an investor directly for management fees or other compensation, rather than deducting such amounts from the investor's capital account(s).</p> <p>The Funds generally invest on a long-term basis. Accordingly, investment advisory and other fees are expected to be paid, except as otherwise described in the relevant LPA or Offering Memorandum, over the term of the relevant Fund, and investors are generally not permitted to withdraw or redeem interests in the Funds.</p> <p>Employees of the Firm generally receive salaries and other compensation derived from, and in the case of the Managing Partners, including a portion of, the management fee, carried interest or other compensation received by the Adviser or its affiliates. Certain former employees are entitled to receive compensation derived from, and in certain cases including a portion of, carried interest or other compensation received by the Adviser or its affiliates.</p>
<b>Item 5.B</b>	The Adviser bills each Fund for and is paid the management fee quarterly in advance.
<b>Item 5.C</b>	<p>The Adviser will pay all ordinary administrative and overhead expenses incurred in connection with maintaining and operating its office(s), including employees' salaries, rent, utilities, etc.</p> <p>In addition to the applicable management fee, and as described more fully in each Fund's Governing Documents, each Fund will pay all other fees, costs, expenses, liabilities and obligations of such Fund (and its subsidiaries and intermediate entities) that are not reimbursed by portfolio companies or applied to reduce management fees (which reimbursements may be for travel and any other out-of-pocket expenses incurred in connection with the making, monitoring and/or disposing of prospective and/or actual portfolio company investments, including follow-on investments and refinancings), including, but not limited to, all fees, costs, expenses, liabilities and obligations relating or attributable to activities with respect to the sourcing (including consulting fees and any related incentive, equity and other compensation), 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, the Fund's portfolio companies and</p>

its 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 fees and expenses payable to attorneys, accountants, tax professionals, investment bankers, lenders, third-party diligence and deal-sourcing software and portfolio company software and investor reporting (including software) (including research, analytics, data enrichment and engagement software and other tools utilized by the Fund and/or the management teams for or on behalf of any portfolio company) and service providers, consultants and similar professionals in connection therewith); expenses associated with such Fund's financial statements, tax returns, Schedule K-1s or any other administrative, regulatory or other Fund-related reporting or filing obligations; out-of-pocket expenses incurred in connection with transactions not consummated, including expenses and any costs related to transactions that might have been offered to co-investors; expenses of such Fund's advisory board and annual meetings of such Fund's limited partners and any other meeting with any limited partner(s); insurance (including directors and officers liability fidelity bond, management liability, cybersecurity, errors and omissions liability, crime coverage and general partnership liability premiums and other insurance and regulatory expenses including any costs and expenses related to any retention or deductibles and broker fees, costs and commissions) and any consultants or other advisors utilized in the procurement, review and analysis of insurance policies; any travel (including, where appropriate as determined by the relevant General Partner, the cost of using private air travel at a cost equal to the cost of first-class commercial airfare), lodging, meals or entertainment relating to any of the foregoing, including in connection with consummated and unconsummated investment and disposition opportunities; other expenses associated with the acquisition, holding and disposition of such Fund's investments, including extraordinary expenses (such as litigation, if any); and any taxes, fees or other governmental charges levied against such Fund.

The Funds also bear their share of expenses (including, without limitation, rent, office costs, travel accommodations, personnel costs and compensation and corporate expenses) relating to fund administrative, corporate and similar services performed by, or on behalf of, a Fund's holding companies, structuring vehicles or other entities maintained by the Fund, the General Partner(s), or their respective affiliates in connection with certain local jurisdictions' requirements; the relative percentage of these expenses that are borne by various stakeholders (including the relevant Fund, any co-investors, portfolio company management and other persons) is expected to depend upon the level at which such expenses are charged or incurred. Generally included in the expenses permitted to be borne by a Fund are the fees, costs, expenses, liabilities and obligations of legal counsel, consultants and/or other service providers to procure, develop, establish, review, revise, customize, upgrade and/or negotiate

relationships relating to the foregoing items, which generally are expected to be significant. In certain cases, these or similar expenses (and/or Supplemental Fees (defined below)) are expected to be charged to portfolio companies, capitalized into the cost basis of a transaction or, to the extent necessary or desirable for operational, administrative, tax or other reasons, charged at the level of an intermediate holding company between the relevant Fund and the portfolio company. To the extent holding or intermediate entities include one or more special purpose acquisition companies (“SPACs”), the relevant Fund(s) will bear the costs of organizing and offering such SPACs, as well as the amount and dilutive effect of any founders’ equity or similar interests issued thereby that are not held directly or indirectly by the Fund, and except where prohibited by the Governing Documents, such interests are permitted to be issued to the Adviser and its personnel. To the extent that brokerage fees are incurred, they will be incurred in accordance with the general practices set forth in “Brokerage Practices.” Each Fund also generally will bear the costs of implementing, monitoring and complying with investment guidelines and directives relating to the Fund’s strategy, including in Side Letters relating thereto, and (where applicable) environmental, social, governance and other standards to which the relevant General Partner has committed in making investments on behalf of the Fund. Additionally, subject to the Governing Documents, a Fund typically will bear certain unreimbursed expenses of portfolio companies and intermediate holding vehicles through which the Fund invests.

In addition to management fees and carried interest, the Adviser and/or its affiliates receive transaction fees, monitoring fees and/or other compensation in connection with management and other services performed for portfolio companies of Funds (“Supplemental Fees”) and such Supplemental Fees will offset, in part, the management fees otherwise payable to the Adviser. The Adviser and/or its affiliates generally have discretion over whether to charge Supplemental Fees to a portfolio company and, if so, the rate, timing 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. In most circumstances, such compensation is not reviewed or approved by an independent third party. The receipt of such compensation generally will give rise to potential conflicts of interest between the Funds, on the one hand, and the Adviser and/or its affiliates on the other hand.

As a matter of practice, the Adviser is typically paid fees of the type referred to in the preceding paragraph from, on behalf of or with respect to co-investors in an investment, as well as other fees relating to the structuring and administration of co-investment arrangements. The receipt of such fees will not reduce the management fees payable by any Fund(s) that have also invested in such investment, and as a result a Fund will, in most, if not all, cases, only benefit with respect to its allocable portion on

a fully diluted basis of any such fee and not the portion of any fee that relates to such co-investors or potential co-investors (which could include co-investment vehicles managed by the Adviser, third parties, portfolio company management or employees and/or others), which have the potential to be significant. Unless otherwise agreed with investors, Supplemental Fees generally will be payable without further offset during term extensions, even if management fees are reduced or eliminated during the extended term, thus reducing the amounts of Management Fees actually offset. In certain circumstances, the Adviser expects that co-investors, lenders, consultants or other parties from time to time will negotiate the right to share a portion of such fees from a particular investment, and the above-described offset will be applied after excluding any amounts paid to such persons.

#### Consultants

Additionally, as further described herein and in the applicable Offering Memorandum and/or LPA, the Adviser retains certain consultants (each, a “Consultant”) to provide services to (or with respect to) one or more Funds or certain current or prospective portfolio companies in which one or more Funds invest. Services provided by Consultants generally relate to the identification, acquisition, holding, improvement and/or disposition of portfolio companies, including operational aspects of such companies. Consultants include individuals who serve in a management or policy-making position for one or more portfolio companies. In addition, the General Partner may create an operations group (the “Operations Group”) comprised of persons retained by the General Partner or any of its affiliates primarily to provide manufacturing, sales, marketing, technology, human resources, acquisition integration/rationalization and/or other operations services, acquisition or other due diligence, or similar services to the Fund, any alternative investment vehicle or any portfolio company or prospective portfolio company of the Fund or any alternative investment vehicle. Compensation received by Consultants and/or the Operations Group generally consists of cash fees and other types of compensation, including, but not limited to, discretionary bonuses (whether or not based on pre-determined milestones), transaction fees, profits, participation or equity interests in one or more portfolio companies or holding companies, incentive equity and stock awards, or profits or equity interests in one or more Funds or General Partners. Compensation paid to Consultants and the Operations Group typically has been determined according to one or more methods, including the value of the time (including an allocation for overhead and other fixed costs) of the relevant Consultant or the Operations Group and amounts believed to be charged by other providers for comparable services, but such compensation could in the future be calculated using other methods, including, but not limited to, methods based on a percentage of cash flows from the portfolio company, a percentage of the value of the portfolio company or the invested capital

exposed to the portfolio company. Compensation in the form of profits or equity interests in a portfolio company or intermediate holding company generally has a dilutive impact on the Fund's investment, and has the potential to result in economic effects greater than the original amount of compensation, and the relevant Fund typically will bear the costs of all compensation paid to Consultants and the Operations Group as well as fees, costs and expenses of structuring such arrangements. No compensation received by Consultants or the Operations Group will offset or reduce management fees. Consultants and the Operations Group also generally will be reimbursed for certain travel and other costs in connection with their services, and such reimbursed amounts also will not offset or reduce management fees. The use of Consultants and/or the Operations Group could subject the Adviser to potential conflicts of interest, as discussed herein.

The General Partner reserves the right to agree with operating partners, joint venture or similar partners, service providers, portfolio company management or other persons that all or a portion of certain expense reimbursements, payments or other amounts owed to such persons relating to one or more investments will be paid in the form of a profits interest granted in the relevant investments or related intermediate entities. While such an arrangement could be more favorable to the relevant Fund if the investment does not increase in value, in the event of appreciation in the relevant investment any such profits interest generally would have a dilutive impact on the Fund's investment, as well as the potential to result in economic gains to the recipient greater than the original amount of compensation.

In certain circumstances, current or former personnel of the Adviser are expected to serve in interim, part-time or full-time roles at a portfolio company, or provide services to a portfolio company as a secondee or in similar capacities, whether or not while maintaining certain legacy economic arrangements, benefits, support services or indicia of employment at the Adviser.

To the extent that an expense is common to multiple Funds (including without limitation legal expenses for a transaction in which all such Funds participate, or other fees or expenses in connection with services the benefit of which is received by multiple Funds over time), the Adviser, the relevant General Partner or an affiliate thereof is expected to advance amounts related to such expense and receive reimbursement from the Funds to which such expense relates. While the Adviser does not expect to cause one Fund to pay an expense or obligation common to multiple Funds, absent extraordinary circumstances, in the unlikely event that this occurs, the Fund that pays such an expense or obligation will, if possible under the circumstances, be reimbursed by the other relevant Fund(s) for their share of such expense, without interest. To the extent the paying Fund

	<p>makes use of a credit facility to pay such expense, it generally will not be reimbursed separately by other Funds for use of the facility. It is possible that one of the other Funds could default on, or otherwise not be in a position to pay (e.g., due to insufficient available commitments), its obligation to reimburse the paying Fund.</p> <p>As described above, in certain circumstances, the relevant General Partner is expected to permit certain investors to co-invest in portfolio companies alongside one or more Funds, subject to the Adviser's related policies and practices and the relevant LPA(s) and/or Side Letter(s). 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 that a transaction in which a co-investment was planned, including a transaction for which a co-investment was believed necessary in order to consummate such transaction or would otherwise have been beneficial in the judgment of the General Partner, ultimately is not consummated, all broken deal expenses relating to such proposed transaction will be borne by the Fund(s), and not by any potential co-investors, that were to have participated in such transaction. However, to the extent that such co-investors have already invested in a co-investment or other vehicle in connection with such transaction, such vehicle is expected to bear its share of such broken deal expenses. To the extent the Fund makes use of a credit facility to invest in a portfolio company or pay related expenses, it generally will not be reimbursed separately by co-investors for use of the facility.</p>
<b>Item 5.D</b>	As noted above, management fees are payable to the Adviser quarterly in advance.
<b>Item 5.E</b>	Not applicable to the Adviser.
<b>Item 5.E.1</b>	Not applicable to the Adviser.
<b>Item 5.E.2</b>	Not applicable to the Adviser.
<b>Item 5.E.3</b>	Not applicable to the Adviser.
<b>Item 5.E.4</b>	Not applicable to the Adviser.

## **ITEM 6 – PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT**

The General Partners of certain Funds receive distributions of a portion of the profits of such Funds, if any, as a “carried interest.” Limited partners and prospective limited partners in each Fund should refer to the applicable Offering Memorandum for a detailed description of the carried interest.

Additionally, to the extent that the Adviser has Funds with varying carried interest terms (including amount, timing, waterfall conditions or other terms) and/or its personnel are assigned varying percentages of carried interest from the Funds, the Adviser and such personnel are subject to potential conflicts of interest, to the extent they are involved in identifying investment opportunities as appropriate for Funds from which they are entitled to receive a higher carried interest percentage.

The Adviser seeks to address the potential for conflicts of interest in these matters with allocation policies that provide that transactions and investment opportunities will be allocated to the Funds in accordance with each Fund’s investment guidelines and Governing Documents, as well as other factors that do not include the amount of performance-based compensation received by the Adviser or any personnel.

The existence of performance-based compensation has the potential to create an incentive for a General Partner to make more speculative investments on behalf of a Fund than it would otherwise make in the absence of such arrangement, although the Adviser generally considers performance-based compensation to better align its interests with those of its investors.

## **ITEM 7 – TYPES OF CLIENTS**

The Adviser presently provides investment advice solely to its Fund clients, and references throughout this Brochure to “clients” and to the Adviser’s related duties to and practices on behalf of its clients and/or investors should be construed accordingly. As such, it has only one type of client: private funds. The Funds generally include investment partnerships or other investment entities formed under U.S. or non-U.S. laws and operated as exempt investment pools under the Investment Company Act. The investors participating in the Funds generally include individuals, banks or thrift institutions, other investment entities, university endowments, sovereign wealth funds, family offices, pension and profit-sharing plans, trusts, estates or charitable organizations or other corporations or business entities and from time to time include, directly or indirectly, principals or other employees of the Adviser and its affiliates and members of their families, Consultants or other service providers retained by the Adviser, as well as executives of portfolio companies.

The relevant General Partner also generally is permitted from time to time to establish Funds that are alternative investment vehicles in order to permit certain investors to participate in one or more particular investment opportunities in a manner desirable for tax, regulatory or other reasons. Alternative investment vehicle sponsors generally have limited discretion to invest the assets of these vehicles independent of limitations or other procedures set forth in the organizational documents of such vehicles and the related Fund.



## ITEM 8 – METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

Item 8.A	<p><u>Investment Strategies</u></p> <p>The Adviser recommends investments in industries in which its investment professionals have prior industry, operating and investing experience. An integrated operating and investment team (the “Management Team”), on an as needed basis and at the request of each Fund, coaches the existing management of each Fund’s operating portfolio companies and upgrades human capital to further drive business transformation. The Adviser also advises each Fund and the General Partners on how to influence operations of portfolio partners through board and voting control, corporate carve-outs and entrepreneurial transitions. More details on the present focus sectors are below:</p> <p>Specialty Materials and Chemicals: Specialty materials and chemicals are the high performance components of metals, alloys, plastics, fibers, ceramics and other composites essential to the production and functionality of numerous everyday products. The “specialty” nature of such materials and chemicals is characterized by differentiated technology, enhanced application know-how and specialized manufacturing processes required in their production as well as the need for customization of their optical, magnetic, electric, thermal, mechanical and physical properties.</p> <p>Healthcare: The Firm’s healthcare focus is related to healthcare as an end market for chemicals/materials as well as the historical sectors in which the Managing Partners have worked, operated and invested. Current sectors of interest within healthcare include Pharmaceuticals and Healthcare Services</p> <ul style="list-style-type: none"> <li>• Pharmaceuticals: including active ingredients, drug delivery, services, specialty products, generics and tools and reagents</li> <li>• Healthcare services: including specialty laboratories, hospital outsourcing, distribution and logistics and provider services</li> </ul> <p><u>Investment Criteria</u></p> <p>The Firm’s investment committee makes all decisions concerning the advice to be given to the Funds regarding portfolio company investments (see Item 13.A). However, it is the responsibility of the applicable General Partner to determine whether such investment opportunities are suitable for a Fund, subject to certain limitations spelled out in the applicable LPA.</p>
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	<p><u>Due Diligence and Analysis</u></p> <p>Different members of the Adviser’s Management Team bring strong functional experience to target opportunities that fit a specific profile, with a focus in specialty materials, chemicals and healthcare market transactions. This focus includes fundamentally sound but underperforming businesses, or businesses whose growth and operating complexities are not easily understood. The Adviser maintains flexibility in the types of investments it recommends, reviewing companies by company size, investment stage, financial health, geography, investment amount, type, and structure. It attempts to continually maintain manageable and controllable risks including through the conservative use of financial leverage. It provides advice and direction to each Fund during the entirety of the investment process, from sourcing to realization, ensuring integration and coordination of resources and focus on key value drivers.</p>
Item 8.B	<p><b>Business Risks</b></p> <p>Each Fund’s investment portfolio will consist primarily of securities issued by privately held companies, and operating results in a specified period will be difficult to predict. Such investments involve a high degree of business and financial risk that can result in substantial losses. In some cases, the success of a Fund’s investment strategy will depend, in part, on the ability of such Fund to restructure and 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. There can be no assurance that a Fund will be able to successfully identify and implement such improvements. An investment in a Fund should only be considered by persons who can afford a loss of their entire investment.</p> <p><b>Future and Past Performance</b></p> <p>The performance of the Managing Partners’ or the Adviser’s prior investments is not necessarily indicative of a Fund’s future results. Such investments (at least in part) have been made by vehicles pursuing investments of different sizes, at different levels of capital structures and/or across different stages of the economic cycle. The nature of, and risks associated with, a Fund’s investments differ substantially from those investments and strategies undertaken historically on behalf of such other funds, and accordingly, the performance and other characteristics of such other funds are not comparable to those of such Fund. While each General Partner intends for the applicable Fund(s) to make investments that have estimated returns commensurate with the risks undertaken, there can be</p>

no assurances that any targeted internal rate of return will be achieved. Among other factors, the past performance of individual portfolio investments does not reflect the management fees, carried interest, taxes, transaction costs and other expenses to be borne by the limited partners, which in the aggregate are expected to be significant. On any given investment, loss of principal is possible.

