

**ITEM 1
COVER PAGE**

PART 2A OF FORM ADV: FIRM BROCHURE

PERSHING SQUARE CAPITAL MANAGEMENT, L.P.

March 2024

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This brochure provides information about the qualifications and business practices of Pershing Square Capital Management, L.P. (the “Adviser”). If you have any questions about the contents of this brochure, please contact us at 212-813-3700 or pscmcompliance@persq.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (the “SEC”) or by any state securities authority.

The Adviser is registered as an investment adviser with the SEC. Registration with the SEC or with any state securities authority does not imply any level of skill or training.

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

ITEM 2

MATERIAL CHANGES

The Adviser is required to identify and discuss any material changes made to its brochure since the last annual update. There are no material changes to report. However, clients and prospective clients should review this brochure carefully. If the Adviser makes any material changes to its brochure, this section will be revised to include a summary of these changes.

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ITEM 4

ADVISORY BUSINESS

A. General Description of Advisory Firm.

The Adviser, Pershing Square Capital Management, L.P., a Delaware limited partnership, commenced operations in 2004 and has its office in New York, New York. William A. Ackman (the “Principal Owner”), as a limited partner of the Adviser and as the managing member of the general partner of the Adviser, PS Management GP, LLC, a Delaware limited liability company, is the principal owner of the Adviser and controls the Adviser. The general partner of the Adviser has ultimate responsibility for the management, the operations and the investment decisions made by the Adviser.

B. Description of Advisory Services.

1. **Advisory Services**

The Adviser serves as the management company for a number of investment funds, including, without limitation, Pershing Square, L.P. (“PS LP”), an investment partnership organized under the laws of Delaware. The Adviser is also the investment adviser to Pershing Square International, Ltd. (“PS Ltd” and together with PS LP, the “Private Funds”), an investment fund organized under the laws of the Cayman Islands and Pershing Square Holdings, Ltd., an investment fund organized under the laws of Guernsey (“PSH” and together with the Private Funds, each, a “Core Fund” and collectively, the “Core Funds”). The Core Funds generally implement substantially similar investment objectives, policies and strategies.

Pershing Square GP, LLC, a Delaware limited liability company affiliated with the Adviser and controlled by Mr. Ackman, serves as the general partner (the “GP”) of PS LP. The interests in PS LP are offered on a private placement basis, in compliance with the exemption provided by Section 3(c)(7) of the Investment Company Act of 1940, as amended (the “Company Act”), to persons who are “accredited investors” as defined under the Securities Act of 1933, as amended (the “Securities Act”), and “qualified purchasers” (or “knowledgeable employees”) as defined under the Company Act, and subject to other conditions that are set forth in PS LP’s offering documents. Shares in PS Ltd are offered on a private placement basis to investors that are not “U.S. Persons,” as defined under Regulation S of the Securities Act, and U.S. investors that are “accredited investors” and “qualified purchasers,” and subject to other conditions that are set forth in the offering documents for PS Ltd. Shares of PSH are traded on Euronext Amsterdam and the Main Market of the London Stock Exchange.

The Adviser also serves as investment adviser to PS VII, L.P., a Delaware limited partnership (“PSVII LP”), PS VII International, L.P., a Cayman Islands exempted limited partnership (“PSVII Intl”), PS VII Master, L.P., a Cayman Islands exempted limited partnership (“PSVII Master”), PS VII A International, L.P., a Cayman Islands exempted limited Partnership (“PSVII Intl-A”), and PS VII Employee Fund, LLC, a Delaware limited liability company (“PSVII Employee Fund” and together with PSVII LP, PSVII Intl, PSVII Master, and PSVII Intl-A, the “PSVII Funds” and collectively with the Core Funds, the “Funds”). PS VII GP, LLC (the

“PSVII GP” and together with the GP, the “General Partners”), a Delaware limited liability company affiliated with the Adviser and controlled by Mr. Ackman, serves as the general partner of PSVII LP, PSVII Intl, PSVII Master, and PSVII Intl-A. The PSVII Funds operate collectively as a co-investment vehicle that primarily invests in securities of (or otherwise seeks to be exposed to the value of securities issued by) Universal Music Group, N.V. (“UMG”). PSH has invested a portion of its capital in PSVII Master. The PSVII Funds are closed to new investors.

The Adviser may, from time to time, serve as the investment adviser or management company for additional funds or products which may invest alongside the Core Funds (the “Other Accounts”), such as the PSVII Funds.

As used herein, the term “client” generally refers to each of the Funds.

This brochure generally includes information about the Adviser and its relationships with its clients and affiliates. While much of this brochure applies to all of those clients and affiliates, there is information included herein that only applies to specific clients or affiliates.

2. Investment Strategies and Types of Investments

The descriptions set forth in this brochure of specific advisory services that the Adviser offers to clients, and investment strategies pursued and investments made by the Adviser on behalf of its clients, should not be understood to limit in any way the Adviser’s investment activities. The Adviser may offer any advisory services, engage in any investment strategy and make any investment, including any not described in this brochure, that the Adviser considers appropriate, subject to each client’s investment objectives and guidelines. The investment strategies the Adviser pursues are speculative and entail substantial risks. Clients should be prepared to bear a substantial loss of capital. There can be no assurance that the investment objectives of any client will be achieved.

In seeking to achieve the Funds’ objectives, the Adviser may use any investment strategy, long or short, in the global marketplace that it believes will enhance overall performance and, except as described in the Funds’ offering documents, there are no restrictions on the securities or other financial instruments that may be used by the Funds. The Core Funds are authorized and are expected to invest in long and short positions in equity or debt securities of U.S. and non-U.S. issuers (including securities convertible into equity or debt securities); distressed securities, rights, options and warrants; bonds, notes and equity and debt indices; swaps (including equity, foreign exchange, total return, interest rate, index, commodity and credit-default swaps), swaptions, and other derivatives; instruments such as futures contracts, foreign currency, forward contracts on stock indices and structured equity or fixed-income products (including without limitation, asset-backed securities, mortgage-backed securities, mezzanine loans, commercial loans, mortgages and bank debt); exchange-traded funds; and any other financial instruments that the Adviser believes will achieve the Core Funds’ investment objectives. The Core Funds’ investments may include both publicly traded and privately placed securities of public issuers, as well as publicly traded securities of private issuers. The Core Funds also may invest in securities sold pursuant to initial public offerings. Investments in options on financial indices may be used to establish or increase long or short positions or to

hedge the Core Funds' investments. The Core Funds may also seek to opportunistically invest in hedges to protect against specific macroeconomic risks and/or capitalize on market volatility.

The Core Funds have no overarching strategy or asset allocation model that specifies what percentage of their portfolios should be invested in each investment category. Rather, cash, cash equivalents, and/or securities issued by the U.S. Department of the Treasury ("U.S. Treasuries") are generally the default investment choices for the Core Funds until the Adviser identifies new investment opportunities. The Core Funds' allocation among different investment categories is a function of their potential risk and reward compared with available opportunities in the marketplace. Accordingly, the Core Funds may hold significant cash balances on an ongoing basis.

The Core Funds will not make an initial investment in the equity of companies whose securities are not publicly traded (*i.e.*, private equity), but, as described above, may invest in privately placed securities of public issuers and publicly traded securities of private issuers. Notwithstanding the foregoing, it is possible that, in limited circumstances, public companies in which the Core Funds have invested may later be taken private and the Core Funds may make additional investments in the equity or debt of such companies. The Core Funds may make investments in the debt securities of a private company, *provided* that there is an observable market price for such debt securities.

As part of the Core Funds' investment program, the Adviser intends to concentrate the Core Funds' assets in a relatively limited number of investments because the Adviser believes that (1) there are a limited number of attractive investments available in the marketplace at any one time, and (2) investing in a relatively modest number of attractive investments about which it has detailed knowledge provides a better opportunity to deliver superior risk-adjusted returns when compared with a large diversified portfolio of investments it can know less well. As a result, the Adviser intends to invest the substantial majority of the Core Funds' capital in typically 8 to 12 core investments.

The Adviser generally does not believe in the use of a material amount of margin leverage because of the potential risk of forced sales at inferior prices in the event of short-term declines in security prices in a margined portfolio. PSH has issued and outstanding \$400 million of 4.95% Senior Notes due 2039 (the "2039 Notes"), \$200 million of 3% Senior Notes due 2032 (the "2032 Notes"), \$500 million of 3.25% Senior Notes due 2030 (the "2030 Notes"), \$700 million of 3.250% Senior Notes due 2031 (the "2031 Notes") and €500 million of 1.375% Senior Notes due 2027 (the "2027 Notes" and, together with the 2039 Notes, the 2032 Notes, the 2030 Notes, and the 2031 Notes, the "Notes"). PSH may in the future continue to access the bond market and/or obtain other forms of financing, including, without limitation, margin loans. The Funds may also use derivatives, including equity options, in order to obtain security-specific, non-recourse leverage in an effort to reduce the capital commitment to a specific investment, while potentially enhancing the returns on the capital invested in that investment, or for other reasons. The Funds may also use derivatives, such as equity and credit derivatives and put options, to achieve a synthetic short position in a company without exposing the Funds to some of the typical risks of short selling which include the possibility of unlimited losses and the risks associated with maintaining a stock borrow. The Funds generally do not use total return swaps

to obtain leverage, but rather to manage regulatory, tax, legal or other issues. However, depending on the investment strategies employed by the Funds and specific market opportunities, the Funds may use other derivatives for leverage.

The Adviser formed Pershing Square SPARC Holdings, Ltd. (“SPARC”), a Delaware corporation, for the purpose of effecting a merger, capital stock exchange, asset acquisition, stock purchase, reorganization or similar business combination with one or more businesses. SPARC’s initial Form S-1 Registration Statement was filed with the SEC on November 26, 2021 and became effective on September 29, 2023 (the “SPARC Prospectus”). Pershing Square SPARC Sponsor, LLC (“SPARC Sponsor”), a Delaware limited liability company, is the sponsor entity of SPARC. The Core Funds wholly own SPARC Sponsor as non-managing members and are the only source of funding for SPARC Sponsor. The business and affairs of SPARC Sponsor are managed exclusively by the Adviser, its non-member manager. SPARC distributed, at no cost, subscription warrants (“SPARS”) to purchase SPARC Public Shares (defined below) at a future date to former Pershing Square Tontine Holdings, Ltd. (“PSTH”) security holders who owned either Class A Common Stock (ticker: PSTH) or PSTH warrants (ticker: PSTH.WS) as of the close of business on July 25, 2022 (the last date on which such instruments could have been redeemed or cancelled): one SPAR for every four shares of PSTH common stock and one SPAR for every two PSTH warrants. After SPARC has entered into a definitive agreement for its business combination and distributed to SPAR holders a prospectus, included in an effective registration statement that describes the proposed business combination, SPAR holders may elect to exercise their SPARS. SPARC intends that, at the time during which a holder may elect to exercise, the SPARS will be quoted on the OTCQX marketplace of the OTC Markets Group or other quotation service. The shares issuable upon the exercise of the SPARS (the “SPARC Public Shares”) will be issued concurrently with the closing of SPARC’s business combination. The SPARC Prospectus is available on the SEC’s website.

C. Availability of Customized Services for Individual Clients.

The Adviser intends for the Core Funds and Other Accounts sharing a similar investment strategy (if any) to generally hold, to the extent practicable, similar securities and other financial instruments on a proportionate basis relative to each Core Fund’s or Other Account’s respective Adjusted Net Asset Values (as defined in Item 11.B.1. (*Cross Trades*) below), although, due to liquidity needs and tax, regulatory and other considerations, the Core Funds’ and any such Other Accounts’ investments may differ significantly. Adjusted Net Asset Value may also vary over time as a result of capital appreciation, negative returns, subscriptions or redemptions (where applicable), among other factors.

D. Regulatory Assets Under Management.

The Adviser managed approximately \$18,634,307,414 as of March 1, 2024 on a discretionary basis. As of March 1, 2024, the Adviser does not manage any assets on a non-discretionary basis.

ITEM 5

FEES AND COMPENSATION

A. Advisory Fees and Compensation.

The fees applicable to each Fund are set forth in detail in their respective offering documents. A brief summary of these fees is provided below. The Adviser does not receive any fees from SPARC or SPARC Sponsor.

1. PS LP

Management Fee

The Adviser generally is paid quarterly a management fee equal to 0.375% (1.5% on an annual basis) of the net asset value (before any accrued performance fee) of the capital accounts relating to each limited partner, payable in advance at the beginning of each quarter and prorated for any partial quarter. The Adviser may waive the management fee with respect to the capital accounts of members, partners, officers, managers, employees or affiliates of the GP or the Adviser or other limited partners in the Adviser's sole discretion.

Performance Allocation

On January 1, 2017, PS LP offered a new tranche of limited partnership interests (the "Tranche G Interests") which have equal rights and privileges as the limited partnership interests existing as of that date (the "Existing Interests"), except as otherwise described in PS LP's offering memorandum, as the same may be supplemented from time to time. Capital accounts established in connection with the purchase of Tranche G Interests are referred to herein as "Tranche G capital accounts". For the avoidance of doubt, except as otherwise described herein, all references to "interests" and "capital accounts" of PS LP will include the Tranche G interests and the Tranche G capital accounts, as the context requires. As of November 2022, Tranche G Interests are no longer being offered.

Existing Interests

The GP is generally entitled to be allocated from each capital account that relates to an Existing Interest an annual performance allocation equal to 20% of the increase in the net asset value (after reduction for the management fee and the balance of such capital account's loss recovery account), if any, of such capital account (adjusted for redemptions).

Tranche G Interests

At the end of each "Tranche G performance calculation period" (as defined below) the GP is generally entitled to be allocated from each Tranche G capital account an annual performance allocation equal to 30% of the amount by which the "Tranche G return amount" (as defined below) of such Tranche G capital account exceeds the "Tranche G hurdle amount" (as defined below) of such Tranche G capital account.

The “Tranche G return amount” is the increase in the net asset value, if any, of such Tranche G capital account during a Tranche G performance calculation period (after reduction for the management fee and the balance of such Tranche G capital account’s loss recovery account). The Tranche G return amount will be adjusted for any Tranche G Interests redeemed during such Tranche G performance calculation period.

The “Tranche G hurdle amount” is an amount that is equal to a 5% annualized return on the net asset value of such Tranche G capital account at the beginning of such Tranche G performance calculation period. The Tranche G hurdle amount will be calculated separately for each Tranche G performance calculation period on a linear basis taking into account twelve (12) equal calendar months and will be neither cumulative nor compounded from one Tranche G performance calculation period to a subsequent Tranche G performance calculation period. The Tranche G hurdle amount will be prorated with respect to (i) any Tranche G Interest established on dates other than the first day of a calendar year and (ii) any Tranche G Interest redeemed on dates other than the last day of a calendar year, in each case, based on the actual number of months in the applicable calendar year that such Tranche G capital account exists.