### **Other Activities**

The Managing Partners and other employees of the Adviser will devote that portion of their time to the affairs of each Fund necessary for the proper performance of their duties. However, other investment activities of the Adviser are likely to require those individuals to devote substantial amounts of their time to matters unrelated to the business of the Funds, including the Adviser's existing or future portfolio of investments, which poses potential conflicts in the allocation of management resources. The Funds will have no interest in these other activities.

### **Concentration of Investments**

Each Fund anticipates participating in a limited number of investments principally in the targeted industry sectors. As a result, each Fund's investment portfolio could become highly concentrated, and the performance of a few holdings may substantially affect its aggregate return. Furthermore, to the extent that the capital raised is less than the targeted amount, a Fund may invest in fewer portfolio companies and thus be less diversified. Since all of a Fund's investments cannot reasonably be expected to perform well or even return capital, for a Fund to achieve above-average returns one or a few of its investments must perform very well. There can be no assurance that this will be the case. In addition, limited partners have no assurance as to the degree of diversification of a Fund's portfolio investments, either by geographic region, asset type or domain. To the extent a Fund concentrates investments in a particular issuer, security or geographic region, its investments will become more susceptible to fluctuations in value resulting from adverse economic and business conditions with respect thereto. Furthermore, if a Fund co-invests with other private equity funds, a limited partner would have exposure to portfolio investments through more than one fund. In circumstances where a General Partner intends to refinance all or a portion of the capital invested in a transaction, there will be a risk that such refinancing would not be completed, which could 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.

### **Concentration of Investments in Select Sectors**

Each Fund intends to concentrate its investments in the specialty chemicals, materials, healthcare and related industries. Concentration in select industries would involve risks greater than those generally associated with broadly diversified acquisition funds, including significant fluctuations in returns based on market perception of the selected industries. Instability, fluctuation or an overall decline within the specialty chemicals, materials, healthcare and related industries will likely not be balanced by investments in other industries not so affected. In the event that one or more of such sectors as a whole declines, returns to limited partners would decrease. Each Fund's portfolio companies will compete in this volatile environment. There is no assurance that products or services sold by the portfolio companies will not be rendered obsolete or adversely affected by competing products and services or that the portfolio companies will not be adversely affected by other challenges. Moreover, competition can result in significant downward pressure on pricing. Instability, fluctuation or an overall decline within the specialty chemicals, materials, healthcare and related industries will likely not be balanced by investments in other industries not so affected.

### **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 a Fund 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. While piracy adversely affects portfolio company revenue, the impact on revenue from outside the United States is significant, particularly 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 intellectual property rights could adversely affect portfolio companies.

### **Dynamic Investment Strategy**

While each General Partner generally intends to seek attractive returns for the applicable Fund(s) primarily through making private equity investments as described herein, a General Partner is permitted to pursue additional investment strategies and/or modify or depart from its initial investment strategy, investment process and investment techniques to the extent it determines such modification or departure to be appropriate and consistent with the relevant LPA(s). A General Partner is permitted to pursue investments outside of the industries and sectors in which the

Managing Partners have previously made investments or have internal operational experience.

### **Growth Equity Transactions.**

A Fund may make growth-equity investments. While growth-equity investments offer the opportunity for significant capital gains, such investments may involve a higher degree of business and financial risk that can result in substantial or total loss. Growth-equity portfolio companies may 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 may 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.

### **Lack of Sufficient Investment Opportunities**

Each Fund will encounter competition from other entities having similar investment objectives. Potential competitors include other investment partnerships and corporations, strategic industry acquirers and other financial investors, including hedge funds, investing directly or through affiliates. Further, over the past several years, an ever-increasing number of private equity funds have been or are being formed (and many existing funds have grown in size). Additional funds with similar investment objectives may be formed in the future by other unrelated parties. Some of these competitors may have more relevant experience, greater financial resources, a greater willingness to take on risk and more personnel than the General Partners, the Funds and their affiliates. The Adviser expects that competition for appropriate investment opportunities may increase, which may also require a Fund to participate in auctions, the outcome of which cannot be guaranteed, thus reducing the number of investment opportunities available to a Fund and/or adversely affecting the terms upon which portfolio investments can be made. Participating in auctions will also increase the pressure on a Fund with respect to pricing of a transaction. For example, given the increasingly more competitive environment, the Adviser has found it more difficult to obtain buyer-favorable terms in a transaction, such as receiving an indemnification by the seller for a breach of representations or warranties, the ability to terminate a transaction if financing sources become unavailable or unwilling to fund or the ability to terminate the transaction if there has been a material adverse change in the company's business prior to closing of the investment. In addition, the Adviser has found that competitors for investment opportunities are willing to offer seller-favorable terms in a

transaction, such as providing a “reverse break-up fee” and fund-level guarantees. In the event a financing-related closing condition is not available to a Fund or if a Fund is required to provide a reverse break-up fee or guarantee in connection with a potential investment, such Fund may become obligated to consummate a transaction on less favorable terms or may be required to fund, including with respect to amounts incurred prior to the initial closing date, the reverse break-up or similar fee in connection with a potential investment that is not made.

### **Unspecified Investments**

A Fund may begin operations upon closing and may have not identified any specific investments. The limited partners of a Fund must rely upon the ability of such Fund’s General Partner and the Adviser to identify, structure and implement portfolio investments consistent with such Fund’s investment objectives and policies. A Fund may be unable to find a sufficient number of attractive opportunities that meet its investment objectives. If enough sufficiently attractive investments are not identified for a Fund, it is possible that such Fund will never be fully invested. However, a Fund’s limited partners generally will be required to pay management fees during such Fund’s investment period based on the entire amount of such limited partners’ commitments and other expenses as set forth in the applicable LPA.

### **Illiquidity; Lack of Current Distributions**

Investment in a Fund requires a long-term commitment with no inherent likelihood of return. There most likely will be little or no near-term cash flow available to the partners. Many of the portfolio investments will be highly illiquid and there can be no assurance that a Fund will be able to realize returns on such portfolio investments in a timely manner. Consequently, dispositions of such portfolio investments may require a lengthy time period or may result in distributions in kind to the partners. While a portfolio investment may be sold at any time, it is not generally expected that this will occur for a number of years after the portfolio investment in a portfolio company is made. A Fund will generally acquire securities that cannot be sold except pursuant to a registration statement filed under the Securities Act, or in a private placement or other transaction exempt from registration under the Securities Act. In some cases, a Fund may be prohibited by contract from selling certain securities for a period of time. Even where a Fund holds freely tradable publicly traded securities, such Fund’s position may represent a significant portion of the outstanding public float of a particular company, creating a degree of illiquidity when such Fund wishes to dispose of or reduce its position in such company by selling shares into the market. In addition, there can be no assurance that a Fund will have sufficient cash flow to permit it to make annual distributions in the amounts necessary for the limited

partners to pay all tax liabilities resulting from the limited partners' ownership of limited partner interests.

### **Leveraged Investments**

A Fund is permitted to make use of leverage by incurring debt to finance a portion of its investment in a given portfolio company, including in respect of companies not rated by credit agencies. Leverage generally magnifies both such Fund's opportunities for gain and its risk of loss from a particular investment. The cost and availability of leverage is highly dependent on the state of the broader credit markets (and such credit markets may be impacted by, among other things, regulatory restrictions and guidelines), which state is difficult to accurately forecast, and at times it may be difficult to obtain or maintain the desired degree of leverage. The use of leverage will also result in interest expense and other costs to a Fund that may not be covered by distributions made to such Fund or appreciation of its investments. The use of leverage also imposes restrictive financial and operating covenants on a company, in addition to the burden of debt service, and may 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 Fund's investments to any deterioration in a company's condition or industry, competitive pressures, an adverse economic environment or rising interest rates, and could accelerate and magnify declines in the value of such Fund's investments in the leveraged portfolio companies in a down market. In the event any portfolio company cannot generate adequate cash flow to meet its debt service, a Fund may suffer a partial or total loss of capital invested in the portfolio company, which could adversely affect the returns of such Fund. Furthermore, 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, such Fund may not achieve an exit multiple or enterprise valuation consistent with its forecasts. Moreover, the companies in which a Fund will invest generally will not be rated by a credit rating agency. A Fund is also permitted to borrow money or guaranty indebtedness (such as a guaranty of a portfolio company's debt). The short-term use of borrowings by a Fund generally also will result in fees, interest expense and other costs to such Fund that may not be covered by distributions made to such Fund or appreciation of its investments. A Fund is permitted to incur borrowings on a joint and several basis with one or more other Funds and entities managed by the Adviser or any of its affiliates and may have a right of contribution, subrogation or reimbursement from or against such entities. In addition, to the extent a Fund incurs borrowings (or provides such guaranties), such amounts are permitted to be secured by capital commitments made by such Fund's investors and such investors' contributions may be required to be made directly to the lenders instead of such Fund.

### **Limited Transferability of Interests in the Fund**

There will be no public market for interests in the Funds and none is expected to develop. Each limited partner will be required to represent that it is a qualified investor under applicable securities laws and that it is acquiring its interest for investment purposes and not with a view to resale or distribution. Further, each limited partner must represent that it will only sell or transfer its interest with prior written consent from the applicable General Partner to a qualified investor under applicable securities laws and in a manner permitted by the applicable LPA and consistent with those laws. Voluntary withdrawals from a Fund will not be permitted. Consequently, limited partners may 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 a Fund for an extended period of time.

### **Subscription Lines**

A Fund generally is permitted to enter into a subscription line with one or more lenders in order to finance its operations (including the acquisition of the Fund's investments). 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 the relevant General Partner's right to call capital from the limited partners, limited partners may be obligated to contribute capital on an accelerated basis if the Fund fails to repay the amounts borrowed under a subscription line or experiences an event of default thereunder. Moreover, any limited partner claim against the Fund would likely be subordinate to the Fund's obligations to a subscription line's creditors.

In addition, Fund-level borrowing will result in additional partnership expenses that will be borne by investors. 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 the maintenance, renegotiating or terminating the facility. Because a subscription line's interest rate is based in part on the creditworthiness of the relevant Fund's limited partners and the terms of the Governing Documents, it may 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 the Fund's cost of borrowing, Fund-level borrowing can negatively impact a limited partner's overall individual financial returns even if it increases the 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 a Fund, which in



certain circumstances enhances the relevant Fund's internal rate of return calculations and thereby may be deemed to benefit the marketing efforts of the General Partner and its affiliates. 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 relevant Fund nor investors generally will be compensated for providing the relevant guarantee(s) or being subject to the related costs, expenses and/or liabilities.

A credit agreement or borrowing facility frequently will contain other terms that restrict the activities of a Fund and the limited partners or impose additional obligations on them. For example, certain lenders or facilities are expected to may impose restrictions on the relevant General Partner's ability to consent to the transfer of a limited partner's interest in the Fund or impose concentration or other limits on the Fund's investments, and/or financial or other covenants, that could affect the implementation of the Fund's investment strategy. In addition, in order to secure a subscription line, the relevant General Partner may request certain financial information and other documentation from limited partners to share with lenders. The General Partner will have significant discretion in negotiating the terms of any subscription line and may 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 the General Partner to fund investments and pay partnership expenses without calling capital, potentially for extended periods of time. 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 the relevant General Partner 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. The General Partner is authorized to use Fund-level borrowing to pay management fees and to reimburse the Adviser for expenses incurred on behalf of the Fund. A Fund is also permitted to utilize Fund-level borrowing when the General Partner 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 the 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.

In borrowing on behalf of a Fund, the Adviser is subject to conflicts of interest between repaying its obligations and retaining such borrowed amounts for the benefit of the Fund, and in circumstances where interest accrues on any such outstanding borrowings at a rate lower than the relevant Fund's preferred return, is expected to have incentives to cause the Fund to borrow in this manner rather than drawing down capital commitments. Where a preferred return begins to accrue after capital contributions are due (regardless of when the Fund borrows, makes the relevant investment, or pays expenses) and ceases to accrue upon return of these capital contributions, the use of borrowing to shorten the period between calling and returning capital limits the amount of time the preferred return will accrue. In circumstances where there is not a preferred return on funds borrowed in advance or in lieu of calling capital, Fund-level borrowing typically will reduce the amount of preferred return to which the limited partners would otherwise be entitled had the General Partner called capital, and thus could result in the relevant General Partner receiving carried interest sooner than it would without borrowing. In addition, when the management fee is calculated as a percentage of invested capital, a limited partner may pay management fees on borrowed amounts used to fund investments that have not yet been realized even though such amounts would not accrue preferred return as described above. It is expected that the costs relating to the establishment and/or maintenance of a subscription line of credit will be significant, and there can be no assurance that the benefits to limited partners will be commensurate with such costs.

### **Restricted Nature of Investment Positions**

Generally, there will be no readily available market for Fund investments, and hence, most of the Funds' investments will be difficult to value. Certain investments may be distributed in kind to the partners of a Fund and it may be difficult to liquidate the securities received at a price or within a time period that is determined to be ideal by such partners. After a distribution of securities is made to the partners, many partners may decide to liquidate such securities within a short period of time, which could have an adverse impact on the price of such securities. The price at which such securities may be sold by such partners may be lower than the value of such securities determined pursuant to the applicable LPA, including the value used to determine the amount of carried interest available to the applicable General Partner with respect to such investment.

### **Investment in Junior Securities**

The securities in which a Fund will invest may 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.

### **Reliance on the General Partner and Portfolio Company Management**

Control over the operation of a Fund will be vested entirely with its General Partner and the Adviser, and a Fund's future profitability will depend largely upon the business and investment acumen of the Managing Partners. The loss or reduction of service of one or more of the Managing Partners could have an adverse effect on a Fund's ability to realize its investment objectives. Other than as expressly set forth in the applicable LPA, limited partners will have no right or power to take part in the management of a Fund, and as a result, the investment performance of a Fund will depend entirely on the actions of its General Partner and the Adviser. In addition, certain changes in its General Partner or the Adviser or circumstances relating to its General Partner or the Adviser may have an adverse effect on a Fund or one or more of its portfolio companies including potential acceleration of debt facilities.

Although the applicable General Partner and the Adviser will monitor the performance of each Fund investment, it will primarily be the responsibility of each portfolio company's management team to operate the portfolio company on a day-to-day basis. Although the applicable General Partner and the Adviser will be responsible for monitoring the performance of each portfolio investment and the Funds seek to invest in companies operated by strong management, there can be no assurance that the existing management team, or any successor, will be able to operate the portfolio company successfully. The success of many of the Adviser's portfolio companies is heavily dependent on the management of such companies. There can be no assurance that the management team of a portfolio company on the date a portfolio investment is made will remain the same or continue to be affiliated with the company throughout the period the portfolio investment is held. Further, the applicable General Partner will generally establish the capital structure of companies in which a Fund invests on the basis of financial projections for such companies. Projected operating results of a company in which a Fund invests normally will be based primarily on the judgment of the management team of such portfolio company. In all cases, projections are only estimates of future results that are based upon assumptions made at the time that the projections are developed. There can be no assurance that the projected results will be attained, and actual results may vary significantly from the projections. General economic factors, which are

not predictable, can have a material adverse impact on the reliability of projections.

### **Certain Consultants**

The Adviser retains, on behalf of one or more Funds and/or the portfolio companies, as applicable, Consultants which include affiliates of the Adviser, employees of such affiliates, portfolio companies of other Funds managed by the Adviser, third party consultants (including individual consultants and external executives), “strategic partners,” “executive partners” or “senior advisors.” Consultants regularly provide services to, or in connection with, a Fund in relation to its activities, or to one or more portfolio companies in relation to the identification, acquisition, holding, improvement and disposition of such portfolio companies, including operational aspects of such companies (the “Services”).

Fees and expenses associated with the Services (collectively, the “Consulting Fees and Expenses”), are paid and/or reimbursed by applicable portfolio companies and/or the applicable Fund, and Consulting Fees and Expenses do not offset or reduce the management fee. Consulting Fees and Expenses are expected to include cash fees, profits or equity interests in a portfolio company, a share of proceeds upon sale of a portfolio company and/or other incentive-based compensation to Consultants, which are determined according to one or more methods, including the value of the time (including an allocation for overhead and other fixed costs) of Consultants, 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 provide opportunities for Consultants to invest in such portfolio company and reimburse costs and expenses incurred by Consultants. Consultants also receive remuneration from the Adviser (such as a portion of the Adviser’s carried interest) and/or a Fund, guaranteed minimums or other forms of compensation, including equity grants in portfolio companies. Such investment opportunities, reimbursements and other compensation paid to a Consultant will not offset or reduce the management fee. Consultants have limited partnership or profit interests in a Fund, the Adviser and/or its affiliates, one or more other investment funds sponsored by the Adviser and/or its affiliates. Although the Adviser intends to retain Consultants with a view to reducing costs to portfolio companies (and, ultimately, the Funds) and/or improving portfolio company performance, a number of factors result, from time to time, in limited or no cost savings from such retention. In addition, the Adviser intends to retain only such Consultants 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 could provide such services at lesser cost.

### **Investments in Smaller or Less Established Companies**

A Fund may invest all or a portion of its assets in the securities of smaller or less established companies. Portfolio investments in such smaller or less established companies may involve greater risks than generally are associated with investments in larger or more established companies. Such companies are typically subject to a greater degree of change in earnings and business prospects than companies with larger market capitalizations. In addition, such securities typically trade in lower volume and are more volatile than the securities of companies with larger market capitalizations. To the extent there is any public market for the securities held by a Fund, such securities may be subject to more abrupt and erratic market price movements than those of larger, more established companies. Smaller or less established companies tend to have lower capitalizations and fewer resources and, therefore, often are more vulnerable to financial failure. Investments in smaller or less established companies could be more susceptible to irregular accounting or other fraudulent practices. In the event of fraud by any company in which a Fund invests, such Fund may suffer a partial or total loss of capital invested in that company. There can be no assurance that any such losses will be offset by gains (if any) realized on such Fund's other investments. Furthermore, smaller or less established companies may not have the operating history that would allow the Adviser to make objective pricing decisions in acquiring these companies, and the purchase prices of these companies are expected to be based upon projections as to the expected operating results of such companies, subjecting the applicable Fund to risks that such companies may not achieve anticipated operating results or may not achieve these results within anticipated time frames. Additionally, such smaller or less established companies can carry an increased risk of litigation.

### **Minority Investments; Lack of Unilateral Control**

A Fund may invest in minority positions of portfolio companies alongside other private equity funds and other third parties and in companies over which such Fund has no right to exert significant influence. In such cases, such Fund will significantly rely on the existing management teams and boards of directors of such companies, which may include representatives of other investors with whom such Fund is not affiliated and whose interests may conflict with the interests of such Fund. Where a Fund holds a minority stake, it may be more difficult for such Fund to liquidate its interests than it would be had such Fund owned a controlling interest in such company. Even if a Fund has contractual rights to seek liquidity of such Fund's minority interests in such companies, it may be very difficult

to sell such interests or seek a sale of such company upon terms acceptable to such Fund, especially in cases where the interests of the other investors in such company have different business and investment objectives and goals. In addition, there can be no assurance that, if a Fund completes a minority transaction, that there will be any minority rights granted to such Fund or that such rights will provide sufficient protection of such Fund's interests.

Even if a Fund is the majority investor or controlling shareholder, as applicable, of a portfolio company, in certain circumstances it may not have unilateral control of the portfolio company. If taking non-control positions, a Fund generally will seek to negotiate certain negative controls and veto rights on major decisions, but there can be no assurance that a Fund will be able to control the timing of or occurrence of an exit strategy for such portfolio companies in a manner that maximizes or protects value.

### **Handling of Mail**

Certain Funds have a registered office in the Cayman Islands and mail received at that location will be forwarded unopened to the relevant Fund to be dealt with at the forwarding address supplied by the Fund to entity providing registered office services in the Cayman Islands. Notices and other communications intended for a General Partner may be delayed to the extent they are sent to a Fund's registered office in the Cayman Islands rather than to the General Partner's principal office, and none of the Funds, the General Partners or any of their respective partners, members, managers, directors, officers, employees, advisors, agents or service providers will bear any responsibility for any such delay. In particular, it is possible that the partners, members, employees, advisers, agents, managers, directors, officers or service providers of the General Partners and the Adviser will only receive, open or deal directly with mail that is addressed to them personally (as opposed to mail which is addressed just to a Fund), and that other personnel of the General Partners or the Adviser will handle such forwarded mail.

### **Co-Investments**

The allocation of co-investment opportunities could be made to one or more persons for any number of reasons, which may not be in the best interests of a Fund or any individual limited partner. A Fund may co-invest with third parties through partnerships, joint ventures or other entities or arrangements. Such investments may involve risks not present in investments where a third-party is not involved, including the possibility that a third-party co-investor may at any time have financial difficulties, resulting in a negative impact on such investment, have economic or business interests or goals which are inconsistent with those

of a Fund, or may be in a position to take (or block) action in a manner contrary to a Fund's investment objectives. In addition, a Fund may in certain circumstances be liable for the actions of its third-party co-investor or partner. In those circumstances where such third parties involve a management group, such third parties may receive compensation arrangements relating to such investments, including incentive compensation arrangements.

Additionally, from time to time and as permitted by the relevant Governing Documents, the Adviser expects to provide (or agree to provide) co-investment opportunities (including the opportunity to participate in co-invest vehicles) to certain investors or other persons, including other sponsors, market participants, finders, consultants and other service providers, Adviser personnel and/or certain other persons associated with the Adviser and/or its affiliates. Such co-investments typically involve investment and disposal of interests in the applicable portfolio company at the same time and on the same terms as the Fund making the investment. However, from time to time, for strategic and other reasons, a co-investor or co-invest vehicle may purchase a portion of an investment from one or more Funds after such Funds have consummated their investment in the portfolio company (also known as a post-closing sell-down or transfer).

The Adviser has established, and may establish in the future, an investment vehicle to co-invest alongside a particular Fund to seek to enhance the investment opportunity set for such Fund by improving the probability of closing larger investment opportunities, potentially limiting certain risks associated with relying solely on a typical equity co-investment syndication process in the case of sizable transactions, and allowing for greater control of companies in which the relevant Fund and the co-invest vehicle invest. However, there is no guarantee that any such co-investment vehicle will ultimately enhance a Fund's investment opportunity set, and there can be no assurance that co-investment opportunities will be available for such co-investment vehicle. Limited partners who participate in such a co-invest vehicle may pay reduced economics or receive preferred allocations of their capital commitments with respect to the co-investment vehicle or corresponding Fund. 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. Conflicts of interest may arise in the allocation of such co-investment opportunities.

### **Limited Operating History**

Certain Funds have limited operating histories and are entirely dependent on their respective General Partners and the Adviser. A newly formed

Fund is subject to all of the business risks and uncertainties associated with any new fund, including the risk that it may not achieve its investment objectives and that the value of an investment in such Fund could decline substantially (or entirely). Furthermore, there can be no assurance that such Funds' investments will achieve results similar to those attained by previous investments of the Adviser. In addition, any Fund's investments may differ from previous investments made by the Adviser in a number of respects, including target return levels, level of risk associated with a particular investment, amount invested in a particular company, types of companies within a particular industry sector, amount of leverage used, structure, and holding period.

### **Projections**

Projected operating results of a portfolio company in which a Fund invests normally will be based primarily on financial projections prepared by such company's management, with adjustment to such projections made by the relevant General Partner in its discretion. In all cases, projections are only estimates of future results that are based upon information received by the company and third parties and assumptions made at the time the projections are developed. There can be no assurance that the results set forth in the projections will be attained, and actual results may be significantly different from the projections. Also, general economic factors, which are not predictable, can have a material effect on the reliability of projections.

### **Need for Follow-On Investments**

Following its initial investment in a given portfolio company, a Fund may decide to provide additional funds to such portfolio company and/or its subsidiaries or may have the opportunity to increase its investment in a 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 any Fund will make follow-on investments or that any Fund will have sufficient funds to make all or any of such investments or that any Fund will otherwise be permitted to make follow-on investments in light of investment size-related investment limitations set forth in the applicable LPA. Any decision by a Fund not to make follow-on investments or its inability to make such investments may 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) or may result in a lost opportunity for such Fund to increase its participation in a successful operation. Additionally, such failure to make such investments may result in a lost opportunity for a Fund to increase its participation in a successful portfolio company or the dilution of such Fund's ownership in a portfolio company if a third party invests in such portfolio company. In addition,



certain of a Fund's portfolio investments, particularly those in "platform" phase, may need additional capital to sustain their working capital needs and/or acquisition strategies. The amount of such additional capital needed will depend upon the maturity and objectives of the particular portfolio company. Each such round of financing (whether from a Fund or other investors) is typically intended to provide a portfolio company with enough capital to reach intended corporate milestones or objectives. If the capital provided by a Fund is not sufficient, or if such Fund is unable to provide additional capital, a portfolio company may have to raise further capital at a price unfavorable to existing investors, including such Fund. To the extent a portfolio company in which a Fund invested receives additional funding in subsequent financings and such Fund does not participate in such additional financing rounds, the interests of such Fund in such portfolio company would be diluted.

### **Claims Related to Improper Handling, Storage or Disposal of Hazardous Chemicals**

Certain portfolio companies may use or produce hazardous chemical materials. The risk of accidental contamination or discharge and any resultant injury from these materials cannot be eliminated. The portfolio companies may be sued for any injury or contamination that results from their use or the use by third parties of these materials, and their liability may exceed any insurance coverage and their total assets.

### **Environmental and Safety Regulations**

Certain portfolio companies may be subject to extensive federal, state, local and foreign laws, regulations, rules and ordinances relating to pollution, protection of the environment and the generation, storage, handling, transportation, treatment, disposal and remediation of hazardous substances and waste materials. Actual or alleged violations of environmental laws or permit requirements could result in restrictions or prohibitions on company operations, substantial civil or criminal sanctions, as well as, under some environmental laws, the assessment of strict liability and/or joint and several liability. Moreover, changes in environmental regulations could inhibit or interrupt the operations of portfolio companies, or require portfolio companies to modify their facilities or operations. Accordingly, environmental or regulatory matters may cause portfolio companies to incur significant unanticipated losses, costs or liabilities, which could reduce their profitability.

In addition, portfolio companies could incur significant expenditures in order to comply with existing or future environmental or safety laws. Capital expenditures and costs relating to environmental or safety matters will be subject to evolving regulatory requirements and will depend on the timing of the promulgation and enforcement of specific standards

which impose requirements on portfolio companies' operations. Capital expenditures and costs beyond those currently anticipated may therefore be required under existing or future environmental or safety laws.

Furthermore, portfolio companies may be liable for the costs of investigating and cleaning up environmental contamination on or from their properties or at off-site locations where they disposed of or arranged for the disposal or treatment of hazardous materials. The portfolio companies may therefore incur additional costs and expenditures beyond those currently anticipated to address all such known and unknown situations under existing and future environmental laws.

### **Product Liability Claims; Product Recall**

The sale of certain products of portfolio companies involves the risk of product liability claims and voluntary or government-ordered product recalls. For example, certain of the products that the portfolio companies manufacture could be used in and around other chemical manufacturing facilities, highways, airports and other locations where personal injury or property damage may occur or could be used in certain consumer goods such as beverages, personal care products and medicinal applications. While portfolio companies attempt to protect themselves from product liability claims and exposures through adherence to standards and specifications and through contractual negotiations, there can be no assurance that such efforts will ultimately protect the portfolio companies from any such claims. A product liability claim or voluntary or government-ordered product recall could result in substantial and unexpected expenditures, affect consumer or customer confidence in the portfolio company's products and divert management's attention from other responsibilities. A product recall or successful product liability claim or series of claims against a portfolio company in excess of its insurance coverage and for which it is not otherwise indemnified could have a material adverse effect on its business, financial condition, results of operations or cash flows.

### **Environmental, Social and Governance ("ESG") Matters**

The Adviser maintains an ESG policy and seeks to integrate certain ESG factors into its investment process in accordance with its policy and subject to its fiduciary duty and any applicable legal, regulatory or contractual requirements. There is no guarantee that the Adviser will be able successfully to implement its ESG policy or to make investments in companies that create a positive ESG impact while achieving its investment strategy. In addition, applying ESG factors to investment decisions is qualitative and subjective by nature, and there is no guarantee that the criteria utilized by the Adviser, or any judgment exercised by the Adviser, will reflect the beliefs or values of any particular investor. There

are also significant differences in interpretations of what positive ESG characteristics mean by region, industry and topic. The Adviser's interpretations and decisions are expected to differ from others' views and could also evolve over time. In addition, in evaluating an investment, the Adviser expects to depend upon information and data provided by a number of sources, including the relevant investments and/or various reporting sources which could be incomplete, inaccurate or unavailable, and which could cause The Adviser to incorrectly assess a company's ESG practices and/or related risks and opportunities. The Adviser does not intend independently to verify all ESG information reported by investments or third parties. Further, considering ESG qualities when evaluating an investment could result in the selection or exclusion of certain investments based on The Adviser's view of certain ESG-related and other factors and could cause the relevant Funds not to make an investment that they would have made or to make a management decision with respect to an investment differently than they would have made in the absence of the ESG Policies, which could negatively impact the Adviser's performance. For avoidance of doubt, however, the Adviser does not expect to subordinate a Fund's investment returns or increase a Fund's investment risks as a result of (or in connection with) the consideration of any ESG factors.

Further, ESG practices are evolving rapidly and there are different principles, frameworks, methodologies, and tracking tools being implemented by other asset managers, and the Adviser's adoption and adherence to various such principles, frameworks, methodologies and tools is expected to vary over time. There is also a growing regulatory interest across jurisdictions in improving transparency regarding the definition, measurement and disclosure of ESG factors. The Adviser's ESG policies could become subject to additional regulation in the future, and the Adviser cannot guarantee that its current approach will meet future regulatory requirements.

### **Regulatory Costs Relating to Portfolio Companies in Specialty Industrials Sectors**

Each Fund anticipates investing in manufacturing and service-oriented portfolio companies in the chemical and specialty industrials sectors which are expected to be required to comply with numerous federal, state and local statutory and regulatory standards including, but not limited to, those related to air emissions, water discharge, waste disposal, the environment and safety and health. Failure to obtain or a delay in the receipt of relevant governmental permits or approvals, including regulatory approvals, could hinder operation of an investment and result in fines or additional costs. Permits and approvals may be costly and/or time-consuming to obtain. Moreover, the adoption of new laws or regulations, or changes in the interpretation of existing laws or regulations

or changes in the persons charged with political oversight of such laws or regulations, could have a material adverse effect upon a portfolio company of a Fund and could necessitate the creation of new business models and the restructuring of investments in order to meet regulatory requirements, which may be costly and/or time-consuming.

### **Chemical Regulatory Actions May Decrease Profitability**

Several governmental entities have enacted, are considering or may consider in the future, regulations that may impact the ability of businesses in the specialty materials and chemicals sectors to sell certain chemical products in certain geographic areas. For example, in December 2006, the European Union (the “EU”) enacted a regulation known as REACH, which stands for Registration, Evaluation and Authorization of Chemicals. This regulation requires manufacturers, importers and consumers of certain chemicals manufactured in, or imported into, the EU to register such chemicals and evaluate their potential impacts on human health and the environment. REACH and other similar regulatory programs may result in significant adverse market impacts on the affected chemical products. If a portfolio company fails to comply with REACH or other similar laws and regulations, it may be subject to penalties or other enforcement actions, including fines, injunctions, recalls or seizures, which would have an adverse effect on the relevant Fund’s financial condition, cash flows and profitability.

### **Hazardous Chemical Regulations**

Certain target portfolio companies may produce hazardous chemicals that require care in handling and use that are subject to regulation by many U.S. and non-U.S. national, supra-national, state and local governmental authorities. In some circumstances, these authorities must approve products and manufacturing processes and facilities before a portfolio company may sell some of these chemicals. To obtain regulatory approval of certain new products, it must be demonstrated to the relevant authority that the product is safe for its intended uses and that such product is capable of being manufactured in compliance with current regulations. The process of seeking approvals can be costly, time consuming and subject to unanticipated and significant delays. Approvals may not be granted on a timely basis, or at all. Any delay in obtaining, or any failure to obtain or maintain these approvals would adversely affect a portfolio company’s ability to introduce new products and to generate revenue from those products. New laws and regulations may be introduced in the future that could result in additional compliance costs, bans on product sales or use, seizures, confiscation, recall or monetary fines, any of which could prevent or inhibit the development, distribution or sale of products and

could increase customers' efforts to find less hazardous substitutes for products.

### **Regulatory Approvals for Healthcare Products**

The research, development, preclinical and clinical trials, manufacturing, labeling, and marketing related to a healthcare industry company's products are subject to an extensive regulatory approval process by the U.S. Food and Drug Administration ("FDA") and other regulatory agencies in the United States and abroad. The process for obtaining FDA and other required regulatory approvals, including the required preclinical and clinical testing is very lengthy, costly, and uncertain. There can be no guarantee that, even after such time and expenditures, a portfolio company will be able to obtain the necessary regulatory approvals for clinical testing or for the manufacturing or marketing of any products or that the approved labeling will be sufficient for favorable marketing and promotional activities. If a portfolio company is unable to obtain these approvals in a timely fashion, or if after approval for marketing, a product is later shown to be ineffective or to have unacceptable side effects not discovered during testing, the portfolio company may experience significant adverse effects, which in turn, could negatively affect the performance of the Funds.

### **National Security Investment Clearance**

Investments by certain Funds involving the acquisition of or investment in a U.S. business (including a U.S. branch or subsidiary of a company domiciled outside of the United States) may be subject to review and approval by the Committee on Foreign Investment in the United States ("CFIUS"). In the event that CFIUS reviews one or more investments, there can be no assurance that such Funds will be able to maintain or proceed with such investments on any terms, or on terms that are acceptable to the applicable General Partners. Additionally, CFIUS may seek to impose limitations on one or more such investments that may prevent a Fund from maintaining or pursuing investment opportunities that such Fund otherwise would have maintained or pursued, which could adversely affect the performance of such Fund's investment in portfolio companies. In the case of minority investments, CFIUS review of another investor's stake in the underlying portfolio company may result in the imposition of limitations on the portfolio company's operations, which may have an adverse impact on the portfolio company's ability to service existing clients or generate new business.

Legislation to strengthen and modernize CFIUS was signed into law by the U.S. President on August 13, 2018. This legislation, among other things, expands the scope of CFIUS' jurisdiction to cover more types of transactions and empowers CFIUS to scrutinize more closely investments

in U.S. “critical technology” and “critical infrastructure” companies, as well as companies that collect sensitive personal data of U.S. citizens, including investments involving foreign limited partners that may be deemed “non-passive.” These categories are broad and will likely capture many companies operating in the chemical and specialty industrials sectors.