The initial “Tranche G performance calculation period” with respect to any Tranche G capital account is the period beginning on the date such Tranche G capital account is established. Subsequent Tranche G performance calculation periods with respect to any such Tranche G capital account will begin on the first day of each subsequent calendar year following the initial Tranche G performance calculation period. Each Tranche G performance calculation period will end on the earlier of (i) December 31 of each year and (ii) a redemption date during such year but only with respect to Tranche G Interests redeemed as of such redemption date.

General

The performance allocation is calculated based on both realized gains and losses and unrealized appreciation and depreciation of securities held in PS LP’s portfolio. Generally, any decrease in the net asset value in a fiscal year allocated to any limited partner’s capital account is carried forward in a “loss recovery account” so that no performance allocation is charged to that capital account unless the losses have been recouped, subject to various adjustments.

The GP may waive the performance allocation with respect to the capital accounts of members, partners, officers, managers, employees or affiliates of the GP or the Adviser or other limited partners in the GP’s sole discretion.

2. PS Ltd

Management Fee

The Adviser generally is paid quarterly a management fee equal to 0.375% (1.5% on an annual basis) of the net asset value (before any accrued performance fee) of each series of fee-paying shares of PS Ltd, payable in advance at the beginning of each quarter and prorated for any partial quarter.

Performance Fee

On January 1, 2017, PS Ltd issued a new class of shares (the “Class G Shares”) which have equal rights and privileges as the Class C Shares, Class D Shares and Class E Shares, except as otherwise described in PS Ltd’s offering memorandum, as the same may be supplemented from time to time. As of November 2022, Class G Shares are no longer being offered.

Class C Shares, Class D Shares and Class E Shares

The Adviser generally receives a performance fee from PS Ltd with respect to Class C Shares, Class D Shares and Class E Shares equal to 20% of the increase, if any, in the net asset value of each series of each class of shares, during each fiscal year, above the net asset value thereof for the fiscal year with respect to which a performance fee was most recently payable (the “Prior High NAV”).

Class G Shares

The Adviser generally receives a performance fee from PS Ltd with respect to the Class G Shares equal to 30% of the amount by which the “Class G return amount” (as defined below) of such Class G Shares exceeds the “Class G hurdle amount” (as defined below) of such Class G Shares, calculated on a series-by-series basis.

The “Class G return amount” is the increase (after reduction for the management fee), if any, in the net asset value of each series of Class G Shares during a “Class G performance calculation period” (as defined below), above the net asset value thereof for the Class G performance calculation period with respect to which a performance fee was most recently payable. If no performance fee has been payable with respect to any such series of Class G Shares, the Class G return amount will be the increase (after reduction for the management fee), if any, in the net asset value of such series since the issuance thereof.

The “Class G hurdle amount” is an amount that is equal to a 5% annualized return on the net asset value of each series of such Class G Shares at the beginning of such Class G performance calculation period. The Class G hurdle amount will be calculated separately for each Class G performance calculation period on a linear basis taking into account twelve (12) equal calendar months and will be neither cumulative nor compounded from one Class G performance calculation period to a subsequent Class G performance calculation period. The Class G hurdle amount will be prorated with respect to (i) any series of Class G Shares issued on dates other than the first day of a calendar year and (ii) any series of Class G Shares redeemed on dates other than the last day of a calendar year, in each case, based on the actual number of months in the applicable calendar year that such series of Class G Shares exists.

The initial “Class G performance calculation period” with respect to any series of Class G Shares is the period beginning on the date such series of Class G Shares is issued. Subsequent Class G performance calculation periods with respect to any such series of Class G Shares will begin on the first day of each subsequent calendar year following the initial Class G performance calculation period. Each Class G performance calculation period will end on the

earlier of (i) December 31 of each year and (ii) a redemption date during such year but only with respect to the Class G Shares redeemed as of such redemption date.

General

The performance fee is calculated based on both realized gains and losses and unrealized appreciation and depreciation of securities held in PS Ltd's portfolio, calculated on a series-by-series basis. A separate series of shares is issued for each subscription for shares.

PS Ltd's Board of Directors may issue shares subject to a lower or no management fee or performance fee for members, partners, officers, managers, employees or affiliates of the Adviser or other investors in the Board of Directors' sole discretion.

3. PSH

Management Fee

The Adviser generally is paid a quarterly management fee equal to 0.375% (1.5% on an annual basis) of the net asset value (before any accrued performance fee) of the public shares and Special Voting Share (together, the "fee-paying shares") of PSH, payable in advance at the beginning of each quarter.

Performance Fee

The Adviser receives a "variable performance fee" from PSH in an amount equal to (i) 16% of the gains attributable to each fee-paying share of PSH (the "16% performance fee"), *minus* (ii) the "additional reduction" (as defined below). The variable performance fee is payable upon the occurrence of crystallization events, which include, but are not limited to, December 31 of each year and PSH's payment of a dividend. Any 16% performance fees paid in connection with dividends are pro-rated to reflect the ratio of the dividend to PSH's net asset value at the time the dividend is paid. Accordingly, no variable performance fee can be higher than the 16% performance fee but it may, as a result of the additional reduction, be lower (although it can never be a negative amount).

The "additional reduction" is an amount equal to the lesser of the 16% performance fee and the "potential reduction amount" (as defined below).

The "potential reduction amount" is a notional amount equal to (i) 20% of the aggregate performance fees and allocation earned by the Adviser and its affiliates in respect of the same calculation period on the gains of PS LP, PS Ltd and certain other current and future funds managed by the Adviser or any of its affiliates (collectively, the "Other Funds") plus (ii) solely with respect to such Other Funds that as part of their terms (and not due to performance) do not have performance fees or incentive allocation, 20% of the dollar value of the management fees that the Adviser and its affiliates have earned on the assets of such Other Funds in respect of that period plus (iii) if the potential reduction amount for the previous calculation period was not fully utilized in reducing the variable performance fee for that period, the amount not utilized (which is in effect carried forward).

For purposes of calculating the variable performance fee, “gains” refer to the net realized and unrealized increase (if any) in the net asset value attributable to the relevant fee-paying shares (calculated before giving effect to the variable performance fee) above a high water mark applicable to such shares, that in each case have accrued at the relevant crystallization event.

A “high water mark” with respect to any fee-paying share of PSH is the highest net asset value attributable to that share at the end of any period (typically, each December 31 and any other crystallization event) for which a performance fee is paid (or would be paid without taking into account the additional reduction), provided, that in the circumstances where PSH pays a dividend, the high water mark will be reduced by the percentage of the net asset value represented by such dividend. The high water mark for the fee-paying shares at the end of any period is calculated after the net asset value per share is reduced by the management fee and the variable performance fee, in each case accruing at, or before, the relevant crystallization event.

4. PSVII Funds

Management Fee

The Adviser generally is paid quarterly from PS VII Master a management fee equal to 0.0625% (0.25% on an annual basis) of the balance (before any accrued performance fee) of the capital accounts relating to each limited partner in PSVII LP and PSVII Intl, payable in advance at the beginning of each quarter and prorated for any partial quarter. The PSVII GP may reduce, waive, or calculate differently the management fee with respect to any capital account, including with respect to the capital accounts of affiliates, current and former employees, partners, members, or directors of the Adviser or its affiliates, individuals who have provided or are expected to provide material business assistance to the Adviser or its affiliates, strategic investors, or investors in the initial public offering of PSTH or other limited partners, in the PSVII GP’s sole discretion. No management fee will be charged for limited partners in PSVII that are also existing investors in PSLP or PS Intl or certain of their affiliates. PSVII Intl-A and PSVII Employee Fund do not pay management fees.

Performance Allocation

With respect to PSVII LP and PSVII Intl, upon (i) the expiration of the applicable PS VII Funds’ lock-up period (the “Lock-Up Period”), (ii) each calendar year-end following the expiration of the Lock-Up Period, (iii) the full or partial withdrawal of a limited partner’s interest in the PSVII Funds, and (iv) a full or partial liquidation of the PSVII Funds’ portfolio resulting in withdrawals of some or all PSVII Fund partner’s capital accounts, if the sum of the net realized and unrealized appreciation allocated to a PSVII Fund limited partner’s capital account (the “Actual Return”) for a Performance Calculation Period (as defined below) exceeds a 10% compounded annualized return during the applicable Performance Calculation Period on the balance of such capital account at the beginning of the applicable Performance Calculation Period (the “Hurdle Amount”), then the PSVII GP will generally be entitled to a performance allocation equal to the lesser of (A) the Actual Return multiplied by 20% and (B) 100% of the amount by which the Actual Return exceeds the Hurdle Amount.

In the calculation of the performance allocation above, the Hurdle Amount will be prorated with respect to any period that is less than a full calendar year, based on the actual number of days in the applicable period. The initial “Performance Calculation Period” is the period beginning on the date a capital account is established and closing as of the first date a performance allocation is to be made as described above. Subsequent Performance Calculation Periods begin on the first day following the calculation of the performance allocation for the prior Performance Calculation Period and end on the following date a performance allocation is to be made.

General

For purposes of determining the performance allocation, each limited partner’s capital account is adjusted for any withdrawals, distributions and the capital account’s portion of any PSVII Fund expenses, including the management fee and the balance of the loss recovery account maintained for such capital account. The PSVII GP will not receive any performance allocation on a limited partner’s capital account until such limited partner has recovered the balance in its loss recovery account (as adjusted for any withdrawals).

The PSVII GP may in its sole discretion reduce, waive or calculate differently the performance allocation with respect to the capital accounts of affiliates, current and former employees, partners, members or directors of the Adviser or its affiliates, individuals who have provided or are expected to provide material business assistance to the Adviser or its affiliates, strategic investors or other limited partners in the PSVII GP’s sole discretion. A performance allocation is not charged on PSVII Intl-A and PSVII Employee Fund.

5. Other Accounts

The Adviser may offer Other Accounts, including co-investment opportunities alongside the Funds (such as the PSVII Funds), to third parties selected by the Adviser in its sole discretion, including, without limitation, certain existing investors of the Funds and/or the existing Other Accounts. Co-investment opportunities may be made available through limited partnerships, limited liability companies or other special-purpose entities formed to make such investments. The Adviser and its affiliates may charge higher or lower management fees and/or performance-based compensation (which may or may not be different than the fees and/or compensation charged to the Core Funds and/or existing Other Accounts) in respect of such Other Accounts. An Other Account may be subject to terms that create different incentives for the Adviser or its affiliates (for example, by virtue of the general partner having a larger performance allocation or a greater direct economic interest in an Other Account).

See Item 11 for information regarding the allocation of trades and investment opportunities between the Core Funds and Other Accounts and Item 5.C. for the allocation of expenses related to co-investment opportunities.

B. Payment of Fees.

Fees and compensation paid to the Adviser or its affiliates by the Funds are generally deducted from the assets of the Funds. As discussed above, management fees are

generally deducted on a quarterly basis and performance compensation is generally deducted on an annual basis. Performance compensation for the applicable PSVII Funds is provisionally allocated on an annual basis but not deducted until the performance allocation is made to the PSVII GP.

C. Additional Fees and Expenses.

Each Fund bears its share of fees and expenses determined to be allocable to such Fund by the Adviser, including, without limitation, accounting, auditing, entity-level taxes imposed on or with respect to a Fund without regard to the status or attributes of such Fund's investors (other than entity-level taxes or "imputed underpayments" imposed under Section 6225 of the U.S. Internal Revenue Code of 1986, as amended (or any similar state or local law)) and tax preparation fees and expenses, legal fees and expenses (including fees and expenses relating to regulatory filings made in connection with each Fund's business, indemnification expenses and fees, expenses, fines, penalties, damages or settlements relating to or arising out of regulatory or similar investigations, inquiries and "sweeps" and pending, threatened and future litigation arising out of the Funds' investments), professional fees and expenses (including fees and expenses of investment bankers, appraisers, public and government relations firms and other consultants and experts), investment-related fees and expenses whether or not such investments are consummated (including (i) fees and expenses associated with investment research and due diligence and expenses related to obtaining, processing and analyzing "big data" or "alternative data", (ii) fees and expenses (including travel and lodging expenses) associated with activist campaigns (both long and short) such as fees and expenses related to event hosting and production, public presentations, creating and maintaining informational websites and engaging in online campaigns including via social media, public relations, public affairs and government relations, forensic and other analyses and investigations, proxy contests, solicitations and tender offers, and compensation, indemnification and other fees and expenses of any nominees proposed by the General Partners or the Adviser as directors or executives of portfolio companies and/or (iii) fees and expenses (including travel and lodging expenses) relating to unaffiliated advisers, consultants and finders and/or introducers relating to investments and/or prospective investments), printing and postage expenses, brokerage fees and commissions, fees and expenses relating to short sales (including dividend and stock borrowing expenses), clearing and settlement charges, custodial fees, bank service fees, margin and other interest expense and transaction fees, filing and registration fees (e.g., "blue sky" and corporate filing fees and expenses), insurance fees and expenses, initial offering and organizational expenses and on-going offering expenses, the management fee, the performance allocation, performance fees and payments for custody of each Fund's assets and for the performance of administrative services, and other Fund fees and expenses as approved by the Board of Directors of PS Ltd or PSH or the General Partners, as applicable.