Moreover, other countries continue to establish and/or strengthen their own national security investment clearance regimes, including in response to U.S. encouragement of other countries to impose CFIUS-like regulations on foreign investment in certain sectors and assets on national security grounds, which could have a corresponding effect of impeding, restricting, or delaying a Fund’s ability to make investments in such countries. In addition, as of April 2019, the EU has adopted and implemented an EU-wide mechanism to screen foreign investment on national security grounds, which could impede, restrict, and/or delay a Fund’s investments with a nexus to the EU.

As a result, a Fund’s investments outside of the United States may also face delays, limitations, or restrictions as a result of notifications made under and/or compliance with these legal regimes and rapidly-changing agency practices. Heightened scrutiny of foreign direct investment worldwide may make it more difficult for a Fund to identify suitable buyers for investments upon exit and may constrain the universe of exit opportunities for an investment. As a result, a Fund may incur significant delays and costs or be altogether prohibited from making a particular investment, all of which could adversely affect such Fund’s ability to meet its investment objectives.

### **Other Regulatory Approvals**

Each Fund intends to invest in portfolio companies it believes have obtained all necessary regulatory approvals. In addition, a Fund may require the consent or approval of applicable regulatory authorities in order to acquire or hold particular portfolio companies. A portfolio company could be materially and adversely affected as a result of statutory or regulatory changes or judicial or administrative interpretations of existing laws and regulations that impose more comprehensive or stringent requirements on such portfolio company. Governments have considerable discretion in implementing regulations that could impact a portfolio company’s business, and as local governments may be influenced by political considerations, they may make decisions that adversely affect a portfolio company’s business. Moreover, additional regulatory approvals, including, without limitation, renewals, extensions, transfers, assignments, reissuances or similar actions, may become applicable in the future due to a change in laws and regulations, a change in a portfolio company’s lessee or for other reasons.

There can be no assurance that a portfolio company will be able (a) to obtain all required regulatory approvals that it does not yet have or that it may require in the future, (b) to obtain any necessary modifications to existing regulatory approvals or (c) to maintain required regulatory approvals. Delay in obtaining or failure to obtain and maintain in full force and effect any regulatory approvals, or amendments thereto, or delay in satisfying or failure to satisfy any regulatory conditions or other applicable requirements could prevent operation of a facility or leases to third parties or could result in additional costs to a portfolio company.

### **Cybersecurity Breaches and Identity Theft**

Cybersecurity incidents and cyber-attacks have been occurring globally at a more frequent and severe level and will likely continue to increase in frequency in the future. As part of its business, the General Partners and the Adviser process, store and transmit large amounts of electronic information, including information relating to the transactions of the Funds and personally identifiable information of the limited partners. Similarly, service providers of the General Partners, the Adviser or the Funds, especially any administrator, may process, store and transmit such information. The General Partners', the Adviser's and portfolio companies' information and technology systems may 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, typhoons, earthquakes, wars, terrorist attacks and other similar events. Measures designed to manage risks relating to these types of events cannot provide absolute security. The techniques used to obtain unauthorized access to data, disable or degrade service, or sabotage systems change frequently and may be difficult to detect for long periods of time. If these systems are compromised, become inoperable for extended periods of time or cease to function properly, a Fund or a portfolio company may have to make a significant investment to fix or replace them. The failure of these systems or of disaster recovery plans for any reason could cause significant interruptions in the Adviser'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 investors (and the beneficial owners of investors). A cybersecurity incident could have numerous material adverse effects, including on the operations, liquidity and financial condition of a Fund. Cyber threats or incidents could cause financial costs from the theft of Fund assets (including proprietary information and intellectual property) as well as numerous unforeseen costs including, but not limited to: litigation costs, preventative and protective costs, remediation costs and costs associated with reputational damage, any one of which could be materially adverse

to a Fund. Such a failure could harm the Adviser's, a Fund's and/or a portfolio company's reputation, subject any such entity and their respective affiliates to legal claims and otherwise affect their business and financial performance.

The service providers of the General Partners, the Adviser and the Funds are subject to the same electronic information security threats as the General Partners and the Adviser. If a service provider fails to adopt or adhere to adequate data security policies, or in the event of a breach of its networks, information relating to the transactions of a Fund and personally identifiable information of the limited partners may be lost or improperly accessed, used or disclosed.

### **Third-Party Reimbursements**

In both the U.S. and foreign markets, sales of a healthcare product and its success will depend in part on the availability of reimbursement from third-party payors such as government health administration authorities, private health insurers, and other organizations. The levels of revenues and profitability of pharmaceutical companies may be affected by the continuing efforts of governmental and third-party payors to contain or reduce the costs of health care. Significant uncertainty exists as to the reimbursement status of newly approved health care products. There can be no assurance that a company's proposed products will be considered cost-effective or that adequate third-party reimbursement will be available to enable a company to maintain price levels sufficient to realize an appropriate return on its investment in product development.

### **Healthcare Regulation, Reimbursement and Reform**

Certain industry segments in which the Funds intend to invest, including various segments of the healthcare industry are (or may 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 may 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, including in particular the healthcare industry, are complex, may 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 applicable regulatory requirements or reimbursement programs, could have a material adverse effect on the operations and/or financial performance of the companies in which a Fund invests. By way of example, the healthcare industry has been, and will likely continue to be, significantly impacted by recent legislative changes, and various U.S. federal, state or local or non-U.S.



legislative proposals related to the healthcare industry are introduced from time to time, which, if adopted, could have a significant impact on such industries in general and/or on companies in which a Fund may invest.

### **Risk of Litigation**

It is difficult to predict with certainty the cost of defense, of prosecution or of the ultimate outcome of litigation and other proceedings filed by or against portfolio companies in the specialty materials and chemicals sectors, including penalties or other civil or criminal sanctions, or remedies or damage awards, and adverse results in any litigation and other proceedings may materially harm a Fund's portfolio companies. Litigation and other proceedings may include, but are not limited to, actions relating to intellectual property, international trade, commercial arrangements, product liability, environmental, health and safety, joint venture agreements, labor and employment or other harms resulting from the actions of individuals or entities outside of the General Partners' or Adviser's control. In the case of intellectual property litigation and proceedings, adverse outcomes could include the cancellation, invalidation or other loss of material intellectual property rights used in a portfolio company's business and injunctions prohibiting its use of business processes or technology that are subject to third-party patents or other third-party intellectual property rights. Litigation based on environmental matters or exposure to hazardous substances in the workplace or from a portfolio company's products could result in significant liability for such portfolio company, which would have an adverse effect on a Fund's financial condition, cash flows and profitability.

### **Unfunded Pension Liabilities of 80%-Owned Portfolio Companies**

Recent court decisions have suggested that, where an investment fund owns 80% or more of a portfolio company, the fund (and any other 80%-owned portfolio companies of the fund) might be found liable for certain pension liabilities of such a portfolio company to the extent the portfolio company is unable to satisfy such liabilities. Although each Fund intends to manage its investments to minimize any such exposure, a Fund will, from time to time, own an 80% or greater interest in a portfolio company that has unfunded pension fund liabilities. If a Fund (or other 80%-owned portfolio companies of the Fund) were deemed to be liable for such pension liabilities, this could have a material adverse effect on the operations of such Fund and the companies in which such Fund invests.

### **Alternative Investment Fund Managers Directive**

The EU Alternative Investment Fund Managers Directive (the "AIFMD") regulates the activities of certain private fund managers undertaking fund

management activities or marketing fund interests to investors within the European Economic Area (“EEA”). If a Fund is actively marketed to investors domiciled or having their registered office in the EEA: (a) such Fund and the Adviser may be subject to certain reporting, disclosure and other compliance obligations under the AIFMD, which will result in such Fund incurring additional costs and expenses; (b) such Fund and/or the Adviser may become subject to additional regulatory or compliance obligations arising under national law in certain EEA jurisdictions, which would result in such Fund incurring additional costs and expenses or otherwise affect the management and operation of such Fund; (c) the Adviser may be required to make detailed information relating to such Fund and its investments available to regulators and third parties; and (d) the AIFMD may also restrict certain activities of such Fund in relation to EEA portfolio companies including, in some circumstances, such Fund’s ability to recapitalize, refinance or potentially restructure an EEA portfolio company within the first two years of ownership, which may in turn affect operations of the Fund generally. In addition, it is possible that some EEA jurisdictions will elect to restrict or prohibit the marketing of non-EEA funds to investors based in those jurisdictions, which may make it more difficult for such Fund to raise its targeted amount of commitments.

#### **Tax Information Exchange Regimes; FATCA Withholding Tax on Certain Non-U.S. Entities**

The United States, pursuant to the “Foreign Account Tax Compliance Act” or “FATCA” has entered into numerous intergovernmental agreements with various jurisdictions concerning the exchange of information as a means to combat tax evasion. The Organisation for Economic Co-operation and Development (the “OECD”) has been actively working towards exchange of information on a global scale and in 2014 published a global Common Reporting Standard (the “CRS”) for automatic exchange of financial account information in tax matters, which many countries have now implemented. With effect from January 1, 2016, a new mandatory automatic exchange of information regime was implemented under Council Directive 2011/16/EU on administrative co-operation in the field of taxation (as amended) (the “Directive on Administrative Co-Operation” or the “DAC”). The DAC, which effectively implements the CRS, requires governments to obtain detailed account information from financial institutions and exchange that information automatically with other jurisdictions annually. The DAC does not impose withholding taxes. The EU has also signed separate automatic exchange of information agreements with certain non-EU countries, under which the EU and the relevant jurisdiction will automatically exchange information on the financial accounts of each other’s residents. The DAC has also more recently been amended, with effect from June 25, 2018, to require ‘intermediaries’ (as defined), and in

some cases taxpayers, to report information to EU tax authorities about cross-border arrangements that contain certain prescribed hallmarks. A tax authority receiving such a report must automatically exchange that information with tax authorities in other EU Member States. One or more of these information exchange regimes are likely to apply to the Funds and/or alternative investment vehicles, and may require the General Partners to collect and share with applicable taxing authorities information concerning limited partners (including identifying information and amounts of certain income allocable or distributable to them). A limited partner's failure to provide such information may result in withdrawal from a Fund and/or alternative investment vehicles, withholding taxes, government-imposed penalties and other potential remedies. In addition, FATCA generally imposes a withholding tax of 30% on a non-U.S. entity's share of most payments attributable to investments in the United States, including dividends and interest, unless an exception applies. Proposed U.S. Treasury regulations (on which taxpayers may rely until final regulations are issued) would generally not apply these withholding requirements to gross proceeds of a disposition of stock. A Fund may be required to withhold such taxes from certain non-U.S. Limited Partners, unless an exception applies.

#### **Enhanced Scrutiny and Certain Effects of Potential Regulatory Changes**

There has recently been significant discussion regarding enhanced governmental scrutiny and/or increased regulation of the private equity industry and, more generally, there is an increased focus on tax avoidance strategies employed by business. There can be no assurance that any such scrutiny or regulation will not have an adverse impact on the Funds' activities, including the ability of each Fund to implement operating improvements or otherwise execute its investment strategy or achieve its investment objectives. In particular, a Fund may be required to incur additional costs and expenses in implementing structural changes in the conduct of such Fund's business, including to establish greater substance in certain jurisdictions in which such Fund invests or proposes to invest. The foregoing may make it less attractive or impractical to continue to invest in one or more jurisdictions.

The combination of recent scrutiny of private equity firms (along with other alternative asset managers) and their investments by various politicians, regulators and market commentators, and the public perception that certain alternative asset managers, including private equity firms, contributed to the recent downturn in the United States and global financial markets, may complicate or prevent a Fund's efforts to consummate investments, both in general and relative to competing bidders outside of the alternative asset space. As a result, a Fund may

invest in fewer transactions or incur greater expenses or delays in completing investments than it otherwise would have.

Additionally, recently enacted U.S. federal income tax legislation treats certain allocations of capital gains to service providers by partnerships such as the Funds as short-term capital gain (taxed at higher ordinary income rates) unless the partnership has held the asset which generated such gain for more than three years. This could reduce the after-tax returns of the Adviser's senior professionals, employees, or other individuals associated with the Funds, the Adviser, or the General Partners who were or may in the future be granted direct or indirect interests in carried interest, which could make it more difficult for the General Partners and their affiliates to incentivize, attract and retain individuals to perform services for the Funds. These same issues may also apply to officers, directors and employees of a Fund's portfolio companies if such persons receive a profits interest in such companies. This could also create an incentive for the applicable General Partner to cause a Fund to hold investments for a longer period than would be the case if such three-year holding period requirement did not exist.

Moreover, legal, tax and regulatory changes could occur during the term of a Fund that may adversely affect such Fund, its portfolio companies or partners. For example, from time to time the market for private equity transactions has been adversely affected by a decrease in the availability of senior and subordinated financing for transactions, in part in response to regulatory pressures on providers of financing to reduce or eliminate their exposure to such transactions. A Fund may invest in portfolio companies that operate in a highly regulated environment and are subject to extensive legal and regulatory restrictions and limitations and to supervision, examination and enforcement by regulatory authorities. New and existing regulations and burdens of regulatory compliance may directly impact the business and results of the operations of, or otherwise have a material adverse effect on, portfolio companies that are subject to regulation. Failure to comply with any of these laws, rules and regulations, some of which are subject to interpretation and may be subject to change, could result in a variety of adverse consequences, including civil penalties and fines, which may have material adverse effects.

Additionally, the SEC has indicated that it intends to seek to enact changes to numerous areas of law and regulations that would impact the business of the Adviser and the Funds. In particular, the SEC has signaled an increased emphasis on investment adviser and private fund regulation and has proposed a number of new rules that, if adopted, would impose significant changes on private fund advisers and their management of private funds, and the SEC is expected to propose additional changes in the future. Any such changes are expected to materially impact the

Adviser and its affiliates, the Funds and/or their investments, as well as increasing their expenses. Significant time and resources may be required to comply with new regulations, which potentially will detract from the time and resources dedicated to the Funds.

### **Non-U.S. Investments**

The Funds may invest in portfolio companies that are organized or headquartered or have substantial sales or operations outside of the United States, its territories and possessions. Such investments may be subject to certain additional risks due to, among other things, potentially unsettled points of applicable governing law, the risks associated with fluctuating currency exchange rates, capital repatriation regulations (as such regulations may be given effect during the term of a Fund), the application of complex U.S. and non-U.S. tax rules to cross-border investments, possible imposition of non-U.S. taxes on a Fund and/or its partners with respect to such Fund's income and possible non-U.S. tax return filing requirements for such Fund and/or its partners.

Additional risks of non-U.S. investments include: (a) economic dislocations in the host country; (b) less publicly available information; (c) less well-developed and/or more restrictive laws, regulations, regulatory institutions and judicial systems; (d) greater difficulty of enforcing legal rights in a non-U.S. jurisdiction; (e) civil disturbances; (f) government instability; and (g) nationalization and expropriation of private assets. Moreover, non-U.S. companies may not be subject to uniform accounting, auditing and financial reporting standards, practices and requirements comparable to those that apply to U.S. companies.

Further, non-U.S. investment in securities of companies in certain of the countries in which a Fund may invest is restricted or controlled to varying degrees. These restrictions or controls may at times limit or preclude non-U.S. investment above certain ownership levels or in certain sectors of the country's economy and increase the costs and expenses of a Fund. While regulation of non-U.S. investment has liberalized in recent years throughout much of the world, there can be no assurance that more restrictive regulations will not be adopted in the future. Some countries require governmental approval for the repatriation of investment income, capital or the proceeds of sales by non-U.S. investors and non-U.S. currency. A Fund could be adversely affected by delays in, or a refusal to grant, any required governmental approval for repatriation of capital interests and dividends paid on securities held by such Fund, and income on such securities or gains from the disposition of such securities may be subject to withholding taxes imposed by certain countries where such Fund invests or in other jurisdictions.

### **Bridge Financings**

From time to time, a Fund may lend to portfolio companies on a short-term, unsecured basis in anticipation of a future issuance of equity or long-term debt securities or other refinancing or syndication. Such bridge loans would typically be convertible into a more permanent, long-term security; however, for reasons not always within a Fund's control, such long-term securities may not be issued and such bridge loans may remain outstanding. In such event, the interest rate on such loans may not adequately reflect the risk associated with the unsecured position taken by such Fund.

### **Hedging Arrangements**

A General Partner is authorized (but not obligated) to endeavor to manage a Fund's or any portfolio company's currency exposures, interest rate exposures or other exposures using hedging techniques where available and appropriate. A Fund may incur costs related to such hedging arrangements, which may be undertaken in exchange-traded or over-the-counter ("OTC") contexts, including futures, forwards, swaps, options and other instruments. There can be no assurance that adequate hedging arrangements will be available on an economically viable basis or that such hedging arrangements will achieve the desired effect, and in some cases hedging arrangements may result in losses greater than if hedging had not been used.

In some cases, particularly in OTC contexts, hedging arrangements will subject a Fund to the risk of a counterparty's inability or refusal to perform under a hedging contract, or the potential loss of assets held by a counterparty, custodian or intermediary in connection with such hedging. OTC contracts may expose a Fund to additional liquidity risks if such contracts cannot be adequately settled.

Certain hedging arrangements may create for a General Partner and/or one of its affiliates an obligation to register with the U.S. Commodity Futures Trading Commission ("CFTC") or other regulator or comply with an applicable exemption. Losses may result to the extent that the CFTC or other regulator imposes position limits or other regulatory requirements on such hedging arrangements, including under circumstances where the ability of a Fund or a portfolio company to hedge its exposures becomes limited by such requirements

### **U.S. Dollar Denomination of Interests**

Interests are denominated in U.S. dollars. Prospective investors subscribing for interests in any country in which U.S. dollars are not the local currency should note that changes in the rate of exchange between

U.S. dollars and such currency may have an adverse effect on the value, price or income of the investment to such investor. There may be foreign exchange regulations applicable to investments in foreign currencies in certain jurisdictions. Each prospective investor should consult with its, his or her own counsel and advisors as to all legal, tax, regulatory, financial and related matters concerning an investment in the interests.

### **Investments Longer than Term**

A Fund may make investments which may not be advantageously disposed of, or have liabilities that may not be resolved, prior to the date that such Fund will be dissolved, either by expiration of such Fund's term or otherwise. Although each General Partner expects that investments will be disposed of prior to winding up and termination or be suitable for in-kind distribution at the winding up and termination and each General Partner has a limited ability to extend the term of its Fund(s), a Fund may have to sell, distribute or otherwise dispose of investments or resolve litigation or other contingent liabilities at a disadvantageous time as a result of the winding up and termination. In addition, although upon the termination of a Fund, its General Partner will be required to use its best efforts to reduce to cash and cash equivalents such assets of such Fund as its General Partner shall deem it advisable to sell, subject to obtaining fair value for such assets and any tax or other legal considerations, there can be no assurances with respect to the time frame in which the winding up and the final distribution of proceeds to the limited partners will occur.

### **Absence of Regulatory Oversight**

While the Funds may, in some respects, be considered to be similar to investment companies, they are not registered, and do not intend to register, as such under the Investment Company Act or the laws of any other country or jurisdiction and, accordingly, the provisions of the Investment Company Act will not be applicable to the Funds.

### **Recycling; Reinvestment**

Each General Partner has the right to generally recall certain capital returned or distributed to its Fund(s)' partners. Accordingly, during the term of a Fund, a partner may be required to make capital contributions in excess of its commitment (with 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.

### **Disclosure of Information**

Some of the Funds' limited partners may be public pension plans and listed investment vehicles, which are subject to public disclosure

requirements. Such public disclosure requirements include the U.S. Freedom of Information Act (“FOIA”), governmental public records access laws, state and other jurisdiction’s laws similar in intent or effect to FOIA, and any other similar statutory or regulatory requirements. The amount of information about their investments that is required to be disclosed has increased in recent years, and that trend may continue. To the extent that disclosure of confidential information relating to a Fund, or its investments, results from limited partnership interests being held by public investors, such Fund may be adversely affected. To the extent that a General Partner determines that, as a result of FOIA, any governmental public access law, any state or other jurisdiction’s laws similar in intent or effect to FOIA, or any other similar statutory or regulatory requirement, a limited partner or any of such limited partner’s affiliates may be required to disclose information relating to the Fund, its affiliates and/or any entity in which an investment is made (other than certain fund-level, aggregate performance information), which disclosure could, for example, affect a Fund’s competitive advantage in finding attractive investment opportunities, the relevant General Partner may, in order to prevent any such potential disclosure, withhold all or any part of the information otherwise to be provided to such limited partner, as more fully described in the Governing Documents. Without limiting the foregoing, in the event that any party seeks the disclosure of information relating to a Fund, its affiliates and/or any entity in which an investment is made under FOIA or any such similar law, a General Partner may, in its discretion, initiate legal action and/or otherwise contest such disclosure, which may or may not be successful, and any expenses incurred therewith will be borne by a Fund. In addition, potential future regulatory changes applicable to investment advisors and/or the accounts they advise could result in the Adviser and/or a Fund becoming subject to additional disclosure requirements the specific nature of which is as yet uncertain.

#### **Limited Access to Information**

Limited partners’ rights to information regarding an applicable Fund will be specified, and strictly limited, in the applicable LPA. In particular, it is anticipated that the applicable General Partner will obtain certain types of material information from investments that will not be disclosed to limited partners because such disclosure is prohibited for contractual, legal or similar obligations outside of such General Partner’s control or because such General Partner otherwise determines. Decisions by a General Partner to withhold information may have adverse consequences for limited partners in a variety of circumstances. For example, a limited partner that seeks to transfer its interest in an applicable Fund may have difficulty in determining an appropriate price for such interest in such Fund. Decisions to withhold information also may make it difficult for limited partners to monitor such General Partner’s and such Fund’s performance. Additionally, it is expected that limited partners who



designate representatives to participate on the applicable advisory board may, by virtue of such participation, have more information about a Fund and portfolio investments in certain circumstances than other limited partners generally and may be disseminated information in advance of communication to other limited partners generally.

In addition, certain investors may also be limited partners in multiple funds. It is also possible that the Fund or its investments may be counterparties or participants in agreements, transactions or other arrangements with an investor or an affiliate of an investor. Limited Partners described in the previous sentences may therefore have different information about the Adviser and the Fund than investors not similarly positioned. Similarly, not all investors monitor their investments in vehicles the same manner.

Furthermore, in response to questions and requests and in connection with due diligence meetings, side letter compliance and other communications, a Fund and the General Partner may provide additional information to certain investors and prospective investors that is not distributed to other investors and prospective investors. Such information may affect a prospective investor's decision to invest in a Fund or take actions or make decisions as an investor.

### **Significant Default Penalties**

Each LPA provides for significant penalties and other adverse consequences in the event a limited partner defaults on its commitment or other payment obligations. In addition to losing its right to potential distributions from the applicable Fund, a defaulting limited partner may be forced to transfer its interest in such Fund for an amount that is less than the fair market value of such interest. 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 such Fund are inadequate to cover the defaulted capital contribution, such Fund may be unable to pay its obligations when due. As a result, a Fund may be subjected to significant penalties that could materially adversely affect the returns to its limited partners (including non-defaulting limited partners).

### **Dilution**

Limited partners admitted to a Fund at subsequent closings generally will participate in then-existing investments of such Fund, thereby diluting the interest of existing limited partners in such investments. Although any such new limited partner will be required to contribute its pro rata share of previously made capital contributions, there can be no assurance that

this contribution will reflect the fair value of a Fund's existing investments at the time of such contributions.

### **Side Letters**

The General Partners and/or the Funds reserve the right to enter into Side Letters with one or more limited partners. These Side Letters may entitle a limited partner to make an investment in a Fund on terms other than those described in such Fund's Offering Memorandum and LPA. Any such terms, including with respect to (a) opting out of particular investments, (b) reporting obligations of such Fund, (c) transfer to affiliates, (d) co-investment opportunities, (e) conditional withdrawal rights due to adverse tax or regulatory events, (f) consent rights to certain amendments to the applicable LPA or (g) any other matters described herein, may be more favorable than those offered to any other limited partners. Side Letters may also relate to strategic relationships under which an investor agrees to make capital commitments to multiple Funds. Except where required by Governing Documents, other investors will not receive copies of Side Letters or related provisions, and as a general matter, the other investors have no recourse against a Fund, the Adviser, the relevant General Partner or any of their affiliates in the event that certain investors have received additional and/or different rights and/or terms as a result of such Side Letters. If a General Partner and/or a Fund enter into a Side Letter entitling a limited partner to opt out of a particular investment or withdraw (with the consent of such General Partner) from such Fund, any election to opt out or withdraw by such limited partner may increase another limited partner's pro rata interest in that particular investment (in the case of an opt-out) or all future investments (in the case of a withdrawal). Side Letters subject the Adviser to potential conflicts of interest, including in circumstances where an investor's right to serve on the relevant Fund's advisory committee results in the investor receiving additional information relative to other investors. To the extent an investor is subject to statutory or other limitations on indemnification, or otherwise negotiates rights relating thereto, other investors may be subject to increased losses, or be required to bear an increased portion of indemnification amounts. As a consequence of such opt-out or withdrawal, or from regulatory, tax, or other factors altering or limited their participation in the investments, the aggregate returns realized by participating or non-participating limited partners could be adversely affected in a material manner by the unfavorable performance of particular investments. Although the Adviser believes it to be unlikely, opt-out or withdrawal rights requested or received by one or more limited partners (or such regulatory, tax or other factors applicable to such limited partners) representing a substantial percentage of a Fund have the potential to create significant variations in limited partner investment returns, or to influence or affect the investment strategy and pursuit of investment opportunities by the General Partner on behalf of the relevant

Fund as a whole. A limited partner's voting rights for regulatory or other reasons can be limited in circumstances specified in the Governing Documents; conversely, a limitation on one or more limited partners' voting rights generally will increase the voting rights percentage of other limited partners in the relevant Fund. Further, limited partners with different domiciles or tax categorizations could receive different investment returns or amounts of tax basis and/or pay different levels of expenses, e.g., based on tax savings or ownership of alternative investment vehicle, "blocker" or other structures used to facilitate their investments in, through or below a Fund.

### **General Partners' Carried Interest**

Because a General Partner's carried interest is based on a percentage of net realized profits, it creates an incentive for a General Partner to cause a Fund to make riskier or more speculative investments than would otherwise be the case. Also, because there is a fixed investment period after which capital from investors in a Fund may only be drawn down in limited circumstances and because management fees are, at certain times during the life of a Fund, based upon capital invested by such Fund, this fee structure creates an incentive to deploy capital when the General Partner might not otherwise have done so. Additionally, recently enacted U.S. federal income tax legislation treats certain allocations of capital gains to service providers by partnerships such as the Funds as short-term capital gain (taxed at higher ordinary income rates) unless the partnership has held the asset which generated such gain for more than three years. This could reduce the after-tax returns of the Adviser's senior professionals, employees, or other individuals associated with the Funds, the Adviser, or the General Partners who were or may in the future be granted direct or indirect interests in carried interest, which could make it more difficult for the General Partners and their affiliates to incentivize, attract and retain individuals to perform services for the Funds. In addition, given the longer holding period to achieve capital gains, the General Partners may be incentivized to hold assets for longer periods of time.

### **Transfer by General Partner**

To the extent a General Partner, its partners, the Managing Partners and/or their respective affiliates commit to make an investment in a Fund, a participation in or a portion of such investment may thereafter be transferred to others, subject to any express limitations thereon in the applicable LPA.

### **Public Company Holdings**

A Fund's investment portfolio may contain debt and/or equity securities issued by publicly held companies. Such investments may subject a Fund to risks that differ in type or degree from those involved with investments in privately held companies. Such risks include, without limitation, 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 at certain times, increased likelihood of shareholder litigation and insider trading allegations against such companies' executives and board members, including the Managing Partners, and increased costs associated with each of the aforementioned risks.

### **Distressed Investments**

A Fund may invest in the securities and obligations, including debt obligations that are in covenant or payment default, of companies experiencing significant financial difficulties and material operating issues, including companies that may have been, are or will become involved in bankruptcy proceedings or other restructuring, recapitalization or liquidation processes. Investments in such companies involve a substantial degree of risk that is generally higher than the risk involved in investing in companies that are not in financial or operational distress. Given the heightened difficulty of the financial analysis required to evaluate distressed companies, there can be no assurance that the Adviser will correctly evaluate the value of the assets of a distressed company securing its debt and other obligations or correctly project the prospects for the successful restructuring, recapitalization or liquidation of such company. Therefore, in the event that a portfolio company does become involved in bankruptcy proceedings or a restructuring, recapitalization or liquidation is required, a Fund may lose some or all of its investment or may be required to accept illiquid securities with rights that are materially different than the original securities in which such Fund invested.

### **Uncertain Economic, Social and Political Environment**

Consumer, corporate and financial confidence may be adversely affected by current or future tensions around the world, fear of terrorist activity and/or military conflicts, localized or global financial crises or other sources of political, social or economic unrest. Such erosion of confidence may lead to or extend a localized or global economic downturn. A climate of uncertainty may reduce the availability of potential investment opportunities, and increases the difficulty of modeling market conditions, potentially reducing the accuracy of financial projections. In addition, limited availability of credit for consumers, homeowners and businesses,

including credit used to acquire businesses, in an uncertain environment or economic downturn may 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 may slow the rate of future investments by funds and result in longer holding periods for investments. Furthermore, such uncertainty or general economic downturn may have an adverse effect upon such Fund's portfolio companies.

#### **Russia-Ukraine Conflict.**

There is currently an ongoing military conflict between Russia and Ukraine (the "Russia-Ukraine Conflict") which, in a relatively short period of time, has caused disruption to global financial systems, trade and transport, among other things. In response, multiple other countries have put in place global sanctions and other severe restrictions or prohibitions on the activities of individuals and businesses connected to Russia. However, the ultimate impact of the Russia-Ukraine Conflict and its effect on global economic and commercial activity and conditions, and on the operations, financial condition and performance of the Fund or any particular industry, business or investee country and the duration and severity of those effects, is impossible to predict.

The Russia-Ukraine Conflict may have a significant adverse impact and result in significant losses to the Funds and/or their portfolio companies. Such impact may include significant reductions in revenue and growth, unexpected operational losses and liabilities and reductions in the availability of capital. It may also limit the ability of the Funds to source, diligence and execute new investments and to manage, finance and exit investments in the future. Developing and further governmental actions (military or otherwise) may cause additional disruption and constrain or alter existing financial, legal and regulatory frameworks and systems in ways that are adverse to the investment strategy which the Funds intends to pursue, all of which could adversely affect the Funds' ability to fulfill its investment objectives.

#### **General Economic and Market Conditions**

The private equity industry generally and the success of a Fund's investment activities 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. A renewed downturn in the U.S. or global economy (or any particular segment thereof) could adversely affect a Fund's profitability, impede the ability of such Fund's portfolio companies to perform under or refinance their existing obligations, and impair such Fund's ability to effectively exit its portfolio investment on favorable terms. Any of the foregoing

events could result in substantial or total losses to a Fund in respect of certain portfolio investments, which losses will likely be exacerbated by the presence of leverage in a portfolio company's capital structure.

The capital markets have experienced great volatility and financial turmoil. Moreover, governmental measures undertaken in response to turmoil in the markets (whether regulatory or financial in nature) may have a negative effect on market conditions. General fluctuations in the market prices of securities and economic conditions generally may reduce the availability of attractive investment opportunities for a Fund and may affect a Fund's 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) may also increase the risks inherent in a Fund's investments and could have a negative impact on the performance and/or valuation of its portfolio companies. A Fund's performance can be affected by deterioration in the capital markets and by market events, such as the onset of the credit crisis in the summer of 2007 or the downgrading of the credit rating of the United States in 2011, 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 may adversely affect the value of investments in portfolio companies and a Fund's performance. Volatility and illiquidity in the financial sector may have an adverse effect on the ability of a Fund to sell and/or partially dispose of its portfolio company investments. Such adverse effects may include the requirement of a Fund to pay break-up, termination or other fees and expenses in the event a Fund is not able to close a transaction (whether due to the lenders' unwillingness to provide previously committed financing or otherwise) and/or the inability of a Fund to dispose of investments at prices that the relevant General Partner believes reflect the fair value of such investments. The impact of market and other economic events may also affect a Fund's ability to raise funding to support its investment objective.

### **Director Liability**

Each Fund will often obtain the right to appoint one or more representatives to the board of directors of the companies in which it invests. Serving on the board of directors of a portfolio company exposes a Fund's representatives, and ultimately such Fund, to potential liability. Not all portfolio companies may obtain insurance with respect to such liability, and the insurance that portfolio companies do obtain may 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 a Fund's investment activities.

### **Advisory Board**

Certain Funds will have advisory boards, to which the applicable General Partner will appoint one or more limited partner representatives. The applicable LPAs will provide that to the maximum extent not prohibited by applicable law, none of the advisory board members shall owe any fiduciary duties to the applicable Fund or any other partner. In addition, representatives of an advisory board may have various business and other relationships with the Adviser and its partners, employees and affiliates. To the extent that such relationships exist, they potentially could influence the decisions of advisory board members.

### **Limitation on Recourse and Indemnification**

Certain LPAs will limit the circumstances under which the applicable General Partners and their affiliates will be held liable to the Funds. As a result, limited partners may have a more limited right of action in certain cases than they would have in the absence of such provision. In addition, such LPAs will provide that the applicable Funds will indemnify the applicable General Partners and their affiliates for certain claims, losses, damages and expenses arising out of their activities on behalf of the Fund.

### **Litigation**

In the ordinary course of its business, the Funds may be subject to litigation from time to time. The outcome of such proceedings may materially adversely affect the value of a Fund's investments and may continue without resolution for long periods of time. Any litigation may consume substantial amounts of the relevant General Partner's and the Managing Partners' time and attention, and that time and the devotion of these resources to litigation may, at times, be disproportionate to the amounts at stake in the litigation.

### **Delayed Tax Information**

The Funds may not be able to provide final tax filing information to limited partners for any given fiscal year until after the initial tax filing deadlines for limited partner tax returns. Accordingly, limited partners should plan to obtain extensions of the filing dates for their income tax returns. Each prospective investor should consult with its own adviser as to the advisability and tax consequences of an investment in a Fund.

### **Contingent Liabilities upon Disposition**

In connection with the disposition of an investment, a Fund and the relevant General Partner may 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 may be responsible for the content of disclosure documents under applicable securities laws. They may also 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 may result in contingent liabilities, which would be borne by the Funds and, ultimately, their investors.