Examples of fees and expenses not explicitly listed above that the Adviser is entitled to incur on behalf of a Fund are: (i) fees and expenses (including fees and expenses of accountants and other advisers) of preparing, creating, printing, copying and distributing financial statements, tax returns, financial information and reports to a Fund's investors, and schedules K-1, if applicable, (ii) with respect to a Fund's indemnification obligations (including any advancements relating to indemnification), any fees, expenses and other costs related to any

settlement, litigation, proceeding, arbitration and investigation (collectively, “litigation”) and/or threatened litigation arising out of or in connection with current and past investments (including litigation alleging violations of laws, regulations, breach of contract or tort), subject to any limitations set forth in a Fund’s organizational documents, (iii) fees and expenses relating to representation by the tax matters partner or the partnership representative, as applicable, of PS LP or a PSVII Fund and their respective partners, and fees and expenses incurred in connection with compliance with FATCA and the Common Reporting Standard (or any similar reporting and/or withholding regimes in any jurisdiction), (iv) fees and expenses relating to regulatory and self-regulatory organization filings and compliance pertaining to a Fund’s business and activities, investments or prospective investments including Form PF, Hart-Scott-Rodino, exchange filings and other similar filings, including fees and expenses incurred as a result of failing to make such filings, subject to any limitations set forth in a Fund’s organizational documents, (v) with respect to investment related fees and expenses, fees and expenses relating to newswire, quotation equipment and services, market data services, third-party providers of research, publications, periodicals, subscriptions and database services, data processing and computer software expenses, due diligence, providers of specialized data and/or analysis related to companies, sectors or asset classes in which a Fund had made or intends to make an investment, and fees and expenses incurred in the formation, maintenance and liquidation of any special purpose vehicles formed to effect or facilitate the acquisition of any investment, (vi) production, preparation and dissemination of any letters or other communications with respect to plans and proposals regarding the management, ownership, business and capital structure of any portfolio company or prospective investment and compensation, indemnification and other expenses of any nominees proposed by the General Partners or the Adviser as directors or executives of portfolio companies and related expenses (such as all costs incurred in connection with identifying and recruiting directors to serve on the board of a portfolio company, proxy solicitors, public relations experts and fees and expenses associated with “white papers”), (vii) advisory, finders and/or introducers and other professional fees and expenses relating to investments and/or prospective investments, and/or performance-based fees and allocations, in the form of cash, options, warrants, stock, stock appreciation rights or otherwise and irrespective of whether (A) there is a contractual obligation to pay such fees and expenses or (B) such third parties are engaged by a Fund and/or its affiliates in a dedicated or exclusive capacity, (viii) fees and expenses of pricing services, valuation firms and financial modeling tools and services, (ix) fees and expenses relating to directors’ and officers’ liability insurance, errors and omissions insurance and other similar policies for the benefit of a Fund, (x) fees and expenses related to the maintenance of a Fund’s registered office and registered agent, (xi) compensation, indemnification and other fees and expenses of any unaffiliated director of a Fund, if applicable, (xii) fees and expenses in connection with a Fund’s admission of new investors, including the offering and sale of shares/interests in compliance with the Directive 2011/61/EU on Alternative Investment Fund Managers, the Alternative Investment Fund Managers Regulation 2013/1773 or the marketing rules of other jurisdictions, the cost of updating a Fund’s offering memorandum and other relevant documents, the negotiation of side letters and other related costs, (xiii) wind-up and liquidation fees and expenses, (xiv) with respect to PSH, fees and expenses related to the operations of the company and the listing and trading of its securities on any securities exchange, including fees and expenses related to corporate brokers, rating agencies assigning credit ratings to the company’s securities, the maintenance of PSH’s website, communications with shareholders, and operating costs of PS Holdings Independent Voting Company Limited, PS

Holdings Excess Share Trust One and PS Holdings Excess Share Trust Two (all as described in PSH's organizational documents), and (xv) other fees and expenses related to a Fund similar in type and nature to the fees and expenses described in (i) to (xiv) above.

Further examples of fees and expenses not explicitly listed above that may be approved by the Boards of Directors or the General Partners, as applicable, include payments or contributions to lobbying or not-for-profit organizations, which payments or contributions are expected to benefit a specific investment, the investment program or the operations or business of the Funds.

It is impossible to anticipate all possible fees and expenses to be borne by the Funds and the foregoing list of fees and expenses is not exhaustive. Investors should expect that certain other fees and expenses may be borne by the Funds from time to time.

When determining the allocation of fees and expenses, the Adviser endeavors to allocate such fees and expenses on a fair and equitable basis and only charges expenses to, and allocates expenses among, clients to the extent permitted under the client's governing documents. However, such determinations are inherently subjective and may give rise to conflicts of interest (i) between the Funds and/or the Other Accounts, on the one hand, and the Adviser, who might otherwise bear such fees and expenses, on the other hand and (ii) among the Funds and/or Other Accounts. The Adviser's conflicts committee generally reviews guidelines for allocations of fees and expenses used by the Adviser.

In order to allocate fees and expenses, the Adviser first determines whether such fees and expenses are attributable to the Funds and/or the Other Accounts and, therefore, are to be borne by such Funds and/or Other Accounts or whether such fees and expenses are attributable to the Adviser and, therefore, are to be borne by the Adviser. In certain circumstances, the Adviser may determine that an expense is to be shared by the Adviser and the Funds and/or Other Accounts.

With respect to fees and expenses determined to be attributable to the Funds and/or the Other Accounts (as opposed to fees and expenses attributable to the Adviser), generally, each Fund or Other Account will bear its own operating and other fees and expenses. If any fees and expenses are incurred for the account of more than one Fund or Other Account, the Adviser will allocate such fees and expenses among such Funds and/or Other Accounts as described below or in such other manner as the Adviser considers fair and equitable. Certain fees and expenses allocated to more than one Fund or Other Account may be allocated on a *pro rata* basis based on the month-end net asset value of each participating account (such as certain regulatory filings) or based on each account's month-end *pro rata* share of an investment (such as where an expense has been incurred in connection with a particular investment that is in the account's portfolio at such time). Where appropriate, other fees and expenses may be divided equally among such Funds and/or Other Account regardless of their relative net asset values.

Expenses related to portfolio investments that the Funds and/or Other Accounts used to hold but which are no longer in their portfolio are generally allocated among all participating accounts *pro rata* based on the month-end net asset value of each account preceding the payment date of the relevant invoice, except that to the extent the expense has been

previously accrued for, the accrual will be reduced by the invoice amount. The Funds and/or Other Accounts will not be responsible for expenses related to investments they did not hold.

Generally, Other Accounts will bear their own operating and other fees and expenses and will bear their *pro rata* share of fees and expenses related to the relevant investment opportunity. However, Other Accounts will not be allocated fees and expenses related to general research, public relations and government relations, as well as other general fees and expenses that do not relate to the Other Account or the relevant investment opportunity. Investors in new Other Accounts, including the Funds, will generally bear their proportionate share of fees and expenses related to such Other Account based on the size of the investment made by such investor, unless the allocation would cause the investor to incur the expense twice.

In accordance with accounting guidelines, certain expenses may be accrued for prior to receiving an invoice, in which case the expenses will be reflected on the books of the applicable Funds as expenses payable and will generally be allocated among the Funds based on each Fund's net asset value or share of the relevant investment, as applicable, at the time of the accrual. Where permitted by accounting guidelines, certain expenses (such as expenses incurred in connection with a bond issuance or organizational expenses) may be amortized, in which case the expense will be incurred throughout the life of the bond or the entity, as applicable.

See Item 12 for information regarding the Adviser's brokerage practices.

D. Additional Compensation and Conflicts of Interest.

Neither the Adviser nor any of its supervised persons accepts compensation (*e.g.*, brokerage commissions) for the sale of securities or other investment products.

ITEM 6

PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT

The Adviser and its affiliates accept performance-based compensation from every client, other than PS VII Intl-A and PS VII Employee Fund, which do not pay performance-based compensation. In addition, as compared to PS LP and PS Ltd, the Adviser charges a lower performance fee to PSH, and the Adviser and its affiliates may charge higher or lower management fees or performance fees/allocation to Other Accounts. As a result, the Adviser and its affiliates may have an incentive to allocate limited investment opportunities to the clients or Other Accounts from which the greatest performance-based fees may be earned. The Adviser has an allocation policy that addresses these conflicts of interest, and it is described in Item 11 herein.

ITEM 7

TYPES OF CLIENTS

As noted above, the Adviser provides advice to the Funds, which are investment funds. Investors in the Private Funds and the PSVII Funds may include high net worth individuals, pension funds and profit-sharing plans, trusts, estates, charitable organizations, corporations, business entities, endowments and foreign sovereign wealth funds. Investors in PSH include any purchaser of PSH's public shares. The Private Funds and the PSVII Funds require minimum initial subscriptions from their investors as outlined in each such Fund's offering document. The Private Funds and the PSVII Funds may accept lower subscription amounts under the circumstances described in the applicable Private Fund's or PSVII Fund's offering document.

ITEM 8

METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

A. Methods of Analysis and Investment Strategies.

The descriptions set forth in this brochure of specific advisory services that the Adviser offers to clients, and investment strategies pursued and investments made by the Adviser on behalf of its clients, should not be understood to limit in any way the Adviser's investment activities. The Adviser may offer any advisory services, engage in any investment strategy and make any investment, including any not described in this brochure, that the Adviser considers appropriate, subject to each client's investment objectives and guidelines. The investment strategies the Adviser pursues are speculative and entail substantial risks. Clients should be prepared to bear a substantial loss of capital. There can be no assurance that the investment objectives of any client will be achieved.

The Adviser is a concentrated, research-intensive, fundamental value investor in the public markets. The Core Funds' investment objectives are to preserve capital and seek maximum, long-term capital appreciation commensurate with reasonable risk. The Adviser defines risk as the probability of a permanent loss of capital, rather than price volatility. The PSVII Funds' investment objective is to obtain exposure to securities issued by, or instruments the reference asset for which is, UMG.

In its value approach to investing, the Adviser seeks to identify and invest in long (and occasionally short) investment opportunities that the Adviser believes exhibit significant valuation discrepancies between current trading prices and intrinsic business (or net asset) value, often with a catalyst for value recognition. The Adviser's focus on deeply undervalued securities is due to its belief that a well-priced purchase is often the most important determinant of the success of an investment. In addition, with respect to the Core Funds, the Adviser believes that the acquisition of a portfolio of investments, when acquired at a large discount to intrinsic value, provides a margin of safety that can mitigate the likelihood of an overall permanent loss of each Core Fund's capital. Generally, the size of the position reflects the Adviser's assessment of potential for loss versus opportunity for gain.

The Adviser believes investment opportunities that meet the Core Funds' objectives are often found in companies undergoing significant changes in strategy, capital structure, corporate governance, management, legal exposure, corporate form, shareholder composition and control, liquidity and financial condition, and in companies that are affected by external changes in the economic and political environment, including changes in the relevant tax code, and may occur in distressed securities, companies in or exiting bankruptcy, spin-offs, rights offerings, liquidations, companies for which litigation is a major asset or liability, misunderstood large capitalization companies, under-followed small and mid-capitalization companies, and other special situations.

The Adviser is comfortable making investments in a wide range of industries and asset classes, but generally prefers investments in simple businesses or assets that generate cash flow streams that can be estimated within a reasonable range over the long term (but are not necessarily dividend-paying), have low sensitivity to macroeconomic factors and low commodity

exposure and/or cyclical risk. The Adviser is willing to accept a high degree of situational, legal, and/or capital structure complexity in the Funds' investments if it believes that the potential for reward justifies it.

The Adviser generally seeks to make investments in three broad categories of opportunities: (1) great businesses at fair prices, where a great business is generally understood by the Adviser as one which generates relatively predictable, growing, free-cash-flows (but are not necessarily dividend-paying); (2) good businesses or assets at significantly undervalued prices often with a catalyst to realize value; and (3) mispriced probabilistic investments where the Adviser believes that the market price of a security or other investment under- or over-estimates the probability of a favorable outcome of a legal decision, contract or patent award or a change in interest rates, exchange rates or commodity prices, or such other event that is expected to lead to a significant change in the valuation of such security or investment.

In certain situations, if the Adviser believes the commitment of time, energy and capital is justified in light of the potential for reward, the Adviser may seek to be a catalyst to realize value from an investment by taking an active role in effectuating corporate change either working alone or in conjunction with other investors. These activist techniques may include working with management or other more aggressive steps such as acquiring substantial publicly disclosed stakes in issuers, proposing a restructuring, recapitalization, sale, or other change in strategic direction, seeking potential acquirers, engaging in proxy contests, making tender offers, changing management and other related activities. The Adviser believes that these activist techniques can both accelerate and maximize the realization of value from an investment.

The Adviser may also seek short sale investments that offer absolute return opportunities for the Core Funds. In addition, the Adviser may short individual securities to hedge or reduce the Core Funds' long exposures.

The Adviser expects to use various investment techniques that are consistent with the Funds' governing documents. These investment techniques may include (but are not limited to) the use of derivative instruments for hedging, managing risk or attempting to enhance returns. In addition, the Adviser may engage in securities lending or in leverage transactions, including writing uncovered options, entering into futures transactions, options on futures or other permitted derivative transactions whereby the Funds may have a future obligation to pay funds to another party to a transaction. The Adviser will engage in any such futures transactions in compliance with applicable rules of the Commodity Futures Trading Commission (the "CFTC"). The Adviser expects to use additional derivative instruments and other hedging, risk management and return enhancement techniques as new opportunities become available and as regulatory authorities broaden the range of permitted transactions.

In order to mitigate market-related downside risk, the Funds may acquire put options, short market indices, baskets of securities, purchase credit-default swaps, interest rate swaptions, and/or other securities but the Adviser is not committed to maintaining market hedges at any time. The Adviser may also seek to opportunistically invest in hedges to protect the Funds' portfolios against specific macroeconomic risks and capitalize on market volatility. The Adviser believes its selective hedging strategy is a superior alternative to a large cash position or

a continuous hedging program, both of which can be a significant drag on long-term performance.

The Adviser typically has established a limited number of new investment positions per year, from a large number of potential investment opportunities reviewed by the investment principals and analysts of the Adviser (the “Investment Principals”). After identifying appropriate subsets within this broad initial review, the Investment Principals discuss these potential investments and apply proprietary analyses to further refine and limit their focus. Once a potential investment is deemed sufficiently promising, the Investment Principals perform additional research involving the analysis of public filings and extensive secondary sources and analyze the historical record of the potential investment, looking for sources of comparable data on both public and private companies. Mr. Ackman is the ultimate decision maker for all investment positions.

B. Material, Significant or Unusual Risks Relating to Investment Strategies.

The following risk factors do not purport to be a complete list or explanation of the risks involved in an investment in the clients advised by the Adviser. These risk factors include only those risks the Adviser believes to be material, significant or unusual and relate to particular significant investment strategies or methods of analysis employed by the Adviser. Additional risks and uncertainties not currently known to the Adviser or that the Adviser currently believes to be immaterial may also materially and adversely affect the Adviser’s investment strategies and the value of investments in the clients. Please refer to the Funds’ offering documents for a more complete description of the risk factors applicable to an investment in the Funds.

Investors may lose all, or substantially all, of their investment in the Funds

Investments are exposed to the risk of the loss of capital. The business of the Funds is to invest in securities (in the case of the PSVII Funds, securities issued by, or instruments for which the reference asset is, UMG) utilizing an investment strategy that may involve substantial risks. The prices of the Funds’ respective investments are volatile and market movements are difficult to predict. No guarantee or representation is made that the Funds’ investment strategy will be successful. In addition, the Funds may utilize such investment techniques as concentration of investments, forward transactions, foreign currency transactions, uncovered option transactions, securities lending, short sales, investments in non-marketable securities and futures and options on futures transactions, among others, which could under certain circumstances magnify the impact of any adverse market or investment developments.

There can be no assurance that the securities purchased or investments made by the Funds will increase in value or that the Funds will not incur significant losses. An investor in a Fund may lose all or substantially all of its investment in such Fund.

The Funds are exposed to a concentration of investments, which could exacerbate volatility and investment risk

In the pursuit of the Core Funds' investment strategy, the Adviser may accumulate significant positions in particular investments and intends to invest the substantial majority of each Core Fund's capital in typically 8 to 12 core investments. From time to time, the Adviser may invest a significant proportion of the Funds' capital in one or a limited set of investments, and the Adviser has invested most of the PSVII Funds' capital in securities issued by, or instruments for which the reference asset is, UMG. The investment technique of concentrating investment positions increases the volatility of investment results over time and may exacerbate the risk that a loss in any such position could have a material adverse impact on a Fund's assets, and, in turn, the value of any investment in a Fund. Although it may at times choose to do so, the Adviser is under no obligation to hedge any of the Funds' positions to mitigate these risks.