### **Indemnification**

A Fund may be required to indemnify certain persons set forth in its LPA including, without limitation, its General Partner, the Adviser, its advisory board members and its General Partner's, and the Adviser's partners, members, managers, employees, agents, advisors, affiliates, and personnel for liabilities incurred in connection with the affairs of such Fund and otherwise as provided in the applicable LPA. Such liabilities may be material and have an adverse effect on the returns to the limited partners. For example, in their capacity as directors of portfolio companies, the partners or affiliates of a General Partner may be subject to derivative or other similar claims brought by shareholders of such companies. The indemnification obligation of a Fund would be payable from the assets of such Fund, including the unfunded commitments of the limited partners. If the assets of a Fund are insufficient to pay any such indemnification obligations, such Fund's General Partner may recall distributions previously made to the limited partners to pay such obligations (subject to certain limitations set forth in the applicable LPA). Such liabilities of a Fund may not be resolved prior to the date that such Fund will be dissolved, either by expiration of such Fund's term or otherwise. Furthermore, as a result of the provisions contained in the applicable LPA, the limited partners may have a more limited right of action in certain cases than they would in the absence of such limitations. It should be noted that a General Partner may cause a Fund to purchase insurance for such Fund, its General Partner, the Adviser and their employees, agents and representatives.

### **Liability of the Funds and the Partners**

Each General Partner has unlimited liability for all debts and obligations of the Fund(s) for which it serves as general partner. Except as provided herein or otherwise, the total liability of a limited partner is limited to the amount of its commitment, except in certain circumstances. If a Fund is otherwise unable to meet its obligations, the limited partners may, under applicable law, be obligated to return to such Fund or to creditors whose



interests have been injured distributions previously received by them pursuant to any rules regarding fraudulent conveyances. In addition, a limited partner may be liable under applicable bankruptcy law to return distributions made during a Fund's insolvency.

### **Legal, Tax and Regulatory Risks**

Legal, tax and regulatory changes could occur during the term of a Fund that may adversely affect such Fund, its portfolio companies or partners. For example, from time to time the market for private equity transactions has been adversely affected by a decrease in the availability of senior and subordinated financing for transactions, in part in response to regulatory pressures on providers of financing to reduce or eliminate their exposure to such transactions.

In addition, an investment in a limited partnership involves complex tax considerations and there can be no assurance that a Fund will make sufficient distributions to permit its limited partners to pay all of their tax liabilities resulting from the ownership of their interests. A Fund and/or any vehicle in which such Fund has a direct or indirect interest may be subject to tax, including transfer taxes, in jurisdictions in which any such vehicles are incorporated, organized, controlled, managed, have a permanent establishment or are otherwise located and/or in which investments are made and/or with which investments have a connection. In addition, income from investments in portfolio companies held by a Fund could be reduced by withholding, breach tax or other taxes imposed by jurisdictions in which such Fund invests. There can be no assurance that tax credits may be claimed with respect to such taxes incurred.

There may be changes in tax laws or interpretations of tax laws (possibly with retrospective effect) in a jurisdiction in which a Fund or one of its subsidiaries operates, is managed, is advised, is promoted or invests, that are adverse to such Fund, its subsidiaries or its investors. In particular, both the level and basis of taxation may change. Changes to taxation treaties or interpretations of taxation treaties between one or more such jurisdictions and the countries through which a Fund or any of its subsidiaries holds investments or in which an investor is resident, or the introduction of, or change to, EU directives may adversely affect such Fund's ability to efficiently realize income or capital gains and to efficiently repatriate income and capital gains from the jurisdictions in which they arise to investors. Consequently, it is possible that a Fund or its subsidiaries may face unfavorable tax treatment in such jurisdictions that may materially adversely affect the value of such Fund's investments

or the feasibility of making investments in certain countries. This could significantly affect returns to investors.

In particular, pursuant to the OECD BEPS Project, individual jurisdictions are beginning to introduce domestic legislation implementing certain of the BEPS Actions. Several of the areas of tax law (including double taxation treaties) on which the BEPS Project is focusing are relevant to the ability of a Fund to efficiently realize income or capital gains and to efficiently repatriate income and capital gains from the jurisdictions in which they arise to investors and, depending on the extent to and manner in which relevant jurisdictions implement changes in those areas of tax law (including double taxation treaties), the ability of such Fund to do those things may be adversely impacted. Many of the jurisdictions in which a Fund will make investments indicated in June 2017 that they would implement the OECD's draft Multilateral Instrument which will bring into force a number relevant changes to double tax treaties. There remains significant uncertainty as to whether and, if so, to what extent a Fund or its subsidiaries may benefit from the protections afforded by such treaties and whether such Fund may look to its investors in order to derive tax treaty or other benefits. This position is likely to remain uncertain for a number of years.

In addition, in July 2016, the EU adopted the Anti-Tax Avoidance Directive 2016/1164 (commonly referred to as "ATAD I"), which directly implements some of the BEPS Project actions points within EU law. EU Member States had until December 31, 2018 to transpose ATAD I into their domestic laws (except for the provisions on exit taxation, which must be transposed by December 31, 2019). On May 29, 2017, the Council of the EU formally adopted the Council Directive amending Directive (EU) 2016/1164 as regards hybrid mismatches with third countries (commonly referred to as "ATAD II"). ATAD II does not have to come into force in Member States until January 1, 2020 (subject to relevant derogations).

### **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 (as defined below), have and are resulting in market volatility and disruption, and 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 may result in significant losses to a Fund.

### ***COVID-19***

Currently, there is an ongoing outbreak of a novel and highly contagious form of coronavirus (“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. In many jurisdictions, restrictive measures have been re-imposed to address subsequent waves of infection. 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, 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 the resulting precipitous decline in economic and commercial activity across several of the world’s largest economies — 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 may have unpredictable results. Even if and as the spread of the COVID-19 virus itself is substantially contained, 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 a Fund. The extent of the impact on a Fund's and its portfolio companies' operational and financial performance will depend on many factors, all of which are highly uncertain and cannot be predicted, and this impact may include significant reductions in revenue and growth, unexpected operational losses and liabilities, impairments to credit quality and reductions in the availability of capital. These same factors may limit the ability of a Fund to source, diligence and execute new investments and to manage, finance and exit investments in the future, and governmental mitigation actions may constrain or alter existing financial, legal and regulatory frameworks in ways that are adverse to the investment strategy the Fund intends to pursue, all of which could adversely affect the Fund's ability to fulfill its investment objectives. They may 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 Fund, its portfolio companies, the General Partner may be significantly impacted, or even temporarily or permanently halted, as a result of government quarantine measures, restrictions on travel and movement, remote-working requirements and other factors related to a public health emergency, including its potential adverse impact on the health of any such entity's personnel. These measures may also hinder such entities' ability to conduct their affairs and activities as they normally would, including by impairing usual communication channels and methods, hampering the performance of administrative functions such as processing payments and invoices, and diminishing their ability to make accurate and timely projections of financial performance.

### **Conflicts of Interest Generally**

The Adviser and its related entities engage in a broad range of advisory and non- advisory activities, including investment activities for their own account and for the account of other Funds, and providing transaction-related, legal, management and other services to Funds, SPACs and portfolio companies. The Adviser will devote such time, personnel and internal resources as are necessary to conduct the business affairs of each Fund in an appropriate manner, as required by the relevant LPA, although the Funds and their respective investments will place varying levels of demand on these over time. In the ordinary course of the Adviser conducting its activities, the interests of a Fund likely will conflict with the interests of the Adviser, one or more other Funds, portfolio companies

or their respective affiliates in certain circumstances. Certain of these conflicts of interest are discussed herein. As a general matter, the Adviser will determine all matters relating to structuring transactions and Fund operations using its best judgment considering all factors it deems relevant, but in its sole discretion, subject in certain cases to the required approvals by the advisory boards of the participating Funds.

During the commitment period of a Fund, all appropriate investment opportunities will be pursued by the Adviser through such Fund, subject to certain limited exceptions. Without limitation, the Adviser's principals currently manage, and expect in the future to manage, several other investments and investment vehicles similar to those in which a Fund will be investing, and expect to direct certain relevant investment opportunities or resources to those investments and investment vehicles. The Adviser personnel reserve the right to manage their own personal investments, whether or not through a formal family office or estate planning structure, to establish trusts, endowments, charitable programs, foundations or similar arrangements, and to pay or receive compensation relating to the foregoing. The Adviser's principals and the Adviser's investment staff will continue to manage and monitor such investments and investment vehicles until their realization. Such other investments and investment vehicles that the Adviser's principals expect from time to time to control or manage generally have the potential to compete with companies acquired by a Fund. Following the commitment period of a Fund, the Adviser's principals reserve the right to, and likely will focus their investment activities, at least in part, on other opportunities and areas unrelated to such Fund's investments. To the extent an advisory opportunity is received that is unsuitable for a Fund, in the Adviser's sole discretion, the Adviser and its personnel reserve the right to defer such opportunity to third parties or to make personal investment in the relevant opportunity. Unless restricted by the Governing Documents, the Adviser personnel are permitted to serve on boards or act in other roles unaffiliated with the Adviser, the Funds or their portfolio companies, including boards of charitable and educational institutions, public companies and former portfolio companies, and receive compensation in connection with such services and roles.

The relevant liability standards under insurance coverage procured by the Adviser are expected to vary by carrier, and such standards are expected to vary from time to time depending on, for example, coverage features or limitations then-available from the carrier at the time of insurance contract renewal. As a result, insurance coverages from time to time are expected to vary from relevant liability and/or indemnity standards in the Governing Documents. Investors generally will be responsible for insurance premiums, as set forth in the Governing Documents, regardless of whether the liability and/or indemnity standards in the Adviser's

insurance coverage are higher or lower than that set forth in the Governing Documents.

The Adviser attempts to resolve all conflicts of interest in light of its obligations to investors in its Funds and the obligations owed by the Adviser's advisory affiliates to investors in investment vehicles managed by them, and attempts to allocate investment opportunities among a Fund, other Funds and such other investment vehicles in a manner it believes to be fair and equitable to the Funds under the circumstances over time. To the extent that an investment or relationship raises particular conflicts of interest, the Adviser will review the circumstances of such investment or relationship with a view to addressing and reducing the potential for conflict. Where necessary, the Adviser consults and receives consent to conflicts from an advisory board consisting of limited partners of the relevant Fund(s) and such other investment vehicles, or from each relevant Fund's limited partners themselves.

From time to time, the Firm expects to have the opportunity (but, subject to any applicable restrictions or procedures in the relevant LPA, no obligation) to identify one or more secondary transferees of interests in a Fund. In such cases, the Firm will not receive compensation for identifying such transferees and will use its discretion to select such transferees based on suitability and other factors similar to those employed in selection co-investors, and unless required by the relevant LPA, 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 investors.

### **Allocation of Time**

The General Partners and the Managing Partners will devote such time as shall be necessary to conduct the business affairs of the Funds in an appropriate manner. In addition to advising the Funds, the Adviser and the Managing Partners manage other investments and will devote only so much of their time as is necessary or appropriate in connection with the Funds' activities. The Managing Partners also serve from time to time as members of the boards of directors of various companies other than Fund portfolio companies. The possibility exists that such companies could engage in transactions which would be suitable for the Funds, but in which the Funds might be unable to invest. Conflicts may arise as a result of such other activities.

### **Cross-Fund Transactions**

The Adviser reserves the right from time to time to cause a Fund to enter into a transaction whereby the Fund purchases securities from, or sells securities to, other Funds managed by the Adviser, or co-investors or co-

investment vehicles. Such transactions may arise in the context of automatic or other re-balancing of an investment among parallel investing entities or in contexts where a portfolio company owned by one Fund is acquired by a portfolio company acquired by another Fund. Certain of such transactions raise potential conflicts of interest, including where the investment of one Fund supports the value of portfolio companies owned by another Fund. These conflicts are heightened to the extent the relevant securities are illiquid or do not have a readily ascertainable value, and there generally can be no assurance that the price at which such transactions are entered into represent what would ultimately be the underlying investment's fair value. To the extent required by the Governing Documents or otherwise in the sole discretion of the Adviser, the Adviser reserves the right to seek to mitigate such conflicts by seeking the opinion of an unaffiliated third party (including the use of a consultant or investment banker to opine as to the fairness of a purchase or sale price) or by obtaining the consent of the relevant Fund(s) (including, where authorized, the consent of each Fund's advisory board) to such transactions. In certain circumstances, the Adviser reserves the right to determine that the willingness of a third party to make an investment on the same terms demonstrates the fairness of the relevant transaction to the Fund under then-current market conditions. The Adviser intends that any such transactions be conducted in a manner that it believes to be fair and equitable to each Fund under the circumstances, including a consideration of the potential present and future benefits with respect to each Fund.

### **Allocation of Investment Opportunities**

From time to time, the Adviser will be presented with investment opportunities that would be suitable not only for a Fund, but also for other Funds and other investment vehicles operated by advisory affiliates of the Adviser. In determining which investment vehicles should participate in such investment opportunities, the Adviser and its affiliates are subject to conflicts of interest among the investors in such investment vehicles. Investments by more than one client of the Adviser in a portfolio company also have the potential to raise the risk of using assets of a client of the Adviser to support positions taken by other clients of the Adviser.

The Adviser must first determine which Fund(s) will, or are required to, participate in the relevant investment opportunity. The Adviser generally assesses whether an investment opportunity is appropriate for a particular Fund based on the Fund's LPA, as well as factors including, but not limited to: investment restrictions and objectives (including those set forth in the relevant Fund's LPA, where applicable), strategy, risk profile, time horizon, tax sensitivity, tolerance for turnover, asset composition, diversification limits, cash level (if any), applicable tax and regulatory considerations, lifecycle, structure and other relevant factors. For example, a newly organized Fund generally will seek to purchase a

disproportionate amount of investments until it is substantially invested. A Fund generally reserves the right to invest together with other Funds in the manner set forth in the relevant LPA and in accordance with the Adviser's allocation procedures. SK Capital will determine the allocation of investment opportunities among Funds in a manner that it believes is fair and equitable to its clients under the circumstances over time consistent with the Adviser's obligations and reserves the right to take into consideration factors such as those set forth above. Except as required by the relevant Governing Documents, the Adviser is not obligated to recommend any investment to any particular investment vehicle. Following such determination of allocation among Funds, the Adviser will determine if the amount of an investment opportunity in which one or more Fund(s) will invest exceeds the amount that would be appropriate for such Fund and the Adviser reserves the right to offer any such excess to one or more potential co- investors, including third parties, as determined by the Funds' LPAs, Side Letters and the Adviser's procedures regarding allocation. Pursuant to the relevant Funds' governing documents, in certain cases the Adviser will offer, as a priority to other co-investors, excess investment opportunities to certain specified co-investors and/or co-investment vehicles sponsored by the Adviser. In certain of these cases, a Fund, pursuant to such Fund's governing documents, from time to time will act as a "backstop" for excess investment opportunities allocated to syndicated co-investors, which would incentivize the Adviser to prolong the syndication period and which would subject the relevant Fund to enhanced risks with respect to certain investments prior to their syndication. The Adviser's procedures permit it to take into consideration a variety of factors in making such determinations, including, but not limited to: expressed interest in co-investment opportunities; expertise of the prospective co-investor in the industry to which the investment opportunity relates; perceived ability to quickly execute on transactions; tax, regulatory, securities laws and/or other legal considerations (e.g., qualified purchaser or qualified institutional buyer status); perceived ease of process in coordinating or completing the investment with the prospective co- investor or co-investors similar thereto; the Adviser's perception of whether the investment opportunity is likely to subject the prospective co-investor to legal, regulatory, reporting, or other burdens that make it less likely that the prospective co-investor would act upon the investment opportunity if offered or would impair the Adviser's ability to execute the relevant transaction in the desired time or on desired terms; size of the investment allocation and practicality of dividing it up among multiple co-investors; lender requirements; existence of a formal or informal strategic relationship with the prospective co-investor; and other factors that the Adviser considers important in connection with the specific transaction or investment.



The General Partner is expected to cause the Funds (including co-investment vehicles) to use certain holding structures for investments. To the extent one “aggregator” holding company is used for multiple investments across multiple Funds, the Adviser will allocate such fees and expenses in a manner that it believes is fair and equitable. There can be no assurance that the Fund will not be required to bear more than its pro rata portion of such fees and expenses and the Fund reserves the right, in its sole discretion, to make corrective allocations of such fees and expenses if it determines it to be necessary or advisable.

Furthermore, the Adviser or its related persons expect 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 lender or co-sponsor. Co-investment opportunities typically will be offered to some and not to other investors. Allowing any co-investment generally reduces the amount of the relevant investment opportunity that theoretically could have been taken by the relevant Fund, and because co-invest opportunities generally appeal to Fund investors and third parties, the Adviser expects to be subject to potential conflicts of interest in determining the amount of investment opportunity that should be allocated to the relevant Fund.

When and to the extent that employees and related persons of the Adviser and its affiliates make capital investments in or alongside certain Funds, the Adviser and its affiliates are subject to potential conflicting interests in connection with these investments. There can be no assurance that any Fund’s return from a transaction would be equal to and not less than another Fund participating in the same transaction or that it would be as favorable as it would have been had such conflict not existed.

The Adviser’s allocation of investment opportunities among the persons and in the manner discussed herein often will not result in proportional allocations among such persons, and such allocations likely will be more or less advantageous to some such persons relative to others. While the Adviser will allocate investment opportunities in a manner that it believes is fair and equitable to its clients under the circumstances over time and considering relevant factors, there can be no assurance that a Fund’s actual allocation of an investment opportunity, if any, or the terms on which that allocation is made, will be as favorable as they would be if the potential conflicts of interest to which the Adviser expects to be subject, discussed herein, did not exist.