In particular, since the PSVII Funds have invested substantially all of their investable capital in UMG or instruments referencing UMG, the PSVII Funds are much more susceptible to fluctuations in value resulting from adverse economic conditions affecting UMG's performance (such as conditions affecting the sector in which it operates or the geographic area in which its activity is focused) than a less concentrated portfolio would be.

Activist investment strategies may not be successful. They may result in significant costs and expenses

The Adviser may pursue an activist role and seek to effectuate corporate, managerial or similar changes with respect to an investment. The costs in time, resources and capital involved in such activist investments depend on the circumstances, which are only in part within the Adviser's control, and may be significant, particularly if litigation against the Adviser and/or the Funds ensues. In addition, the expenses associated with an activist investment strategy, including potential litigation, expenses related to the recruitment and retention of board members, executives and other individuals providing business assistance to the Adviser in connection with an activist campaign (including, for example, consultants and corporate whistleblowers) or other transactional costs, will be borne by the applicable Fund. Such expenses may reduce returns or result in losses.

The success of the Funds' activist investment strategy may require, among other things: (i) that the Adviser properly identify portfolio companies whose equity prices can be improved through corporate and/or strategic action; (ii) that the Funds acquire sufficient ownership of such portfolio companies at a sufficiently attractive price; (iii) a positive response by the management of portfolio companies to shareholder engagement; (iv) a positive response by other shareholders to activist investors and the Adviser's proposals; and (v) a positive response by the markets to any actions taken by portfolio companies in response to activist investors. None of the foregoing can be assured.

The Funds, either alone or together with others (including any Other Account), may secure the appointment of persons to a portfolio company's board of directors. In doing so, individual(s) (including members, partners, officers, managers, employees or affiliates of the

Adviser and their respective affiliates or designees) serving on the board of directors of the portfolio company at the Funds' request will acquire fiduciary duties to the company and to the company's shareholders, members, unitholders, partners or other owners of the company in addition to the duties such persons owe the Funds. Such fiduciary duties may require such individuals to take actions that are in the best interests of the company or its shareholders, members, unitholders, partners or other owners. Accordingly, situations may arise where persons appointed to portfolio company boards may have a conflict of interest between any duties that they owe to the company and its owners, on the one hand, and any duties that they owe to the Funds, on the other hand.

Activist strategies employed by the Adviser in respect of the Funds' investments may prove ineffective for a variety of reasons, including: (i) opposition of the management, board of directors and/or shareholders of the subject company, which may result in litigation and may erode, rather than increase, shareholder value; (ii) intervention of one or more governmental agencies; (iii) efforts by the subject company to pursue a "defensive" strategy, including a merger with, or a friendly tender offer by, a company other than the offeror proposed by the Adviser; (iv) market conditions resulting in material changes in securities prices; (v) the presence of corporate governance mechanisms, such as staggered boards, poison pills and classes of shares with increased voting rights; and (vi) the necessity for compliance with applicable securities laws. In addition, opponents of proposed corporate governance changes may seek to involve regulatory agencies in investigating the transaction or the Funds, and such regulatory agencies may independently investigate the participants in a transaction, including the Funds, as to compliance with securities or other laws. This risk may be exacerbated to the extent the Adviser develops and utilizes novel activist strategies. Furthermore, successful execution of an activist strategy may depend on the active cooperation of shareholders and others with an interest in the subject company. Some shareholders may have interests which diverge significantly from those of the Funds and some of those parties may be indifferent to the proposed changes. Moreover, securities that the Adviser believes are fundamentally underpriced or incorrectly priced may not ultimately be valued in the capital markets at prices and/or within the timeframe the Adviser anticipates, even if the Adviser's activist strategy is successfully implemented.

The Adviser has broad investment authority in seeking to achieve the Funds' investment objectives

Investors should recognize that by investing in the Funds, they are placing their capital, indirectly, under the full discretionary management of the Adviser. The Adviser has broad investment authority in seeking to achieve the Funds' investment objectives and may use any investment strategy, long or short, in the global marketplace that it believes will enhance overall performance. Except as otherwise provided in the Funds' offering memoranda, there are no restrictions on the securities or other financial instruments that may be used by the Adviser to invest on behalf of the Funds. The Adviser also has broad latitude with respect to the management of the Funds' risk parameters. The Adviser will opportunistically implement whatever investment techniques, risk parameters and discretionary approaches as it believes to be suitable for the Funds.

Additionally, the Adviser may pursue investment techniques other than those described herein, and its investment techniques may change and evolve materially over time. The

Adviser's investment techniques, approaches and investment tactics may not be thoroughly tested before being employed and may have operational or other shortcomings which could result in unsuccessful investments and, ultimately, losses to the Funds. Any new investment technique, approach and tactic developed by the Adviser may be more speculative than earlier investment techniques, approaches and tactics and may involve material and as-yet-unanticipated risks that could increase the risk of an investment in the Funds. Investors will generally not be informed of any such changes in the Adviser's investment techniques, approaches and tactics. There can be no assurance that the Adviser will be successful in implementing these investment techniques and there is material risk that an investor may suffer significant impairment or total loss of its capital.

The Adviser manages capital for investors who are located in different tax jurisdictions, some of whom pay taxes and some of whom do not. While tax considerations are clearly secondary considerations for the Adviser, the Adviser may take into account tax considerations when deciding, for example, the timing of a sale of an investment. As a result, the Adviser may make certain investment decisions which are more tax efficient for some Fund investors, but which may result in less favorable tax or economic consequences for other Fund investors.

The Adviser may fail to identify suitable investment opportunities for the Funds

Each Fund's investment strategy depends on the ability of the Adviser to successfully identify attractive investment opportunities. Any failure to identify appropriate investment opportunities and make appropriate investments would increase the amount of the Funds' assets invested in cash or cash equivalents and, as a result, may reduce their rates of return. The Funds will face competition for investments from, for example, public and private investment funds, strategic buyers and/or investment banks. Many of these competitors may be substantially larger and have greater financial resources than are available to the Funds. There can be no assurance that the Adviser will be able to identify and make investments that are consistent with the Funds' investment objectives or generate attractive returns for their investors or that the Funds will not be significantly affected by competitive pressures for investment opportunities.

The due diligence performed by the Adviser before investing may not reveal all relevant facts in connection with an investment

When assessing an investment opportunity, the Adviser has relied and will continue to rely on resources that may provide limited or incomplete information. In particular, the Adviser has relied and will continue to rely on publicly available information and data filed with various government regulators. Although the Adviser has evaluated and will continue to evaluate information and data as it has deemed or deems appropriate and has sought and will continue to seek independent corroboration when reasonably available, the Adviser has not and may choose not to evaluate all publicly available information and data with respect to any investment and has often not been and will often not be in a position to confirm the completeness, genuineness or accuracy of the information and data that it did or will evaluate.

In addition, when assessing an investment opportunity for the Funds, investment analyses and decisions by the Adviser may be undertaken on an expedited basis in order to take advantage of what it perceives to be a short-lived investment opportunity. In such cases, the available information at the time of an investment decision may be limited, inaccurate and/or incomplete.

As a result, there can be no assurance that due diligence investigations carried out by the Adviser will reveal or highlight all relevant facts that may be necessary or helpful in evaluating investment opportunities for the Funds. Any failure to identify relevant facts may result in inappropriate investment decisions, which may have a material adverse effect on the value of any investment in the Funds.

The Adviser may consult with experts

The Adviser expects to engage and retain strategic advisers, consultants and other similar professionals, including members of “expert networks” who are not employees or affiliates of the Adviser and who may include former senior public company officers or directors, former senior officials and other political figures. The nature of the relationship with each of these professionals and the amount of time devoted or required to be devoted by them may vary considerably. In certain cases, they will provide the Adviser with industry-specific insights and feedback on investment approaches, assist in transaction due diligence, and make introductions to management teams and other industry participants. In other cases, they may take on more extensive roles and contribute to the origination of new investment opportunities. The Adviser generally expects to have formal arrangements with these professionals (which may or may not be terminable upon notice by any party), but in other cases the relationships may be more informal. There can be no expectation that any of the consultants and/or other professionals will continue to serve in such roles and/or continue their arrangements with the Adviser throughout the term of the Funds.

While the Adviser has procedures in place to mitigate the risk that such persons will share material non-public information, in the event that the Adviser receives material non-public information from such persons, the Funds may be prohibited or may elect to refrain from trading in certain securities pursuant to the internal trading policies of the Adviser or as a result of applicable law or regulations, which could have an adverse effect on the Funds.

The Adviser may use alternative data in its investment process

The Adviser may use alternative data in its investment process. Alternative data includes datasets that have been culled from a variety of sources, such as internet usage, payment records, financial transactions, weather and other physical phenomena sensors, applications and devices (such as smartphones) that generate location and mobility data, data gathered by satellites, and government and other public records databases. These data are sometimes referred to as “big data” or “alternative data”. The Adviser may apply these alternative data to better anticipate micro- and macro-economic trends and otherwise to develop or improve trading or investment themes.

The analysis and interpretation of alternative data involves a high degree of uncertainty and may entail significant expense, including technological efforts, that are expected to be borne—in whole or in part—by the Funds. No assurance can be given that the Adviser will be successful in utilizing alternative data in its investment process.

Moreover, there has been increased scrutiny from a variety of regulators regarding the use of alternative data in this manner, and its use or misuse under current or future laws and regulations could create liability for the Adviser and the Funds in numerous jurisdictions. The Adviser cannot predict what, if any, regulatory or other actions may be asserted with regard to alternative data, but any adverse inquiries or formal actions could cause reputational, financial, or other harm to the Adviser or to the Funds.

Uncertain exit strategies

While unlikely, the investments of certain Funds may become illiquid (taking into account such factors as “trading windows”) and the Adviser is unable to predict with confidence what the exit strategy will ultimately be for any given investment, or that one will definitely be available. Exit strategies that appear to be viable when an investment is initiated may be precluded by the time the investment is ready to be realized due to economic, legal, political or other factors. In respect of portfolio companies in which the Adviser causes the Funds to hold a long position, even if the prices for a portfolio company’s securities increase, no guarantee can be made that there will be sufficient liquidity in the markets to allow the Funds to dispose of all or any of its securities therein or to realize any increase in the price of such securities. The converse applies equally in respect of portfolio companies in which the Adviser causes the Funds to hold a short position, such that even if the prices of such securities decrease, no guarantee can be made that there will be sufficient liquidity available to allow the Funds to cover all or any portion of the short position or to profit from the decrease in the price of such securities.

Market risk may significantly impact the performance of the Funds

The Funds are exposed to market risk. Among other things, this means that the prices of financial and derivative instruments in which the Funds may invest can be highly volatile. Price movements of equity, debt and other securities and instruments in which the Funds’ assets may be invested are influenced by, among other things, interest rates, changing supply and demand relationships, trade, fiscal, monetary and exchange control programs and policies of governments, and national and international political and economic events and policies. Moreover, war, political or economic crisis, pandemics or other events may occur which can be highly disruptive to the markets, regardless of the strategies being employed. In addition, governments from time to time intervene, directly and by regulation, in certain markets, particularly those in currencies, financial instrument futures and options. Such intervention often is intended directly to influence prices and, together with other factors, may cause such markets to move rapidly in the same direction because of, among other things, interest rate fluctuations. The Funds also are subject to the risk of the failure of any exchanges on which their positions trade and of their clearinghouses. Sustained cyclical market declines and periods of unusual market volatility make it more difficult to produce positive trading results, and there can be no assurance that the Funds’ strategies will be successful in such markets.

Adverse changes affecting the global financial markets and economy may have a material negative impact on the performance of the Funds' investments

The Funds and their investments are susceptible to the effects of economic slowdowns or recessions. The global growth cycle is in a mature phase and signs of slowdown are evident in certain regions around the world. Although the broader outlook remains constructive, geopolitical instability continues to pose risk. In particular, the current U.S. political environment and the resulting uncertainties regarding actual and potential shifts in U.S. foreign investment, trade, taxation, economic, environmental and other policies under the current administration, as well as the impact of geopolitical tension, such as a deterioration in the bilateral relationship between the U.S. and China or the conflict between Russia and Ukraine, could lead to disruption, instability and volatility in the global markets. In addition, significant uncertainty regarding the financial condition of a number of banking institutions in the United States has recently arisen due to a number of factors, including slowing economic growth and the effect of rising interest rates on the value of investment and other assets held by such banking institutions. These events could have a material negative impact on the Funds' financial condition, the value of the Funds' investments, and return on an investment in the Funds.

The U.S. or other countries could also institute broader sanctions on Russia and others supporting Russia's economy or military efforts. The ongoing conflict and the rapidly evolving measures in response could be expected to have a negative impact on the economy and business activity globally and therefore could adversely affect the performance of the Funds' investments. The severity and duration of the conflict and its impact on global economic and market conditions are impossible to predict, and as a result, could present material uncertainty and risk with respect to the Funds and their investments.

Any deterioration of economic conditions in the United States or globally may lead to significant declines in the value of the Funds' investments and have an adverse impact on the return on an investment in the Funds.

Unexpected market disruptions resulting from extraordinary events may adversely impact the Funds' portfolio companies and cause major losses

The Funds may incur major losses in the event of disrupted markets and other extraordinary events in which market behavior diverges significantly from historically recognized patterns. Terrorist acts, acts of war, natural disasters, disease outbreaks, pandemics or other similar events may disrupt the Adviser's operations, as well as the operations of the Funds' portfolio companies. Such events have created, and continue to create, economic and political uncertainties and have contributed to recent global economic instability. The risk of loss in such events may be compounded by the fact that in disrupted markets, many positions become illiquid, making it difficult or impossible to close out positions against which markets are moving. Market disruptions caused by these events may from time to time cause dramatic losses for the Funds, and such events can result in otherwise historically low-risk strategies performing with unprecedented volatility and risk. Any such disruptions and events may have a material adverse effect on the value of any investment in the Funds.

For example, many countries have experienced epidemics of infectious diseases in recent decades, including swine flu, avian influenza, SARS and most recently, COVID-19. The COVID-19 pandemic has resulted in many deaths and the imposition of widespread social distancing and quarantine measures, travel bans, border closures and other restrictions. Disruption to global travel and supply chains caused by the COVID-19 pandemic continues to adversely impact global commercial activity and a number of industries. Despite precautions taken by the Adviser, such as those made pursuant to the Adviser's business continuity and infectious disease prevention plans, COVID-19 or another communicable disease may disrupt the Adviser's operations if personnel or key service providers experience health or operational issues. Extensive disruption could in turn materially and adversely affect the Adviser's ability to fulfill the Funds' investment objectives.

Banking Relationships

The Adviser and the Funds will hold cash and other assets in accounts with one or more banks, custodians or depository or credit institutions (collectively, "Banking Institutions"), which may include both U.S. and non-U.S. Banking Institutions from time to time. The Funds may also enter into credit facilities and have other relationships with Banking Institutions. The distress, impairment, or failure of, or a lack of investor or customer confidence in, any of such Banking Institutions may limit the ability of each of the Adviser and the Funds to access, transfer or otherwise deal with its assets, draw upon a credit facility, or rely upon any of such other relationships, in a timely manner or at all, and may result in other market volatility and disruption, including by affecting other Banking Institutions. All of the foregoing could have a negative impact on the Funds. For example, in such a scenario, a Fund could be forced to delay or forgo an investment or a distribution, including in connection with a redemption, or generate cash to fund such investment or distribution from other sources (including by disposing of other investments or making other borrowings) in a manner that it would not have otherwise considered desirable. Furthermore, in the event of the failure of a Banking Institution, access to a depository account with that institution could be restricted and U.S. Federal Deposit Insurance Corporation ("FDIC") protection may not be available for balances in excess of amounts insured by the FDIC (and similar considerations may apply to Banking Institutions in other jurisdictions not subject to FDIC protection). In such a case, the Adviser and the Funds may not recover all or a portion of such excess uninsured amounts and could instead have an unsecured or other type of impaired claim against the Banking Institution (alongside other unsecured or impaired creditors). The Adviser does not expect to be in a position to reliably identify in advance all potential solvency or stress concerns with respect to its or the Funds' banking relationships, and there can be no assurance that the Adviser or the Funds will be able to easily establish alternative relationships with and transfer assets to other Banking Institutions in the event a Banking Institution comes under stress or fails.

The Adviser may use litigation in pursuit of activist investment strategies or itself may be the subject of litigation or regulatory investigation

In pursuit of activist investment strategies, the Adviser may determine to use litigation as a course of action. In addition, the Funds, along with the Adviser and the General Partners, may be defendants in lawsuits initiated by third parties, including companies in which

the Funds invest, other shareholders or governmental bodies. For example, the Adviser, the Core Funds and other parties were defendants in two class action lawsuits entitled *In Re Allergan, Inc. Proxy Violation Securities Litigation*, Case No. 8:14-cv-2001- DOC, and *In re Allergan, Inc. Proxy Violation Derivatives Litigation*, Case No. 2:17-cv-04776 DOC, both relating to the investment by the Core Funds in Allergan, Inc. (“Allergan”), and alleging violations of federal securities laws relating to trading in Allergan common shares and related derivatives. On December 28, 2017, in consultation with counsel and expert mediators, defendants entered into full settlements in principle in both cases for a total payment of \$290 million, of which the Core Funds (together with Pershing Square II, L.P., which has since ceased operations) bore \$193.75 million.

In addition, the Adviser and the GP are subject from time to time to formal or informal investigations or inquiries by the SEC and other governmental and self-regulatory organizations in connection with their trading and other activities that can result in fines, suspensions of personnel or other sanctions, including censure, the issuance of cease-and-desist orders or the suspension or expulsion of applicable licenses or members.

There can be no assurance that any litigation or regulatory investigation will be resolved in favor of, or conclude without potential exposure to, the Funds, the General Partners and/or the Adviser. As a result, the Funds, General Partners and/or the Adviser may be exposed to the risk of monetary damages and other sanctions or remedies, or the objective the Adviser is seeking to achieve may be defeated by delaying strategies of the target company. Even if an investigation or proceeding does not result in a sanction or the sanctions imposed against the Adviser or the Funds, or their respective affiliates are small in monetary amount, the adverse publicity relating to the investigation, proceeding or imposition of these sanctions could harm the Funds’ and/or the Adviser’s reputations which may adversely affect the Funds’ investment performance by hindering their ability to obtain favorable financing or consummate a potentially profitable investment. Litigation and regulatory investigations may also require significant amounts of the Adviser’s time, and result in significant expenses, including the expense of defending against claims by third parties and paying amounts pursuant to settlements or judgments, all of which would generally be borne by the Funds. Such expenses may be significant and will reduce returns and/or may result in losses.

The Funds participate substantially in the affairs of some of the companies acquired by them, which may result in the Funds’ inability to purchase or sell the securities of such companies

The Funds substantially participate in or influence the conduct of affairs or management of some of the issuers of securities acquired by them. Members, partners, officers, managers, employees or affiliates of the Adviser and its affiliates or designees may serve as directors of, or in a similar capacity with, companies in which one or more Funds invest. In the event that material non-public information is obtained with respect to such companies or one or more Funds become subject to trading restrictions pursuant to the internal trading policies of such companies, as a result of applicable law or regulations, one or more Funds may be prohibited for a period of time from purchasing or selling the securities of such companies, and as a result be prevented from increasing its exposure (or maintaining its relative ownership stake, in the case additional securities are issued by such company) to an investment position which

appreciates or divesting from or exiting an investment position which decreases in value. Any such restrictions may have a material adverse effect on a Fund and the value of any investment in a Fund.

In addition, the Funds from time to time enter into arrangements with portfolio companies, which may, among other things, limit the number of additional shares that may be acquired by the Funds, require the Funds to sell shares only at times “insiders” can sell or limit the time periods where sales may occur. These arrangements may also require the Funds to maintain a minimum investment in order to preserve their right to designate a representative to the board of directors of such portfolio companies. In order to address certain of these limitations, the Funds often enter into registration rights agreements with portfolio companies whereby the Funds have the right to register and sell their shares in a public offering.

Control investments made by the Funds may pose various risks

The Funds may take a controlling stake in certain companies. These investments may involve a number of risks, such as the risk of liability for environmental damage, product defect, failure to supervise management, violation of governmental regulations and other types of liability. In addition, in connection with the disposition of these investments, the Funds may make representations and warranties about such investments’ business and financial affairs typical of those made in connection with the sale of any business, or may be responsible for the contents of disclosure documents under applicable securities law. The Funds may also be required to indemnify the purchasers of such investments or underwriters to the extent that any such representations and warranties or disclosure documents turn out to be incorrect, inaccurate or misleading. All of these risks or arrangements may create contingent or actual liabilities and materially affect the Funds and any investment in the Funds.

Regulatory restrictions on the beneficial ownership of securities may impair the Funds’ ability to achieve their respective investment objectives

The investment strategies pursued by the Funds may be affected by applicable U.S. state and federal laws and regulations governing the beneficial ownership of public securities. For example, the Funds may be required to make filings pursuant to Section 13(d), 13(g) and/or 16 of the U.S. Securities Exchange Act of 1934, as amended (the “Exchange Act”), or the rules and regulations promulgated thereby. Such laws and regulations may inhibit the Funds’ ability to freely acquire and dispose of certain securities, and possibly subject the Funds to “short swing profits” disgorgement. For another example, on February 10, 2022, the SEC proposed rules to amend how the beneficial ownership of securities is reported. Should a Fund be affected by such rules and regulations, it may not be able to transact in ways that would realize value for the applicable Fund. In addition, any changes to government regulations (such as to Schedule 13D or Hart-Scott Rodino filings) could make some or all forms of activist strategies more difficult to implement, impractical or unlawful. Accordingly, such changes, if any, could have an adverse effect on the ability of a Fund to achieve its investment objective.

Changes in laws or regulations, or a failure to comply with any laws and regulations, may adversely affect the Funds' business, investments and results of operations

The Funds and the Adviser are subject to laws and regulations enacted by supranational, national, regional and local governments and institutions. The SEC, other competent regulators, self-regulatory organizations and exchanges are also authorized to take action, including in the event of market emergencies.

The legal, tax and regulatory environment worldwide for investment funds and their managers is evolving, and changes in the regulation of investment funds, their managers, and their trading and investing activities may have a material adverse effect on the Adviser's ability to pursue the Funds' investment program and the value of the Funds' investments. There has been an increase in scrutiny of the alternative investment industry by governmental agencies and self-regulatory organizations. New laws and regulations or actions taken by regulators that restrict the Adviser's ability to pursue the Funds' investment program or employ brokers and other counterparties could have a material adverse effect on the Funds' performance.

Any changes in the regulatory framework applicable to the Funds may impose additional expenses, require the attention of senior management or result in limitations in the manner in which the Funds' or Adviser's business is conducted. Compliance with, and monitoring of, applicable laws and regulations may be difficult, time consuming and costly. Those laws and regulations and their interpretation and application may also change from time to time and those changes could have a material adverse effect on the Adviser's business, the Funds' investments, and results of operations. In addition, a failure to comply with applicable laws or regulations, as interpreted and applied by applicable regulators, could have a material adverse effect on the Adviser's business and the value of the Funds' investments.

The Adviser and the Funds have been, and will continue to be, affected by legal, tax, and regulatory changes

The financial services industry generally, and the activities of private investment funds and their managers, in particular, have been subject to intense and increasing regulatory oversight. Such scrutiny has increased the Adviser's exposure to potential liabilities and to legal, compliance and other related costs. Increased and evolving regulatory oversight may impose administrative burdens on the Adviser, including, without limitation, responding to investigations and implementing new policies and procedures. Such burdens may divert the Adviser's time, attention and resources from portfolio management activities.

For example, the regulation of derivatives transactions and funds that engage in such transactions is a changing area of law and is subject to modification by government and judicial action. Any change in the laws and regulations affecting the Adviser or the Funds, or any change in the regulations affecting hedge funds, funds of hedge funds or hedge fund managers generally may have a material adverse effect on a Fund's ability to carry on its business, which in turn could have a material adverse effect on such Fund's performance and returns.

Derivative contracts, including, without limitation, swaps, currency forwards, and non-deliverable forwards, are subject to regulation under the Dodd-Frank Wall Street Reform

and Consumer Protection Act (“Dodd-Frank Act”) in the U.S. and under comparable regimes in Europe, Asia and other non-U.S. jurisdictions. Swaps, non-deliverable forwards and certain other derivatives traded in the over-the-counter (“OTC”) market are subject to variation and initial margin requirements. The Dodd-Frank Act provisions regarding clearing, mandatory trading, reporting and documentation of swaps and other derivatives have impacted and may continue to impact the costs to the Funds of trading these instruments and, as a result, may affect returns to investors in the Funds.

From time to time there may be significant changes to U.S. fiscal, tax, trade, healthcare, immigration, foreign, and government regulatory policy. In this regard, there is significant uncertainty with respect to legislation, regulation and government policy at the federal level, as well as the state and local levels. Recent events have created a climate of heightened uncertainty and introduced new and difficult-to-quantify macroeconomic and political risks with potentially far-reaching implications. There has been a corresponding meaningful increase in the uncertainty surrounding interest rates, inflation, foreign exchange rates, trade volumes and fiscal and monetary policy. To the extent the U.S. Congress or the current presidential administration implements changes to U.S. policy, those changes may impact, among other things, the U.S. and global economy, international trade and relations, unemployment, immigration, corporate taxes, healthcare, the U.S. regulatory environment, inflation and other areas. Although the Adviser cannot predict the impact, if any, of these changes to the Adviser’s business, they could adversely affect the Funds’ business, financial condition, operating results and cash flows. Until the Adviser knows what policy changes are made and how those changes impact the Funds’ business and the business of the Funds’ competitors over the long term, the Adviser will not know if, overall, the Funds will benefit from them or be negatively affected by them.

Changes to various laws and regulations (including tax laws) may adversely affect the Funds and their ability to operate and/or pursue their trading strategies. Such risks are often difficult or impossible to predict, avoid or mitigate in advance. It is impossible to predict what, if any, changes in regulation applicable to the Adviser, the Funds, the markets in which they trade and invest or the counterparties with which they do business may be instituted in the future. The effect of any future regulatory change on the Funds could be substantial and adverse.

The Adviser’s business is dynamic and is expected to change over time. The Adviser may maintain multiple business lines in multiple jurisdictions that are governed by a multitude of legal systems and regulatory regimes, some of which are new and evolving. Therefore, the Adviser or the Funds may be subject to new or additional regulatory constraints in the future.

The Funds may co-invest with unaffiliated third parties

The Funds may co-invest with third parties through joint ventures or other entities. Such investments may involve risks in connection with such third-party involvement, including the possibility that a third-party co-venturer may have financial difficulties resulting in a negative impact on such investment, may have economic or business interests or goals that are inconsistent with those of the Funds or may be in a position to take (or block) action in a manner contrary to the Funds’ investment objectives. The Adviser on behalf of the Funds may enter into

compensation arrangements with such third parties relating to such investments, including incentive compensation arrangements. Such compensation arrangements could reduce the returns to investors in the Funds and create potential conflicts of interest between such third parties and the Funds.

The Funds expect to invest a substantial proportion of their capital in equities

The Funds expect to invest a substantial proportion of their capital in equity securities of public companies. Stock markets are volatile, and the prices of equity securities fluctuate based on changes in a company's financial condition and overall market and economic conditions. Although common stocks have historically generated higher average total returns than fixed-income securities over the long-term, common stocks also have experienced significantly more volatility in those returns and, in certain periods, have significantly underperformed relative to fixed-income securities. An adverse event, such as an unfavorable earnings report, may depress the value of a particular common stock held by a Fund. A common stock may also decline due to factors which affect a particular industry or industries, such as labor shortages or increased production costs and competitive conditions within an industry. The value of a particular common stock held by a Fund may decline for a number of other reasons which directly relate to the issuer, such as management performance, financial leverage, the issuer's historical and prospective earnings, the value of its assets and reduced demand for its goods and services.

The Funds may opportunistically invest in hedges to protect their portfolios against specific macroeconomic risks

The Adviser may seek to opportunistically invest in hedges to protect the Funds' portfolios against specific macroeconomic risks and capitalize on market volatility. The success of such investments depends upon the Adviser's ability to identify and exploit perceived fundamental, economic, financial and political imbalances that may exist in and between markets throughout the world. Identification and exploitation of such imbalances involves significant uncertainties. There can be no assurance that the Adviser will be able to locate investment opportunities or to exploit such imbalances. In the event that the theses underlying the Funds' positions fail to be borne out in developments expected by the Adviser, the Funds may incur losses, which could be substantial.

The Funds may invest in exchange-traded funds that pose various risks

Exchange-traded funds ("ETFs") are publicly traded unit investment trusts, open-end funds or depository receipts that seek to track the performance and dividend yield of specific indexes or companies in related industries. These indexes may be either broad-based, sector, or international. However, ETF shareholders are generally subject to the same risk as holders of the underlying securities they are designed to track. ETFs are also subject to certain additional risks, including the risk that their prices may not correlate perfectly with changes in the prices of the underlying securities they are designed to track, and the risk of trading in an ETF halting due to market conditions or other reasons, based on the policies of the exchange upon which the ETF trades. Generally, each shareholder of an ETF bears a pro rata portion of the ETF's expenses,

including management fees. Accordingly, in addition to bearing their proportionate share of a Fund's expenses, investors in a Fund may also indirectly bear similar expenses of an ETF.

The Fund's investment in convertible securities may be subject to particular risks

A convertible security may be subject to redemption at the option of the issuer at a price established in the convertible security's governing instrument. If a convertible security held by a Fund is called for redemption, the Fund will be required to permit the issuer to redeem the security, convert it into the underlying common stock or sell it to a third party. Any of these actions could have an adverse effect on a Fund's ability to achieve its investment objective.