### **Investment Opportunities Appropriate for Multiple Funds**

Where multiple Funds invest at the same, different or overlapping levels of a portfolio company’s capital structure, there is a potential for conflicts of interest in determining the terms of each such investment. To the extent

a Fund holds securities that are different (including with respect to their relative seniority) than those held by another Fund, the Adviser and its affiliates will be presented with decisions when the interests of the two Funds are in conflict. In such circumstances, the Adviser's duties to each Fund would conflict. The Adviser may in its discretion take steps to reduce the potential for adversity between the Funds, including causing one or both such Funds to take certain actions that, in the absence of such conflict, they would not take. Questions are likely to arise subsequently as to whether payment obligations and covenants should be enforced, modified or waived, or whether debt should be refinanced or restructured. In troubled situations, decisions including whether to enforce claims, or whether to advocate or initiate a restructuring or liquidation inside or outside of bankruptcy, and the terms of any workout or restructuring are likely to raise conflicts of interest, particularly with respect to Funds that have invested in different securities within the same portfolio company. If additional capital is necessary as a result of financial or other difficulties, or to finance growth or other opportunities, Funds may or may not provide such additional capital, and if provided, each Fund generally will supply such additional capital in such amounts, if any, as determined by the Adviser in its sole discretion. Because of the different legal rights associated with debt and equity of the same portfolio company, the Adviser expects to face a potential conflict of interest in respect of the advice it gives to, and the actions it takes on behalf of, one Fund versus another Fund (e.g., the terms of debt instruments, the enforcement of covenants, the terms of recapitalizations and the resolution of workouts or bankruptcies). If a Fund enters into any indebtedness with another Fund on a joint and several basis, the applicable General Partner is expected to enter into one or more agreements that provide each Fund with a right of contribution, subrogation or reimbursement. In administering, or seeking to reinforce, these agreements, the Adviser expects to be subject to potential conflicts of interest, for example, between a Fund with a reimbursement obligation and a Fund seeking reimbursement. The Adviser intends to mitigate any potential conflicts by structuring such agreements in a manner intended to cause each Fund to bear its proportionate share of the applicable indebtedness, without undue favoritism over time.

### **Investments and Fees Common to Multiple Funds**

Potential conflicts are expected to arise when and to the extent a Fund makes investments in conjunction with an investment being made by another Fund, or if it were to invest in the securities of a company in which another Fund has already made an investment. A Fund may not, for example, invest through the same investment vehicles, have the same access to credit or employ the same hedging or investment strategies as other Funds. This likely will result in differences in price, terms, leverage and associated costs. Where multiple Funds invest in the same company

at different times, the first Fund to invest typically will bear a higher level of diligence and transaction fees, costs and expenses than later Funds; similarly, to the extent a transaction does not proceed, the first Fund to invest typically will bear the full amount of broken deal expenses relating to the transaction, regardless of whether other Funds could or would have invested in the company in potential future transactions. Further, there can be no assurance that the relevant Fund and the other Fund(s) or vehicle(s) with which it co-invests will exit such investment at the same time or on the same terms. Additionally, such Funds or vehicles may have different expected termination dates and/or investment objectives (including return profiles) and the Adviser, as a result, would in such circumstances have conflicting goals with respect to the price and timing of disposition opportunities. The Adviser and its affiliates may from time to time express inconsistent views of commonly held investments or of market conditions more generally. There can be no assurance that the return on one Fund's investments will be the same as the returns obtained by other Funds participating in a given transaction. Given the nature of the relevant conflicts there can be no assurance that any such conflict can be resolved in a manner that is beneficial to all relevant Funds. In that regard, actions taken for one or more Funds may adversely affect other Funds.

Subject to any relevant restrictions or other limitations contained in the relevant LPA(s), the Adviser will allocate fees and expenses in a manner that it believes is fair and equitable to its clients under the circumstances over time and considering such factors as it deems relevant, but in any case in its sole discretion. In exercising such discretion, the Adviser expects to be faced with a variety of potential conflicts of interest.

As a general matter, Fund expenses, other than as discussed above, broken deal expenses, typically will be allocated among all relevant Funds or co-invest vehicles eligible to reimburse expenses of that kind. In all such cases, subject to applicable legal, contractual or similar restrictions, expense allocation decisions will generally be made by the Adviser or its affiliates using their best judgment, considering such factors as they deem relevant, but in their sole discretion. The allocations of such expenses will not always be proportional, and any such determinations involve inherent matters of discretion, e.g., in determining whether to allocate pro rata based on number of Funds or co-invest vehicles receiving related benefits or proportionately in accordance with asset size, or in certain circumstances whether a particular expense has greater benefit to a Fund or the Adviser. The Funds generally have different expense reimbursement terms, including with respect to management fee offsets, which is expected from time to time to result in the Funds bearing different levels of expenses with respect to the same investment.

The General Partners generally cause the Funds to purchase, and/or bear premiums, fees, costs and expenses (including any expenses or fees of

insurance brokers) for, insurance to insure the Funds, the General Partners, the Adviser, and/or their respective directors, officers, employees, agents, representatives, members of a Fund's advisory board and other indemnified parties, against liability in connection with the activities of a Fund. The Adviser and its affiliates will make judgments about the allocation of such premiums, fees, costs and expenses for such "umbrella" or other insurance policies among the Funds, other Adviser-sponsored vehicles, and/or the Adviser on a fair and reasonable basis, in its sole discretion, and may make corrective allocations should it determine subsequently that such corrections are necessary or advisable. There can be no assurance that a different allocation would not result in a particular Fund bearing less (or more) premiums, fees, costs and expenses for insurance policies than another Fund or vehicle.

### **Consultants**

In addition, as described above, portfolio companies (and, to a lesser extent, the Funds) pay certain fees to Consultants and other providers of consulting services (including providers introduced or arranged by the Adviser and/or its affiliates that regularly provide services to one or more portfolio companies), and such fees do not offset or reduce management fees as described herein. Consultants generally make use of SK Capital resources or otherwise are associated with the Adviser. Compensation received by Consultants consists of cash fees and other types of compensation, including, but not limited to, discretionary bonuses (whether or not based on pre-determined milestones), transaction fees, profits, participation or equity interests in one or more portfolio companies or holding companies, incentive equity and stock awards, or profits or equity interests in one or more Funds or General Partners. Additionally, portfolio companies reimburse costs and expenses incurred by Consultants and, although historically it has not done so, SK Capital is permitted, to the extent deemed appropriate, to provide a Consultant with an opportunity to invest in the relevant portfolio company. Consultants also have limited partner interests in the General Partners and/or one or more Funds, receive remuneration from the Adviser and/or its Funds or affiliates and/or be entitled to other forms of compensation. Such investment opportunities, reimbursements and other compensation paid to a Consultant will not offset or reduce the management fee of any Fund as described herein. To the extent that Consultants are paid retainers or guaranteed minimum compensation amounts, there is the possibility that certain portfolio companies or Funds will bear a greater share of such compensation due to the utilization of the Consultant's services at a time when fewer portfolio companies or Funds make use of such Consultant. Although, when it retains a Consultant, the Adviser seeks to do so with a view to reducing costs to portfolio companies (and, ultimately, the Funds) and/or improving portfolio company performance, a number of factors may result in limited or no cost savings from such retention. The Adviser

also seeks to reduce potential conflicts of interest resulting from such arrangements by structuring compensation packages for such persons in a manner that the Adviser believes will align such persons' interests with those of the Funds' limited partners, and seeks to retain only Consultants and service providers 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 could provide such services at lesser cost.

Additionally, the Adviser, its personnel, affiliates or others designated by the Adviser expect from time to time to receive compensation in the form of portfolio company securities. To the extent any such securities are received, after any applicable offset provisions in the relevant LPA are applied, the Adviser and/or such other recipients will be permitted to retain such securities as supplemental fees and will not be required to dispose of such securities at any particular time (subject to any restrictions imposed by the portfolio company and/or the Adviser). The ability to retain such securities, and the decision of whether and when to dispose of such securities, presents conflicts of interest, including because the ultimate value of such securities at disposition could be greater than the amount offset. In addition, because portfolio company securities typically represent newly issued equity (whether in the form of common stock, warrants or options to buy common stock, or similar instruments), the receipt of compensation in the form of securities typically has the result of diluting the Fund's relative ownership of the portfolio company awarding such compensation.

### **Material, Non-Public Information**

As a result of the operations of the Adviser and its affiliates, as well as in connection with officerships or directorships of the Firm's personnel, the Firm frequently comes into possession of confidential or material non-public information. Therefore, the Adviser and its affiliates may have access to material, non-public information that may be relevant to an investment decision to be made by a Fund. Consequently, a Fund may be restricted from initiating a transaction or selling an investment which, if such information had not been known to it, might have been undertaken on account of applicable securities laws or the Adviser's internal policies and practices. Due to these restrictions, a Fund may not be able to make an investment that it otherwise might have made or sell an investment that it otherwise might have sold.

### **Valuation of Investments**

Generally, the relevant General Partner will determine the value of all the of a Fund's investments for which market quotations are available based on publicly available quotations. However, market quotations will not be available for virtually all of a Fund's investments because, among other things, the securities of portfolio companies held by such Fund generally will be illiquid and not quoted on any exchange. Each General Partner will determine the value of all the relevant Fund's investments that are not readily marketable based on ASC 820 guidelines as promulgated by the Financial Accounting Standards Board and any subsequent valuation guidelines required of an investment fund reporting under generally accepted accounting principles as promulgated in the United States. There can be no assurance that the relevant General Partner 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 a General Partner with respect to an investment will represent the value realized by the relevant 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 such General Partner may cause it to ineffectively manage the relevant Fund's investment portfolios and risks, and may also affect the composition and management of such Fund's portfolio of investments. The exercise of discretion in valuation by a General Partner may give rise to conflicts of interest, including in connection with determining the amount and timing of distributions of carried interest and the calculation of management fees.

### **Other Fees**

The General Partners and their affiliates receive certain fees from portfolio companies in connection with the purchase, monitoring or disposition of investments or in connection with unconsummated transactions (e.g., transaction, directors', financial consulting, break-up and other similar fees).

### **Diverse Limited Partner Group May Have Conflicting Interests**

A Fund's limited partners will be a diverse group that may have conflicting investment, tax and other interests with respect to their investments in such Fund. The conflicting interests of individual limited partners may relate to or arise from, among other things, the nature of investments made by a Fund, the structuring or the acquisition of investments and the timing of disposition of investments. As a consequence, conflicts of interest may arise in connection with the decisions made by a Fund's General Partner, including with respect to the nature or structuring of investments that may be more beneficial for one investor than for another investor, especially with respect to investors'

individual tax situations. In selecting and structuring investments appropriate for a Fund, its General Partner will consider the investment and tax objectives of such Fund and its partners as a whole, not the investment, tax or other objectives of any limited partner individually.

### **Service Providers**

A portfolio company typically will reimburse the Adviser or service providers retained at the Adviser's discretion for expenses (including without limitation travel expenses) incurred by the Adviser or such service providers in connection with their performance of services for such portfolio company. This discretion subjects the Adviser and its affiliates to conflicts of interest because the Funds generally do not have an interest or share in these reimbursements, and the amount of such reimbursements over time has the potential to be substantial. The Adviser determines the amount of these reimbursements for such services in its own discretion, subject to its internal reimbursement policies and practices. Although the amount of individual reimbursements typically is not disclosed to investors in any Fund, their effect is reflected in each Fund's audited financial statements, and any fee paid or expense reimbursed to the Adviser or such service providers generally is subject to: agreements with or review by sellers, buyers and management teams; the review and supervision of the board of directors of or lenders to portfolio companies; and/or third party co-investors in its transactions. These factors help to mitigate related conflicts of interest.

### **Other Benefits**

In connection with its services to the Funds and their investments, the Adviser, its affiliates and personnel expect to receive the benefit of certain tangible and intangible benefits. For example, in the course of the Adviser's operations, including research, due diligence, investment monitoring, operational improvements and investment activities, the Adviser and its personnel expect to receive and benefit from information, "know-how," experience, analysis and data relating to Fund or portfolio company (as applicable) operations, terms, trends, market demands, customers, vendors and other metrics (collectively, "SK Capital Information"). In many cases, SK Capital Information will include tools, procedures and resources developed by the Adviser to organize or systematize SK Capital Information for ongoing or future use. Although the Adviser expects its Funds and their portfolio companies generally to benefit from the Adviser's possession of SK Capital Information, it is possible that any benefits will be experienced solely by other or future Funds or portfolio companies (or by the Adviser and its personnel) and not by the Fund or portfolio company from which SK Capital Information was originally received. SK Capital Information will be the sole intellectual property of the Adviser and solely for the use of the Adviser.

The Adviser reserves the right to use, share, license, sell or monetize SK Capital Information, without offset to Management Fees, and the relevant Fund 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 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 investors; no such rewards will offset management fees.

### **Adviser Recommendations**

The Adviser generally exercises its discretion to recommend to a Fund or to a portfolio company thereof that it contract for services with certain service providers, and from time to time such service providers are expected to include: (i) the Adviser or a related person of the Adviser (which may include a portfolio company of such Fund), (ii) an entity with which the Adviser or its affiliates or current or former members of their personnel has a relationship or from which the Adviser or its affiliates or their personnel otherwise derives financial or other benefit, including relationships with joint venturers or co-venturers; or (iii) certain limited partners or their affiliates. For example, the Adviser expects to be presented with opportunities to receive financing and/or other services in connection with a Fund’s investments from certain limited partners or their affiliates that are engaged in lending or related business. This subjects the Adviser to conflicts of interest, because although the Adviser selects service providers that it believes are aligned with its operational strategies and will enhance portfolio company performance and, relatedly, returns of the relevant Fund, the Adviser has a potential incentive to recommend the related or other person (including a limited partner) because of its financial or other business interest. There is a possibility that the Adviser, because of such belief or for other reasons (including whether the use of such persons could establish, recognize, strengthen and/or cultivate relationships that have the potential to provide longer-term benefits to the relevant Funds or the Adviser), would favor such retention or continuation even if a better price and/or quality of service could be obtained from another person. Although the Adviser 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. In certain circumstances where the Adviser commits or has committed to seek “market” or “arms-length” rates or terms, the Adviser will do so in



its sole discretion, seeking rates that it has determined in its sole discretion to be reflective of the range of rates in the applicable or related markets. In certain circumstances, the Adviser is permitted to engage a third-party valuation agent, or obtain a fairness opinion, which will be sufficient to confirm that the terms are “market” or on “arms-length.” In addition, the Adviser may, but is not required, to engage a third party to determine the value of services; provided, however, that the Adviser reserves the right to deem third-party investment in a transaction to be verification that the transaction was entered into at a value that is “arms-length.” Consequently, the Adviser undertakes no minimum amount of benchmarking, and does not represent that any such benchmarking ultimately will be accurate, comparable or relate specifically to the assets, or services or comparable markets to which such rates or terms relate. Where such rates or terms include hourly components, the Adviser reserves the right to rely on approximations or estimates of time spent for purposes of allocating or charging for services. Any methodology, or choice among methodologies, involves potential conflicts of interest. Whether or not the Adviser has a relationship 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 could provide such services at lesser cost.

Although uncommon, the Adviser reserves the right from time to time to cause a Fund to enter into a transaction whereby a Fund purchases securities from, or sells securities to, other Funds managed by the Adviser, or co-investors or co-investment vehicles, subject to any restrictions or procedures set forth in the relevant Fund’s LPA, including, where applicable, any requirement to obtain consent to such transaction. Certain of such transactions raise potential conflicts of interest, including where the investment of one Fund supports the value of portfolio companies owned by another Fund. These conflicts are heightened to the extent the relevant securities are illiquid or do not have a readily ascertainable value, and there generally can be no assurance that the price at which such transactions are entered into represents what would ultimately be the underlying investment’s fair value. To the extent required by the relevant Funds’ LPAs or otherwise in the sole discretion of the Adviser, the Adviser reserves the right to seek to mitigate such conflicts by seeking the opinion of an unaffiliated third party (including the use of a consultant or investment banker to opine as to the fairness of a purchase or sale price) or by obtaining the consent of the relevant Fund(s) (including, where authorized, the consent of each Fund’s advisory board) to such transactions. In certain circumstances, the Adviser reserves the right to determine that the willingness of a third party to make an investment on the same terms demonstrates the fairness of such transaction to the relevant Fund(s) under then-current market conditions. The Adviser intends that any such transactions be conducted in a manner that it believes to be fair and equitable to each Fund under the circumstances,

including a consideration of the potential present and future benefits with respect to each Fund.

Although the Adviser generally seeks to use reasonable efforts to avoid cross-guarantees and other circumstances in which one Fund ultimately bears liability for all or part of the obligations of another Fund, in certain circumstances lenders and other market parties negotiate for the right to face only select Fund entities, which may result in a single Fund being solely liable for other Funds' share of the relevant obligation and/or joint and several liability among Funds. In such case, the Adviser intends to cause the relevant other Funds to enter into a back-to-back guarantee, indemnification or similar reimbursement arrangement, although the Fund undertaking the obligation in the first instance generally will not receive compensation for being primarily liable under these arrangements.

The Adviser and/or its affiliates reserve the right to employ personnel with pre-existing ownership interests in portfolio companies owned by the Funds or other investment vehicles advised by the Adviser and/or its affiliates; conversely, current or former personnel or executives of the Adviser and/or its affiliates are expected from time to time to serve in significant management roles at portfolio companies or service providers recommended by the Adviser. Similarly, the Adviser, its affiliates and/or personnel maintain relationships with (or may invest in) financial institutions, service providers and other market participants, including, but not limited to, 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 an investor) in, engage in transactions with and/or provide services (including services at reduced rates) to, the Adviser and/or its affiliates, and/or the Funds or other investment vehicles they advise. 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 the Adviser entities) to the Adviser personnel and their estate planning vehicles. The Adviser expects to be subject to a potential conflict of interest with a Fund in recommending the retention or continuation of a third-party service provider to such Fund or a portfolio company 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 Funds, will provide the Adviser information about markets and industries in which the Adviser operates (or is contemplating operations) or will provide other services that are beneficial to the Adviser or one or more other Funds. The Adviser expects to be subject to a potential conflict of

interest in making such recommendations, in that the Adviser has an incentive to maintain goodwill between it and the existing and prospective portfolio companies for a Fund, while the products or services recommended may not necessarily be the best available to the portfolio companies held by a Fund. In most cases, the relevant Fund(s) will not consent, participate in the negotiations or be directly involved in such arrangements.