The Funds may invest in derivative instruments or maintain positions that carry particular risks

The Funds have in the past and may continue to use derivative instruments as a means of hedging their investments or as a means to gain market exposure, and they may also use various derivative instruments, including futures, forward contracts, swaps and other derivatives, which may be volatile and speculative. Certain positions may be subject to wide and sudden fluctuations in market value. Derivatives, especially OTC derivatives entered into as a privately negotiated contract against a principal counterparty, may be subject to adverse valuations reflecting the counterparty's marks (or valuations), which might not correspond to the valuations of other market or exchange-traded instruments. Derivatives used for hedging purposes may not correlate strongly with the underlying investment sought to be hedged. Derivative instruments may not be liquid in all circumstances, so that in volatile markets the Funds may not be able to close out a position without incurring a loss. Trading in derivative instruments may permit the Funds to incur additional leverage, which may magnify the gains and losses experienced by the Funds and could cause the Funds' net asset values to be subject to wider fluctuations than would otherwise be the case. While derivatives used for hedging purposes can reduce or eliminate losses, such use can also reduce or eliminate gains. When a Fund uses derivatives as an investment vehicle to gain market exposure, rather than for hedging purposes, any loss on the derivative investment will not be offset by gains on another hedged investment. The Funds are therefore directly exposed to the risks of that derivative. Derivatives may not be available to the Funds upon acceptable terms. As a result, the Funds may be unable to use derivatives for hedging or other purposes.

Options, swaps and other instruments may involve substantial risks

The Funds have in the past and may continue to buy or sell (write) both call options and put options, and when writing options, may do so on a "covered" or an "uncovered" basis. A call option is "covered" when the writer owns securities of the same class and amount as those to which the call option applies. A put option is covered when the writer has an open short position in securities of the relevant class and amount. The Funds' option transactions may be part of a hedging strategy (*i.e.*, offsetting the risk involved in another securities position) or a form of leverage, in which the Fund has the right to benefit from price movements in a large number of securities with a small commitment of capital. These activities involve risks that can be substantial.

When a Fund buys an option, a decrease (or insufficient increase) in the price of the underlying security in the case of a call, or an increase (or insufficient decrease) in the price of the underlying security in the case of a put, could result in a total loss of that Fund's investment in the option (including commissions). When a Fund sells (writes) an option, the risk can be substantially greater than when it buys an option. The seller of a call option, for example, bears the risk of an increase in the market price of the underlying security above the exercise price. The risk in that case is theoretically unlimited unless the option is "covered." If it is covered, that Fund would forego the opportunity for profit on the underlying security should the market price of the security rise above the exercise price.

The Funds may also buy or sell options on underlying reference assets, indices or other financial measures. The other assets or measures may include, but are not limited to, currency, currency exchange rates, or interest rates. The above risks describing "covered" and "uncovered" positions, and the risks associated with loss of investment, applies equally to these instruments.

Swaps and certain options and other custom derivative instruments are subject to the risk of non-performance by the swap counterparty, including risks relating to the creditworthiness of the swap counterparty, market risk, liquidity risk, operations risk, and custody risk, as further discussed below.

Forward Contracts

The Funds may engage in the trading of forward contracts. In contrast to futures contracts traded on an exchange, forward contracts are not guaranteed by any exchange or clearinghouse and are subject to the creditworthiness of the counterparty of the trade. Banks and other dealers with whom a Fund may transact in such forwards may require the Fund to deposit margin with respect to such trading, although margin requirements may at times be minimal. The Fund's counterparties are not required to continue to make markets in such contracts and these contracts can experience periods of illiquidity, sometimes of significant duration. There have been periods during which certain counterparties have refused to continue to quote prices for forward contracts or have quoted prices with an unusually wide spread (the difference between the price at which the counterparty is prepared to buy and that at which it is prepared to sell). Arrangements to trade forward contracts may be made with only one or a few counterparties, and liquidity problems therefore might be greater than if such arrangements were made with numerous counterparties. In addition, disruptions can occur in any market traded by a Fund due to unusually high trading volume, political intervention, or other factors. Market illiquidity or disruption could result in major losses to a Fund.

Swap Agreements

Swap agreements are privately negotiated OTC derivative products (with the exception of those traded on exchanges or swap execution facilities, addressed below), pursuant to which two parties agree to exchange actual or contingent payment streams that may be calculated in relation to a rate, index, instrument, or certain securities, and a particular "notional amount." Swaps may be subject to various types of risks, including market risk, liquidity risk, structuring risk, tax risk, and the risk of non-performance by the counterparty, including risks

relating to the financial soundness and creditworthiness of the counterparty. Swaps can be individually negotiated and structured to include exposure to a variety of different types of investments or market factors. Depending on their structure, swaps may increase or decrease a Fund's exposure to commodity prices, equity or debt securities, long-term or short-term interest rates (in the United States or abroad), non-U.S. currency values, mortgage-backed securities, corporate borrowing rates, or other factors such as security prices, baskets of securities, or inflation rates, and may increase or decrease the overall volatility of a Fund's portfolio. Swap agreements can take many different forms and are known by a variety of names. The Funds are not limited to any particular form of swap agreement if the Adviser determines that other forms are consistent with the Funds' investment objective and policies. A significant factor in the performance of swaps is the change in individual commodity or security values, specific interest rates, currency values, or other factors that determine the amounts of payments due to and from the counterparties. If a swap calls for payments by a Fund, the Fund must have sufficient cash availability to make such payments when due. In addition, if a counterparty's creditworthiness declines, the value of a swap agreement may also decline, potentially resulting in losses to a Fund.

Credit-default swaps are characterized by volatile pricing, potentially illiquid markets, difficulty in predicting triggering events and various other risks

The Funds may enter into credit-default swaps. A credit-default swap is a contract between two parties which transfers the risk of loss and/or default related to a particular entity (the "reference entity") if a "credit event" occurs with respect to the debt of such reference entity. The credit-default swap provides for payments to be made by the protection seller which offset or reduce the losses sustained, if hedged, by the protection buyer as a result of the credit event. Generally, "credit events" include a variety of typical adverse events that trigger pay-outs under these financial instruments and include, among other things, failure by the reference entity to pay the principal or interest related to the debt, or bankruptcy of the reference entity. Entities entering into such swaps to obtain credit protection are exposed to credit losses in the event of non-performance by counterparties to these transactions.

Swap transactions dependent upon credit events are priced by incorporating many variables, including, among other things, the pricing and volatility of the common stock or debt of the reference entity, potential loss upon default and the shape of the yield curve of U.S. Treasuries or the yield curve of securities denominated in euros or other currencies. As such, there are many factors upon which market participants may have divergent views, which increases the risk of entering into these credit-default swaps.

The market for credit derivatives, especially credit-default swaps based on a single reference entity, may be relatively illiquid, and there are considerable risks that may make it difficult either to buy or sell the contracts as needed or at reasonable prices. Sellers and buyers of credit derivatives are subject to the inherent price, credit spread and default risks of the debt instruments covered by the derivative instruments, as well as the risk of non-performance by the other party. However, credit derivative holders do not have any legal recourse against the reference entity and will not benefit from any collateral securing the reference entity's debt obligations. There are also risks with respect to credit derivatives in determining whether an

event will trigger payment under the contract and whether such payment will offset the loss or payment due under another instrument. In the past, buyers and sellers of credit derivatives have found that a triggering event in one contract may not match the triggering event in another contract, exposing the buyer or the seller to further risk. Furthermore, notwithstanding any right to a pay-out upon the occurrence of a credit event, there is some risk that a counterparty to a credit-default swap may have insufficient capital to fund a pay-out.

The Funds may purchase credit protection through a credit-default swap as a hedge against declines in particular assets or other events, which could potentially expose the Funds to the risks noted above, including the risk that a credit default swap will not serve as an effective hedge against the default of a reference entity, or that a counterparty will default and the Funds will not receive the benefits of the credit default swap.

The Funds may also enter into credit-default swaps based on an index of reference entities (“index CDS”), which provides exposure to the credit of the portfolio of reference entities, typically based on a set of common specified characteristics (*e.g.*, geographic region, credit rating category), that constitute the underlying index. The parties to an index CDS typically have rights and obligations as though they had entered into separate credit default swaps on each reference entity included in the underlying index, except that the parties may not be permitted to transfer or terminate the index CDS except as a whole (if they are otherwise entitled to do so). If a credit event occurs with respect to any underlying reference entity during the relevant period for an index CDS, the parties to the index CDS will settle their obligations with respect to that reference entity by reference to the portion of the notional amount of the index CDS that is attributable to that reference entity, and the index CDS will otherwise continue in effect with respect to each other reference entity until the termination of the index CDS (subject to the occurrence of a credit event with respect to those other reference entities) with a replacement reference entity typically added. Entering into index CDS may amplify the risks associated with credit derivatives by exposing the Funds to a category of reference entities represented by the index. Because of the mix of underlying reference entities, it may be difficult to find a suitable hedge for any particular exposure in the index CDS. If the market’s perception of the underlying reference entities changes, the Funds could incur significant losses. In addition, the market for index CDSs has been subject to significant distortions from time to time in the past as a result of the actions of market participants or other macro events generally. These distortions have in the past led, and may in the future lead, to a high degree of volatility, as well as a wide and potentially unsustainable divergence between the market price of index CDSs and the price that would be expected based on the market price of CDSs on the underlying reference entities. Buying or selling an index CDS may have different economics than entering into separate CDS transactions with respect to each underlying reference entity, and the spread or price that the index sponsor publishes for an index CDS is not necessarily indicative.

The Funds are not obligated to hedge their exposure, and if they do, hedging transactions may be ineffective or reduce the Funds’ overall performance

Although the Funds are not obligated to, and often times will not, hedge their respective exposures, they may utilize a variety of financial instruments and derivatives, such as options, interest rate swaps, interest rate swaptions, caps and floors, and forward contracts, for

hedging or risk management purposes, including in order to (i) protect against possible changes in the market value of their investment portfolios resulting from fluctuations in the securities markets and changes in interest rates; (ii) protect the unrealized gains in the value of their investment portfolios; (iii) facilitate the sale of any such investments; (iv) enhance or preserve returns, spreads or gains on any investment in their portfolios; (v) hedge the interest rate or currency exchange rate on any of their liabilities or assets; (vi) protect against any increase in the price of any securities they anticipate purchasing at a later date; or (vii) for any other reason that the Adviser deems appropriate. The success of any hedging activities by the Funds will depend, in part, upon the Adviser's ability to correctly assess the degree of correlation between the performance of the instruments used in the hedging strategy and the performance of the portfolio investments being hedged. Since the characteristics of many securities or other reference assets change as markets change or time passes, the success of the Funds' hedging strategy will also be subject to the Adviser's ability to continually recalculate, readjust and execute hedges in an efficient and timely manner. In addition, while the Funds may enter into hedging transactions to seek to reduce risk, such transactions may result in a poorer overall performance for the applicable Funds than if they had not engaged in such hedging transactions.

The Funds have been, and may continue to be, be affected by central counterparty clearing requirements and the Funds are exposed to various risks related to their clearing relationships

Certain derivatives instruments the Funds trade are required to be cleared through a central clearinghouse. Although transactions cleared through a clearinghouse reduce counterparty credit risk by substituting the clearinghouse as the counterparty to a swap and increase liquidity, use of a clearinghouse does not make swap transactions risk-free. These arrangements are subject to regulations in many jurisdictions, including market infrastructure regulations in the U.S., Canada, the European Union, the UK, and Japan. For example, Regulation (EU) No 648/2012 on OTC derivatives, central counterparties and trade repositories, as amended by Regulation (EU) 2019/834 ("EMIR") regulates the OTC derivatives market in Europe including, in particular, imposing mandatory central clearing, trade reporting and, for non-centrally-cleared trades, risk management obligations on counterparties. These regulatory requirements continue to apply in the United Kingdom ("UK"), following its departure from the EU on December 31, 2020, under EMIR as it forms part of UK domestic law by virtue of the EUWA ("UK EMIR"). These regulatory requirements continue to evolve and have resulted in significant administrative burdens and higher transactional costs for OTC derivative dealers who are subject to EMIR and/or UK EMIR. Such increased costs may be passed through to other market participants in the form of higher upfront and mark-to-market margin, less favorable trade pricing and possible new or increased fees. It is possible, therefore, that compliance with these regulations, which continue to evolve, will increase the costs of entry into derivatives transactions, constrain the Funds' flexibility in customizing derivatives transactions to meet their needs and impose a significant regulatory burden. Any of these could have a substantial negative effect on the Funds.

In addition, cleared transactions are generally required to be effected through clearing brokers. These arrangements generally require the Funds to transfer initial margin and variation margin to the clearing brokers and to transfer additional securities or cash to the clearing broker in the event that the value of the margin then held by the clearing broker in the

margin account falls below specified levels. Any failure to do so could result in termination of the Funds' clearing agreements and liquidation of the Funds' positions and could provide the clearing brokers with recourse against any of the Funds' assets held by the broker. If the clearing broker is unable to satisfy a substantial deficit in a customer account, its other customers may be subject to risk of a substantial loss of their funds in the event of that clearing broker's bankruptcy. In that event, the Funds, along with the clearing broker's other customers, are entitled to recover, even in respect of property specifically traceable to them, only a proportional share of all property available for distribution to all of that clearing broker's customers. The Funds may also be subject to the risk of the failure of, or delay in performance by, any exchanges and markets and their clearing organizations, if any, on which their cleared derivatives are traded.

In the United States, clearing brokers through which the Funds clear futures (as well as cleared swaps) are futures commission merchants ("FCMs") regulated by the CFTC. FCMs and clearinghouses holding margin of futures or cleared swaps customers are required to segregate the assets of customers from their own assets. If an FCM that holds the Funds' cleared derivatives account were to become insolvent, the clearinghouse will make an effort to move the Funds' futures positions to an alternate FCM, though it is possible that such transfer would fail, which would result in a total cancellation of the Funds' positions in the account; in such a case, if the Funds wished to reinstate such positions, they would have to re-initiate them with another FCM. A delay or failure in the Funds' ability to do so could result in the loss of hedging positions and expose them to greater risk. In the case of cleared swaps, the rules of the clearinghouses require, in the event of the insolvency of an FCM, that other members of the clearinghouse submit bids to take over the portfolio of the FCM, and would further require the clearinghouse to move the Funds' existing positions and related margin to an alternate FCM.

In the event of the insolvency of an FCM, the Funds' segregated assets should be protected from claims of other creditors of the FCM. However, there is a risk of loss of segregated assets in the event of fraud or misappropriation by the FCM, as well as other causes. In addition, while the clearinghouse is obligated to cover remaining losses from an FCM insolvency, the assets available to the clearinghouse may be insufficient for this purpose. As a result, the clearing of futures and cleared swaps creates exposure to risk of loss as a result of an FCM or clearinghouse insolvency, notwithstanding the segregation requirements.

Margin requirements for uncleared swaps may limit the Funds' ability to achieve sufficient exposure and prevent the Funds from achieving their investment objectives.

The CFTC and banking regulators, as well as regulators outside the United States, have adopted collateral requirements applicable to swaps that are traded bilaterally and not cleared by a clearinghouse ("uncleared swaps"). Although the Funds are not directly subject to uncleared swap margin requirements, they are indirectly subject to these requirements by virtue of transacting with registered swap dealers or security-based swap dealers. As a result, when the Funds deal with swap dealers or security-based dealers, the transactions are subject to daily marked-to-market, or variation margin, requirements, and collateral is required to be exchanged between the Funds and the counterparty to account for any changes in the value of such swaps.

The rules require registered swap dealers to collect from, and post to the Funds, variation margin (and initial margin in certain circumstances) for uncleared swap transactions.

In addition to the variation margin requirements, regulators have adopted initial margin requirements applicable to uncleared swaps where at least one party is a registered swap dealer. The initial margin rules require parties to an uncleared swap to post, to a custodian that is independent from the swap counterparties, collateral (in addition to any variation margin) in an amount that is either (i) specified in a schedule in the rules or (ii) calculated by the swap dealer counterparty in accordance with a model that has been approved by the swap dealer's regulator. When the initial margin for uncleared swap rules are applicable, the rules may impose significant costs on the Funds' ability to engage in uncleared swaps and may impair the Funds' ability to achieve their investment objectives or result in reduced returns. The Funds are subject to similar margin rules for uncleared swaps in other jurisdictions in which the Funds trade derivatives, particularly the European Union, the UK and Japan.

The uncleared swap margin rules impose a number of requirements on counterparties to an uncleared swap that are registered swap dealers, including requirements related to the timing of margin transfers, the types of collateral that may be posted, the valuations of such collateral, and the calculation of margin requirements. The rules also require the Funds to post uncleared swap margin collateral to an independent bank custodian. These rules may result in significant operational burdens and costs when the Funds engage in uncleared swaps and may impair the Funds' ability to achieve their investment objective or result in reduced returns.

Trading certain derivatives, including forward contracts, may expose the Funds to the risk of bank failure or non-performance, as well as other risks

The Funds engage in OTC derivative trading that subjects the Funds to certain risks, including, in addition to market risks, risks related to the regulation and potential failure of the banks and other counterparties the Funds transact with. The terms "swaps" and "security-based swaps" include a wide variety of derivative instruments in addition to those conventionally referred to as swaps (including certain forward contracts and options), and relate to a wide variety of underlying assets or obligations, including currencies, commodities, interest or other monetary rates, yields, indices, securities, credit events, loans and other financial obligations. Many types of OTC derivatives that the Funds trade, including forward contracts and certain options, have not historically been traded on exchanges and have not been standardized; rather, banks and dealers have acted, and continue to act, as principals in these markets, negotiating each transaction on an individual basis. Under the Dodd-Frank Act, many over-the-counter derivatives are or will be required to be traded on regulated trading facilities and cleared through regulated clearing houses. However, certain types of OTC derivatives, including, for example, deliverable foreign exchange and physical commodity forwards, may continue to be traded over-the-counter. As a result, the Funds will continue to be subject to the risks associated with these transactions, which are subject to less regulatory oversight. For example, there is no limitation on daily price movements and speculative position limits may not be applicable to certain types of derivative contracts. The principals that deal in the OTC derivative markets are not required to continue to make markets in the currencies or commodities or other reference assets they trade and these markets can experience periods of illiquidity, sometimes of significant duration. There

have been periods during which certain participants in these markets have refused to quote prices for certain currencies or commodities or other reference assets or have quoted prices with an unusually wide spread between the price at which they were prepared to buy and that at which they were prepared to sell. Disruptions can occur in any market traded by the Funds due to unusually high trading volume, political intervention or other factors.

Security-based swaps, which are defined as swaps on single securities or narrow-based baskets or indices of securities, are also subject to regulation. The SEC has adopted a number of rules for security-based swap dealers, including capital, margin and segregation requirements, and these requirements, as well as registration requirements, became effective in late 2021. The risks to the Funds associated with these requirements may continue to evolve as counterparties establish their related compliance policies.

With respect to OTC derivatives contracts, regulators in the United States, Canada, Europe, the UK and Japan have established laws and regulations relating to the recovery and resolution of financial institutions, respectively, which have the effect of limiting the Funds' ability to recover its collateral or other payment obligations owed to the Funds where the OTC bank or swap dealer faces impending failure or bankruptcy or enters into a proceeding under the relevant special resolution regime in the relevant jurisdiction. In particular, such regulations may require, in effect, that each Fund agree by contract (in order to continue to trade OTC derivatives) to give up any rights of early termination or recognize existing limits on termination rights under such special resolution regimes that the Fund would otherwise have in its ISDA Master Agreements in the case of the derivatives counterparties' insolvency or other resolution proceeding.

In effect, this contractual waiver by the Funds (which is now common and obligatory among all market participants) gives effect to, in certain circumstances, a stay on the rights of the Fund to close out trades against a relevant insolvent or failing OTC derivatives counterparty or to exercise default rights against a direct OTC derivatives counterparty that enters into a proceeding under the relevant special resolution regime. In certain circumstances, the stays could also be triggered by subsidiary or affiliate insolvency proceedings of the OTC bank or swap dealer in other countries. These stays may last two or more days and vary across jurisdictions. The effect of the stay could be to have a prudential or other regulator of the insolvent or failing OTC derivatives counterparty transfer the OTC derivatives positions to another solvent bank or swap dealer or an unaffiliated third party or bridge company that meets certain conditions, but this is not certain. If such transfer occurs, there is still risk that the Funds suffer losses of their assets held in OTC form because the transfer period may be long and of unspecified duration. During this transfer period the Funds may not terminate, or may be compelled to keep posting collateral on OTC positions that are in-the-money to the OTC bank or swap dealer. While the stay is intended to support the stabilization or orderly wind-down of the failing OTC derivatives counterparty through certain regulatory actions (such as the transfer of OTC positions to a solvent bank or swap dealer or an unaffiliated third party or bridge company to minimize systemic risk), such actions remain largely untested and it remains uncertain as to how the resolution of a bank or swap dealer is to work. The Funds may be able to terminate the OTC derivatives positions and attempt to replace the OTC trades on the expiry of the stay. However, in this instance, there is risk that the termination amounts for the terminated OTC

derivatives positions would not be received by the Funds, and that the replacement cost would move and the termination amounts would not cover such replacement costs.

Arrangements to trade OTC derivatives may be made with only one or a few banks, and liquidity problems therefore might be greater than if such arrangements were made with numerous banks. The imposition of credit controls by governmental authorities might limit such trading to less than that which the Adviser would otherwise recommend, to the possible detriment of the Funds. With respect to their trading of OTC derivatives with banks, if any, the Funds will be subject to the risk of bank failure and the inability of, or refusal by, a bank to perform with respect to such contracts. Any such default would deprive the Funds of any profit potential or hedging opportunity, or force the Funds to cover their commitments for resale, if any, at the current market price, and could result in a loss to the Funds.

Short selling exposes the Funds to the risk of theoretically unlimited losses. In addition, regulatory actions may curtail the ability of the Funds to effect their short selling strategy

Short selling involves selling securities that are not owned by the short seller and delivering borrowed securities to the purchaser, with an obligation to replace the borrowed securities at a later date. Short selling allows the investor to profit from a decline in market price to the extent such decline exceeds the transaction costs and the costs of borrowing the securities. The extent to which the Funds engage in short sales will depend upon each Fund's investment objective, the Adviser's investment strategy and opportunities. In certain cases, a short sale creates the risk of a theoretically unlimited loss, because the price of the underlying security could increase theoretically without limit. The potential for unlimited losses may be due to general market forces, such as increases in the price of a security sold short or a lack of stock available for short sellers to borrow for delivery. There can be no assurance that the Funds will be able to maintain the ability to borrow securities sold short. For example, the broker or other institution that lent the stock in question to the Funds may demand the return of the borrowed security. In addition, the Funds may be subject to a "short squeeze" resulting in significant increases in the market price of a stock. A short squeeze occurs, for example, when a company with a large short interest announces a positive development, the stock price rises causing short sellers on margin to cover, which pushes the stock price up further causing more shorts to cover, and so on. A short squeeze may push a stock price above its fair value until the shorts finish covering. As a result, the Funds may be required to replace securities previously sold short, with purchases on the open market at prices significantly greater than those at which the securities were sold short. As mentioned above, purchasing securities to close out a short position can itself cause the price of the securities to rise further, thereby exacerbating the loss. Until the security is replaced, the Funds are required to pay to the lender amounts equal to any dividends or interest that accrue during the period of the loan. In addition, to borrow the security, the Funds may be required to pay a premium, which would increase the cost of the security sold. Even if the Funds are not engaged in short selling, short selling in the markets in which they operate can increase volatility in those markets and the Funds may be negatively impacted as a result.

Following the economic crisis in 2008, a number of regulators issued emergency orders to temporarily ban short selling of any publicly traded securities, such as securities issued

by financial firms or government securities, and required institutional investment managers, including hedge fund managers, to report short positions on publicly traded securities. Several regulators have augmented these emergency measures with permanent rules intended to deter market abuses perceived to be connected with short selling. For example, the SEC has made permanent its temporary close-out requirement for sales of equity securities, as well as the penalties for failure to do so and has adopted Rule 201 under the Exchange Act, which restricts short selling when a stock has experienced a price decline of at least 10% in one day. Other jurisdictions have also enacted legislation imposing restrictions on short selling activities.

The European Union short selling regime and its equivalent in the United Kingdom (the “Short Selling Regulation”) requires private disclosure to the relevant local regulator (by midnight local time on the applicable dealing day) of net short positions in any stocks listed on regulated markets or multilateral trading facilities in the EU/UK that exceed 0.1% of the issued capital of the relevant issuer. Further disclosures are required as each subsequent 0.1% threshold is crossed, with any net short position that is equal to or exceeds 0.5% of the issued capital of the relevant issuer being made public to the market by the relevant regulator. Disclosures are also required at 0.1% incremental thresholds as a net short position decreases. The Short Selling Regulation also prohibits “naked” short sales of stocks listed on European markets, meaning that short sales of stocks are only permitted where the seller has borrowed the relevant stock or has entered into an agreement or arrangement to borrow it or has a reasonable expectation that settlement of the stock can be effected when due.

In addition, the Short Selling Regulation imposes restrictions on the creation of short positions in relation to EU/UK sovereign debt (including banning “naked” short sales of EU sovereign debt and prohibiting any persons, anywhere in the world, from entering into “uncovered” credit-default swap transactions in relation to EU/UK sovereign debt).

The SEC and other regulatory and self-regulatory authorities may consider or adopt additional rules in the future that further restrict and/or regulate short selling. It is impossible to know what, if any, further changes in regulations may occur, but any regulations which restrict the ability of the Funds to trade in securities, including through short selling strategies, could have a material adverse impact on the Adviser’s ability to implement the investment programs of the Funds.

The Funds may carry significant leverage in relation to their capital, which has the potential to increase losses. PSH has incurred indebtedness and may be able to incur substantially more indebtedness in the future, which could adversely affect its financial condition and increase the risks associated with carrying leverage

The Funds have the authority to borrow, trade on margin, utilize derivatives and otherwise obtain leverage from brokers, banks and others on a secured or unsecured basis. The Funds may utilize leverage to the extent deemed appropriate by the Adviser, and the amount of leverage utilized by the Funds may be significant. However, the Adviser generally does not expect the Core Funds to use a material amount of margin leverage. The use of margin leverage and the overall leverage of the Funds will depend on the investment strategies employed by the Funds and specific market opportunities. The Private Funds have no pre-determined limitations on the amount of leverage to be deployed in connection with their investment program; the total

leverage of the PSVII Funds is not expected to exceed 25% of their gross assets. While leverage presents opportunities for increasing the Funds' total returns, it has the effect of potentially increasing losses as well. Accordingly, any event which adversely affects the value of an investment by the Funds would be exacerbated to the extent the Funds are leveraged. The cumulative effect of the use of leverage by the Funds in a market that moves adversely to the Funds' investments could result in a substantial loss to the Funds that would be greater than if the Funds were not leveraged.

PSH has incurred indebtedness as a result of its issuance of the Notes and may incur additional indebtedness (secured and unsecured) in the future, including, without limitation, margin loans, provided that it complies with certain restrictive covenants contained in the indentures governing the Notes (the "Indentures") and the borrowing policy adopted by the PSH Board. Under the Indentures, PSH and its subsidiaries may not incur indebtedness (excluding hedging obligations or other derivative transactions and liabilities with respect to short sales) unless PSH's ratio of total indebtedness to total capital (defined as PSH's NAV plus total indebtedness) tested at the time of the incurrence would not exceed 1:3 on a pro forma basis after giving effect to the contemplated debt incurrence. If a key man event occurs, the terms of the Notes reduce the permitted ratio to 1:4. For this purpose, "total indebtedness" means the total amount of indebtedness of PSH and its consolidated subsidiaries (if any), plus, in respect of unconsolidated subsidiaries and affiliated special purpose vehicles ("SPVs") (if any), the amount of indebtedness of the relevant subsidiary or affiliated SPV on a proportionate basis. Total indebtedness however does not include margin indebtedness up to 10% of PSH's total capital. The total capitalization ratio relies on monthly estimates of PSH's net asset value, which are deemed to be final and binding for this purpose, are not based on audited financial statements and will not be restated or revised as a result of any audit. The indebtedness covenants in the Indentures are also subject to a number of exceptions, including PSH's ability to incur any indebtedness up to \$10 million. Under the borrowing policy adopted by PSH's Board, the borrowing ratio of PSH, defined for this purpose as the ratio of the aggregate principal amount of all borrowed money (including margin loans) of PSH to PSH's total assets (pursuant to the latest available annual or interim financial statements of PSH) shall in no event exceed 50% at the time of incurrence of any borrowing or drawdown. PSH's borrowing policy does not apply to and does not limit the leverage inherent in the use of derivative instruments. In addition, because the borrowing limit is determined by reference to PSH's total assets pursuant to its latest available annual or interim financial statements, in the event that PSH's total assets decrease after the relevant date, it is possible that the aggregate principal amount of borrowed money could exceed 50% of total assets as of the time of incurrence.

So long as PSH complies with the foregoing restrictions, PSH is entitled to incur a significant amount of indebtedness. A high level of indebtedness increases the risk that PSH may experience insufficient liquidity or may be unable to generate cash sufficient to pay amounts due in respect of its indebtedness or that it may be forced to liquidate a portion of its portfolio at inferior prices. PSH's indebtedness could also have significant effects on its business, such as: require PSH to dedicate a substantial portion of its cash flow to the payment of principal and interest on indebtedness, thereby reducing the availability of its cash flow to fund investment activities, operating expenses and other purposes; increase PSH's vulnerability to adverse changes in general economic, industry and competitive conditions; restrict PSH from capitalizing

on investment opportunities; and limit PSH's ability to borrow additional funds for working capital, additional investments, execution of its investment strategy or other purposes.