The Adviser, its affiliates, and equity holders, officers, principals and employees of the Adviser and its affiliates reserve the right to buy or sell securities or other instruments that the Adviser has recommended to a Fund. In addition, officers, principals and employees reserve the right to buy securities in transactions deemed unsuitable for a Fund but will not in such circumstances be required to share in or reimburse the relevant Fund for due diligence or other expenses (including broken deal expenses) incurred by the Fund in connection with the Fund's consideration of the relevant investment opportunity. Such transactions are subject to any restrictions in the relevant Fund's LPA and any policies and procedures set forth in the Adviser's Code of Ethics. The investment policies, fee arrangements and other circumstances of these investments generally vary from those of any Fund. Employees and related persons of the Adviser have, and are expected to continue to have, capital investments in or alongside certain Funds, or in prospective portfolio companies directly or indirectly, and therefore expect to have additional potential conflicting interests in connection with these investments.

Except to the extent prohibited by the Governing Documents, the Adviser and its personnel are permitted to market, organize, sponsor or act in other capacities (including as director, founder or manager) for other pooled investment vehicles, accounts or SPACs the investment or business strategy of which does not overlap with the Fund(s) and to receive compensation (including in the form of management fees, performance-based compensation, founders' equity or similar interests) relating thereto. Subject to any limitations imposed by the Governing Documents and anti-"assignment" provisions of the Advisers Act, the Adviser and its personnel are also permitted to offer, restructure and monetize interests in the Adviser.

### **Group Discounts**

Portfolio companies owned by the Funds may be given the option to participate in purchasing, vendor or similar arrangements with the Adviser, its affiliates and/or other portfolio companies. Program participants would expect to receive discounts negotiated with various vendors and service providers on a groupwide basis. Any fees and/or third-party administration costs of such a program would be allocated among the relevant portfolio companies. In certain cases, such

	<p>arrangements will involve the sharing of risk, such as under group insurance arrangements where deductibles are shared or calculated with regard to the group rather than individual insured parties. The Adviser believes the potential for conflicts relating to any such arrangements would be mitigated by the anticipated cost savings to portfolio companies (which would be expected to be to the benefit of the applicable Fund(s)) that would result if the rates for goods and services were discounted due to scale or relative to those widely available in the market although each portfolio company or applicable Fund may not benefit to the same degree or proportionally.</p> <p><b>Tax Consequences</b></p> <p>No Fund will request any ruling from the Internal Revenue Service (the “IRS” or “Service”) as to any federal income tax consequences relating to the structure or operation of such Fund. As such, there can be no assurance that any tax position taken by a Fund will not be challenged by the Service. Certain federal income tax consequences of an investment in a Fund are described in the applicable Offering Memorandum.</p>
<b>Item 8.C</b>	Not applicable to the Adviser.

## ITEM 9 – DISCIPLINARY INFORMATION

<b>Item 9.A</b>	Not applicable to the Adviser.
<b>Item 9.B</b>	Not applicable to the Adviser.
<b>Item 9.C</b>	Not applicable to the Adviser.

## ITEM 10 – OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

<b>Item 10.A</b>	Not applicable to the Adviser.
<b>Item 10.B</b>	Not applicable to the Adviser.
<b>Item 10.C</b>	<p>SK Capital is affiliated with other investment advisers, including General Partners and equivalent entities formed from time to time and subject to the Advisers Act pursuant to SK Capital's registration in accordance with SEC guidance. These advisers also include the Adviser's relying advisers that are registered under the Advisers Act pursuant to SK Capital's registration. These affiliated investment advisers operate as a single advisory business together with SK Capital and serve as managers or general partners of Funds and other pooled vehicles and generally share common owners, officers, partners, employees, consultants or persons occupying similar positions.</p> <p>Assets based on fair value methodology are valued based on management's judgment and estimation in accordance with the valuation policies and procedures of the Adviser's valuation methods, inputs and the pricing of events (such as an impairment, a sale, a recapitalization), that produce a realized or unrealized gain or loss that may be recognized are inherently subjective. See discussion of Valuation under Item 13.A for more details.</p> <p>The Adviser has adopted policies and procedures designed to address and mitigate potential conflicts of interest as it relates to the Adviser's regulatory requirements and contractual restrictions. These procedures will be revised as needed. See discussion of Code of Ethics under Item 11.A for more details</p>
<b>Item 10.D</b>	Not applicable to the Adviser.

**ITEM 11 – CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT  
TRANSACTIONS AND PERSONAL TRADING**

<b>Item 11.A</b>	<p>As of February 1, 2012, the Adviser adopted a Code of Ethics designed to comply with the requirements of Rule 204A-1 of the Investment Advisers Act. The Code of Ethics applies to the Adviser’s access persons and sets forth a standard of business conduct that takes into account the Adviser’s status as a fiduciary and requires access persons to place the interests of the Adviser’s clients above their own interests. The Code of Ethics requires access persons to comply with applicable federal securities laws. Further, access persons are required to promptly bring violations of the Code to the attention of the Adviser’s Chief Compliance Officer. All access persons are provided with a copy of the Code and are required to acknowledge receipt of the Code on at least an annual basis.</p> <p>Among other requirements, the Code of Ethics sets forth certain reporting and pre-clearance requirements with respect to personal trading by access persons. The Adviser’s access persons must provide the Chief Compliance Officer with a list of their personal accounts and an initial holdings report within 10 days of becoming an access person. Such access persons must provide annual holdings reports and quarterly transaction reports in accordance with Rule 204A-1.</p> <p>The Code of Ethics also addresses activities which may lead to or give the appearance of conflicts of interest or prohibited or unethical business conduct. This includes provisions relating to the protection of non-public information and a prohibition on insider trading. It also includes limitations on outside affiliations, de minimis limits on reporting gifts and business entertainment items, the reporting of political contributions, and the cited limitations and supervision of personal securities transactions and holdings in reportable securities.</p> <p>A copy of the Adviser’s Code of Ethics will be provided to any investor, client or prospective investor or client upon request.</p>
<b>Item 11.B</b>	<p>The Adviser and/or certain related persons of the Adviser may, on rare occasions, directly or through one or more entities, sell securities in which they have a direct or indirect ownership interest to certain Funds in connection with certain “warehousing transactions,” provided that the sale is consistent with the Adviser’s fiduciary obligations to the Funds. Such transactions will be fully disclosed and the written consent of the appropriate Fund (which, if permitted by the relevant Governing Documents, may be provided by the Fund’s advisory committee) will be obtained prior to the consummation of any such transactions in accordance with Section 206(3) of the Advisers Act to the extent that such transactions constitute “principal transactions” under Section 206(3).</p>

	<p>As noted in Item 4.A above, the Managing Partners of the Adviser also own a majority of the capital and profits interests in the General Partners. Consistent with industry practice and the expectations of the limited partners in the Funds, each General Partner is required to commit capital to the Funds for which it serves as general partner in an amount specified in the applicable LPA. See also Item 6, above.</p> <p>Moreover, the Adviser's related persons are subject to its policies and procedures regarding confidential or proprietary information, the information barriers and personal trading. In addition, the Adviser has additional policies and procedures relating to certain personal securities transactions by its personnel.</p>
<b>Item 11.C</b>	<p>The Adviser and its affiliates will give advice and recommend the purchase or sale of securities and other financial instruments, or buy or sell such securities, and instruments for their own account. Potential conflicts of interest will arise in connection with the personal trading activities of the Adviser's employees. In particular, certain of the Adviser's Managing Partners, principals and employees (collectively, its "Personnel") currently do, and expect in the future to, carry on investment activities for their own account, for personal or employee investment vehicles and, potentially, for family members, friends or others who do not invest in a Fund, as well as give advice and recommend securities to vehicles that differs from advice given to, or securities recommended or bought for, a Fund, even though their respective investment objectives are the same or similar. Certain Personnel have also established family offices to provide investment advisory, accounting, administrative and other services to their respective family accounts in connection with their personal investment activities unrelated to their investments in one or more Funds. Each of the family offices employs its own professional staff at its own expense, and each of them conducts its day-to-day operations independently of the Adviser and the Funds.</p> <p>The involvement of Personnel in these activities could give rise to potential conflicts between the personal financial interests of such Personnel and the interests of the Adviser's clients (for example, the Governing Documents and investment programs of certain Funds generally restrict, limit or prohibit, in whole or subject to certain procedural requirements, investments of certain other vehicles in issuers held by such Funds or give priority with respect to investments to such Funds). The Adviser has adopted certain procedures designed to mitigate some of these potential conflicts (for example, by requiring Personnel and their family members, friends and personal investment staff to refrain from making direct investments in portfolio companies that are controlled by one or more Funds or that are the subject of announced transactions involving Funds).</p> <p>In order to prevent such conflicts, the Adviser's Code of Ethics is designed to ensure that the personal securities transactions of the Adviser and its</p>



	<p>affiliates, officers and employees, and members of their families, do not conflict with transactions effected on behalf of any Fund. Employees of the Adviser must (i) place the interests of the Adviser's clients first, (ii) avoid taking inappropriate advantage of their positions within the Adviser, and (iii) conduct their personal securities transactions in full compliance with the Code of Ethics.</p> <p>As required by Rule 204A-1 of the Advisers Act, the Adviser requires its employees (i.e. access persons) to report their securities transactions on at least a quarterly basis and disclose their securities holdings upon employment and on an annual basis thereafter. The Adviser also restricts the personal trading of its employees. In particular, when applicable, the Adviser maintains a Restricted List containing the names of securities which employees are generally prohibited from trading. The Adviser also maintains policies and procedures to prevent insider trading that are designed to prevent the misuse of material, non-public information. The Adviser's personnel are required to certify on an annual basis their compliance with such policies and procedures as well as the Code of Ethics.</p>
<b>Item 11.D</b>	Please refer to the responses in Items 11.A, 11.B, and 11.C.

## ITEM 12 – BROKERAGE PRACTICES

<b>Item 12.A.1</b>	<p>The Adviser’s advisory business generally involves privately negotiated transactions in which best execution obligations do not arise in the same context as transactions in publicly-traded securities. However, if in the future the Adviser purchases or sells publicly-traded securities, it will, in those circumstances, seek to achieve the “best price and execution.” The SEC generally describes this process as a duty to execute securities transactions so that a client’s total costs or proceeds in each transaction are the most favorable under the circumstances. While this duty generally begins with a requirement that the Adviser obtain the best price available for the securities in each transaction, the Adviser may take into account a number of factors, including a broker’s trading expertise, reliability, responsiveness, reputation, execution, clearance, settlement and error correction capabilities, availability of securities to borrow or short sales, and the value of research it provides.</p> <p>When executing a transaction in any investment with or for a Fund, the Adviser will take all reasonable steps to ensure that the counterparty is reliable and will monitor the quality of execution; and that the terms and circumstances of the transaction are the best available on the relevant market at the time of execution for transactions of the same size and nature.</p> <p>To the extent applicable, the Adviser’s efforts in this area also include periodic reviews by investment professionals and the Chief Compliance Officer of the performance of broker-dealers. A copy of the written record of such reviews will be maintained by Chief Compliance Officer.</p> <p>The Adviser, as a matter of policy, does not effect soft dollar transactions and does not enter into soft dollar arrangements in respect of transactions for the Funds.</p>
<b>Item 12.A.2</b>	Not applicable to the Adviser.
<b>Item 12.A.3</b>	Not applicable to the Adviser.
<b>Item 12.B</b>	<p>As noted above, the Adviser does not anticipate engaging in significant public securities transactions. However, to the extent that the Adviser engages in any such transactions, from time to time, the Adviser may, but is not obligated to, purchase or sell securities for several client accounts at approximately the same time. Such orders may be combined or “batched” to facilitate obtaining best execution and/or to reduce brokerage commissions or other costs. Batched transactions are executed in a manner intended to ensure that no participating Fund of the Adviser is favored over any other Fund. When an aggregated order is filled in its entirety, each participating Fund generally will receive the average price obtained on all such purchases or sales made during such trading day. To the extent such</p>

	<p>orders are not batched, they may have the effect of increasing brokerage commissions or other costs.</p> <p>When an aggregate order is partially filled, the securities purchased or sold will normally be allocated on a pro rata basis to each Fund participating in such buy or sell order in accordance with the amount of securities originally requested for such Funds.</p> <p>Each Fund generally will receive the average price obtained on all such purchases or sales made during such trading day. Exceptions to pro rata allocations are permissible provided the Adviser believes they are fair and equitable to its clients under the circumstances over time.</p>
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## ITEM 13 – REVIEW OF ACCOUNTS

<b>Item 13.A</b>	<p><u>Investment Reviews</u></p> <p>The Adviser tailors its advisory services to the individual needs of its Funds and not to the individual needs of a Fund’s limited partners. The Adviser does not advise the limited partners and assumes no obligations with respect to any limited partner.</p> <p>Portfolio reviews for each Fund are conducted at least quarterly by various investment professionals who are members of the investment committee and reported to the entire investment committee and the Chief Compliance Officer. As part of these reviews, the investment professionals monitor operations, overall performance, financial performance, and strategic direction of each portfolio company owned by each Fund.</p> <p><u>Valuation</u></p> <p>As a fiduciary, the Adviser has an obligation to ensure that each Fund’s assets are valued appropriately in order to provide the most accurate reporting possible.</p> <p>The Adviser’s valuation procedures are based on industry accounting and other industry standards. The Adviser values its investments at their fair value, in accordance with the Financial Accounting Standard Committee’s Accounting Standards Codification (“ASC”) Topic 820-10, “Fair Value Measurements.”</p>
<b>Item 13.B</b>	Please refer to Item 13.A.
<b>Item 13.C</b>	<p>As part of the advisory services it provides to the Funds, the Adviser assists the General Partner of each Fund in providing certain reports to such Fund’s limited partners in accordance with such Fund’s obligations under the applicable LPA. Generally, Fund limited partners will receive quarterly unaudited reports of Fund performance and annual audited financial statements.</p> <p>Each LPA requires the applicable General Partner to use its commercially reasonable efforts to send all limited partners within 90 days after the end of each fiscal year of the applicable Fund (subject to reasonable delays in the event of late receipt of any necessary information) an audit report including a balance sheet and statements of income and changes in partners’ equity and changes in cash flows, prepared in accordance with U.S. generally accepted accounting principles, plus a schedule and summary description of the investments owned by such Fund at year end and a statement for each limited partner of its capital account and tax information necessary for completion of its tax returns.</p>

**ITEM 14 – CLIENT REFERRALS AND OTHER COMPENSATION**

<b>Item 14.A</b>	Not applicable to the Adviser.
<b>Item 14.B</b>	Not applicable to the Adviser.

## **ITEM 15 – CUSTODY**

The Adviser generally expects that it will be deemed to have “custody” (within the meaning of Advisers Act Rule 206(4)-2) of assets held in the name of one or more Funds, and intends to maintain such assets with a qualified custodian.

## **ITEM 16 – INVESTMENT DISCRETION**

As explained in Item 8.A, above, the Adviser advises each General Partner regarding all investment decisions to be made by the applicable Fund(s), but each General Partner retains full discretionary authority to manage and make investments for such Fund(s). There are no accounts which are sub- advised by either affiliated or non-affiliated portfolio managers.

## ITEM 17 – VOTING CLIENT SECURITIES

<b>Item 17.A</b>	<p>The Adviser has adopted the SK Capital Proxy Voting Policies and Procedures (the “Proxy Policy”) to address how it will vote proxies, as applicable, for the Funds’ portfolio investments. The Proxy Policy seeks to ensure that the Adviser votes proxies (or similar instruments) in the best interest of a Fund, including where there may be material conflicts of interest in voting proxies. The Adviser generally believes its interests are aligned with those of each Fund’s investors, for example, through the Managing Partners’ beneficial ownership interests in such Fund and therefore will not seek investor approval or direction when voting proxies. In the event that there is or may be a conflict of interest in voting proxies, the Proxy Policy provides that the Adviser may address the conflict using several alternatives, including by seeking the approval or concurrence of a Fund’s advisory board on the proposed proxy vote or through other alternatives set forth in the Proxy Policy. Additionally, a Fund’s advisory board is authorized to approve the Adviser’s vote in a particular solicitation. The Adviser does not consider service on portfolio company boards by the Adviser’s personnel or the Adviser’s receipt of management or other fees from portfolio companies to create a material conflict of interest in voting proxies with respect to such companies. In addition, the Proxy Policy sets forth certain specific proxy voting guidelines followed by the Adviser when voting proxies on behalf of a Fund. If you would like a copy of the Adviser’s complete Proxy Policy or information regarding how the Adviser voted proxies for particular portfolio companies, please contact Jennifer Cattier, the Adviser’s Chief Compliance Officer, at (212) 826-2700, and it will be provided to you at no charge.</p>
<b>Item 17.B</b>	Not applicable to the Adviser.



## ITEM 18 – FINANCIAL INFORMATION

<b>Item 18.A</b>	Not applicable to the Adviser.
<b>Item 18.B</b>	The Adviser is not currently aware of any financial condition that is reasonably likely to impair its ability to meet contractual commitments to its clients.
<b>Item 18.C</b>	Not applicable to the Adviser.