Margin borrowings may subject the Funds to additional risks

Whenever the Funds use financing extended by broker-dealers to leverage their portfolios, they may be subject to changes in the value that broker-dealers ascribe to a given security or position, the amount of margin required to support such security or position, the borrowing rate to finance such security or position and/or such broker-dealers' willingness to continue to provide any such credit to the Funds. A Fund could be forced to liquidate its portfolio on short notice to meet its financing obligations. The forced liquidation of all or a portion of a Fund's portfolio at distressed prices could result in significant losses to that Fund.

In particular, a Fund could be subject to a "margin call," pursuant to which that Fund would either be required to deposit additional funds or securities with the broker-dealer or suffer mandatory liquidation of the pledged securities to compensate for the decline in value. In the event of a sudden drop in the value of a Fund's assets, that Fund might not be able to liquidate assets quickly enough to satisfy its margin requirements.

The Funds may invest through affiliates and their investments may be subordinated to the claims of such affiliates' creditors

The Funds may effect certain investments through limited partnerships, limited liability companies, corporations or other vehicles sponsored or managed by the Adviser or third parties. For example, PSH has invested a portion of its capital in PSVII Master. The Funds will bear their pro rata share of the costs of operating such vehicle(s) but will not allocate any additional performance allocation, or pay any additional management fee, to the General Partners, the Adviser or their affiliates, as applicable, as a result of investment through such vehicles. A creditor having a claim that relates to a particular investment held by any such vehicle may be able to satisfy such claim against all assets of such vehicle, without regard to the participation rights of the Funds and other investors of such vehicle in the assets of such vehicle.

The Core Funds' portfolio turnover rates may be high, resulting in greater expenses

Portfolio turnover will not be a limiting factor in making investment decisions for the Core Funds and may vary from year to year, as well as within a year. Turnover rates may be high, which will likely result in higher brokerage and other transaction expenses than funds with lower portfolio turnover.

If the Funds lend their portfolio securities, they may experience losses or delays in the event of bankruptcy of the counterparty to the loan

The Funds may lend their respective portfolio securities (in which case the Funds will receive all revenues from such securities lending). By doing so, the Funds attempt to increase their income through the receipt of interest on the loan, in addition to the underlying dividends and other income from the securities. In the event of the bankruptcy of the borrower of the securities, the Funds could experience delays in recovering, or be unable to recover, the

loaned securities or the revenues from securities lending. To the extent that the value of the securities the Funds lend has increased, the Funds could experience a loss if those securities are not recovered.

The Funds' trading orders may not be timely executed

Each Fund's investment and trading strategies depend on its ability to establish and maintain an overall market position in a combination of financial instruments selected by the Adviser. A Fund's trading orders may not be executed in a timely and efficient manner due to various circumstances, including, for example, trading volume surges or systems failures attributable to that Fund, the Adviser, that Fund's counterparties, brokers, dealers, agents or other service providers or systemic market events beyond the Funds' or the Adviser's control. In such event, the Fund might only be able to acquire or dispose of some, but not all, of the components of such position, or if the overall position were to need adjustment, that Fund might not be able to make such adjustment. As a result, that Fund would not be able to achieve the market position selected by the Adviser, which may result in a loss. In addition, the Funds rely heavily on electronic execution systems (and may rely on new systems and technology in the future), and such systems may be subject to certain systemic limitations or mistakes or cybersecurity threats, causing the interruption of trading orders made by the Funds.

The Core Funds' foreign investments may be subject to various risks

The Core Funds may invest in securities trading in markets less mature than those of, for example, the United States, Canada or Europe. Securities markets in foreign countries often are not as developed, efficient or liquid as securities markets in the United States and, therefore, the prices of foreign securities can be more volatile. Investing in these securities involves particular risks, including:

- political and economic risks, such as expropriation and nationalization, the potential difficulty of repatriating funds and general social, political and economic instability;
- potential lack of liquidity and greater price volatility, which may affect, among other things, the ability to exit a position;
- the imposition of withholding or other taxes on interest, dividends, payments on certain derivative instruments, capital gains, other income or gross sale or disposition proceeds;
- fluctuations in the rate of exchange between currencies and costs associated with currency conversion;
- certain government policies that may restrict a Core Fund's investment opportunities or impose restrictions on the ability of issuers of foreign securities to make payments of principal and interest or dividends to investors located outside the country;
- lower quality accounting and financial reporting standards;
- a less effective regulatory environment;

- higher transaction costs of investing;
- absence of an independent judicial system and exposure to economic, political or nationalistic influences, resulting in difficulties in pursuing legal remedies or obtaining and enforcing judgments; and
- a less favorable environment for pursuing an activist investment strategy.

In addition, economic conditions, such as volatile currency exchange rates and interest rates, political events, military action and other conditions may, without prior warning, lead to the governments of certain countries, or the U.S. Government with respect to certain countries, prohibiting or imposing substantial restrictions through capital controls and/or sanctions on foreign investments in the capital markets or certain industries in those countries. Capital controls and/or sanctions may include the prohibition of, or restrictions on, the ability to own or transfer currency, securities, derivatives or other assets and may also include retaliatory actions of one government against another government, such as seizure of assets. Any of these actions could severely impair a Fund's ability to purchase, sell, transfer, receive, deliver or otherwise obtain exposure to foreign securities and assets, including the ability to transfer such Fund's assets or income back into the United States, and could negatively impact the value and/or liquidity of such assets or otherwise adversely affect the Fund's operations, causing the Fund's assets to decline in value.

While the volume of transactions effected on foreign stock exchanges has increased in recent years, it remains appreciably below that of the NYSE. Accordingly, the Fund's non-U.S. investments may be less liquid and their prices may be more volatile than comparable investments in securities in U.S. companies.

Governmental Intervention

Pervasive and fundamental disruptions undergone by global financial markets have in the past, and may in the future, lead to extensive and unprecedented governmental intervention, including conservatorship and the suspensions of short selling with respect to certain companies. Such intervention may be implemented on an "emergency" basis, suddenly and substantially eliminating market participants' ability to continue to implement certain strategies or manage the risk of their outstanding positions. In addition, some of these interventions may be unclear in scope and application, resulting in market uncertainty that may negatively affect the efficient functioning of the markets, as well as previously successful investment strategies. It is impossible to predict whether and when such governmental intervention may occur and any such governmental intervention may affect the success of the Funds' investment strategies and may cause the Funds to sustain significant losses.

The Funds' non-U.S. currency investments may be affected by fluctuations in currency exchange rates

The Funds may invest in instruments denominated in currencies other than the U.S. dollar. The Funds, however, value their securities and other assets in U.S. dollars. To the extent that the Funds' assets are not hedged, fluctuations in the U.S. dollar exchange rates will

affect the value of such investments and the effects of price changes of such assets in the various local markets and currencies.

Currency exchange rates may fluctuate significantly over short periods of time. Currency exchange rates generally are determined by the forces of supply and demand in the foreign exchange markets and the relative merits of investments in different countries, actual or perceived changes in interest rates and other complex factors. Currency exchange rates also can be affected unpredictably by intervention by the United States or non-U.S. governments or central banks, by the failure to so intervene or by currency controls or political developments in the United States or other countries.

Effect of redemptions on the Private Funds; different redemption terms

The Private Funds have received and may continue to receive redemption requests relating to a significant portion of their capital. As a consequence, the portfolios of the Core Funds may become out of balance and at any time differ significantly from those held by the other Core Funds, which may adversely affect the value of the investments of the remaining Core Fund investors. Substantial redemptions may also require such Private Funds to liquidate their positions more quickly than anticipated, which could adversely affect the value of both the interests or shares being redeemed and the remaining interests or shares, as applicable. In addition, in the event the Private Funds' capital is substantially reduced, it may make it more difficult for the Adviser to successfully deploy its investment strategies and for the Core Funds to generate investment profits (or recoup losses), and may even cause the affected Private Funds to liquidate positions prematurely. Substantial redemptions could also significantly restrict the Private Funds' ability to obtain financing or derivatives counterparties needed for their investment and trading strategies, which would have a further material adverse effect on their performance and may affect the performance of the other Core Funds. Under certain circumstances, the Adviser or General Partner, as applicable, may suspend or limit redemptions as it deems necessary in its sole discretion.

Investors in the Private Funds should take into account that interests acquired prior to January 1, 2006 have annual redemption rights. Investors with these interests represent approximately 6% of the Private Funds. In addition, the Adviser and its affiliates may redeem all or a portion of their interests in the Private Funds on a quarterly basis, provided that, if any redemption would cause the net asset value of such interest(s) in the Core Funds to fall below the \$50,000,000 in the aggregate (the "Minimum Adviser Investment"), all Private Fund investors will be given 45 days' prior written notice and the opportunity to redeem an amount proportionate to the amount being redeemed by the Adviser or its affiliates that would cause them to fall below the Minimum Adviser Investment relative to the Adviser's or its affiliates' own interest(s), at the same time. Therefore, Private Fund investors holding such pre-January 1, 2006 interests, and the Adviser and its affiliates, may redeem their interests or shares, as applicable, while other investors may not, which may, in the event of negative performance of the Core Funds, have an adverse effect on investors who are not able to redeem at such times. In addition, certain Private Fund redemption schedules are subject to a 45-day notice period prior to redemption while another redemption schedule is subject to a 65-day notice period prior to redemption. In the event of negative performance of the Core Funds in the period of time between the two redemption notice periods, investors with redemption schedules subject to the

45-day notice period may be able to act based on such negative performance of the Core Funds (or other factors) and redeem their capital, while investors with redemption schedules subject to the 65-day notice period may not.

Sanctions

The Funds' operations are or may become subject to economic sanctions laws and regulations of various jurisdictions. At any given time, whether under applicable law, by contractual commitment or as a voluntary risk management measure, a Fund may be required, or elect, to comply with various sanctions programs, including the Specially Designated Nationals and Blocked Persons List and Sectoral Sanctions programs administered by OFAC, the sanctions regimes administered by subsidiary organs of the United Nations Security Council, the Sanctions Orders of the Cayman Islands (including as extended to the Cayman Islands by Order of the government of the United Kingdom from time to time), and the Restrictive Measures adopted by the European Union. Some sanctions that may apply to a Fund prohibit or restrict dealings with particular identified persons. Other potentially applicable sanctions programs broadly prohibit or restrict dealings in certain countries or territories or with individuals and entities located in such countries or territories. In addition to such current sanctions, additional sanctions may be imposed in the future. Such sanctions may be imposed with little or no advance warning or "safe harbor" for compliance and may be ambiguous, including as to the scope of financial activities that regulators may ultimately deem to be covered by the sanctions. Sanctions may negatively impact the Funds' ability to effectively implement their investment strategies and have a material adverse impact on the Funds' investment programs. Sanctions may adversely affect the Funds in various ways, including by preventing or inhibiting the Funds, or the Adviser on the Funds' behalf, from making certain investments, forcing the Funds to divest from investments previously made, and leading to substantial reductions in the revenues, profits and value of companies in which the Funds have invested. In addition, if the Funds or the Adviser were to violate or be deemed in violation of any such sanction, they or it could face significant legal and monetary penalties. Depending on the scope and duration of a particular sanctions program, compliance by the Funds may result in a material adverse effect on the Funds and the investors' investments therein.

The advent and extent of sanctions may be difficult to anticipate. Further, such sanctions may have broader economic implications, such as influencing the price of oil and other commodities, which may have adverse effects on inflation and the value of the U.S. dollar, which may adversely affect investment objectives and strategies of the Funds.

Climate Change-Related Risks

The environmental effects of climate change, including rising temperatures, extreme weather, fires, flooding, erratic weather fluctuations, agricultural failures and displacement and destabilization of human populations, could have materially adverse effects on investments held by the Funds.

Regulatory changes and divestment movements tied to concerns about climate change could adversely affect the value of certain industries whose activities or products are seen as accelerating climate change, or ill-positioned in light of the economic and social demands

imposed by climate change. In recent years, certain investors have incorporated the business risks of climate change and the adequacy of companies' responses to climate change as part of their investment theses. These shifts in investing priorities may result in adverse effects on the trading price of the Funds' investments if investors determine that the company has not made sufficient progress on climate change and environmental sustainability matters whether or not climate change proves to be as severe as predicted or preventable.

The values of the Funds' investments whose performance is linked to assets and revenue streams that are exposed to climate change risk may readily be affected by both long-term, systemic effects of climate change, as well as severe environmental events whose occurrence is inherently unpredictable. Failure to appropriately integrate climate change risks into investment decisions or to manage climate risks to which the Funds' investments are exposed may have a material negative impact on the Funds' performance.

A cybersecurity breach could disrupt the Adviser's investment strategies and cause losses to the Funds

With the increased use of technologies such as the Internet and Artificial Intelligence to conduct business, the Adviser, the Funds, and their service providers, as well as exchanges and market participants through or with which the Funds trade, and other infrastructures and services on which the Adviser, the Funds, or their service providers rely, are susceptible to operational, information security and related risks.

The Adviser relies extensively on computer programs and systems (and may rely on new systems and technology in the future) for various purposes, including trading, clearing and settling transactions, evaluating certain investments, monitoring the Funds' portfolios and net capital and generating risk management and other reports that are critical to oversight of the Funds' investment activities. While the Adviser has implemented various measures to manage risks associated with cybersecurity breaches, including establishing business continuity plans and systems designed to prevent cyber-attacks, there are inherent limitations in such plans and systems, including the possibility that certain risks have not been identified. The Adviser's controls and procedures, business continuity plans, and data security systems could prove to be inadequate to prevent a cybersecurity attack from effecting these systems. In general, cyber incidents can result from deliberate attacks or unintentional events. Cybersecurity attacks are evolving and include, but are not limited to, malicious software, ransomware, attempts to gain unauthorized access to data, and other electronic security breaches that could lead to disruptions in critical systems of the Adviser, loss or corruption of data and misappropriation or unauthorized release of confidential, sensitive, or otherwise protected information, such as information regarding the Funds' investors and Funds' investment activities. Cyber-attacks may also be carried out in a manner that does not require gaining unauthorized access, such as causing denial-of-service attacks on websites (i.e., efforts to make network services unavailable to intended users).

Cyber security failures by or breaches of the Adviser and other service providers (including, but not limited to, fund accountants, custodians, transfer agents and administrators), and the issuers of securities in which the Fund invests, have the ability to cause disruptions and

impact business operations, potentially resulting in financial losses, interference with ability to calculate a Fund's NAV, impediments to trading, the inability of shareholders to transact business, violations of applicable privacy and other laws, regulatory fines, penalties, reputational damage, reimbursement or other compensation costs, or additional compliance costs. If such events were to materialize, they could lead to disclosure of sensitive information or loss of capabilities essential to the Funds' operations and could have a material adverse effect on their reputations and could lead to financial losses from remedial actions, loss of business, or potential liability. A cybersecurity breach resulting in the leak of a previously undisclosed Fund position while the Funds are still establishing the position could significantly increase the cost of acquiring any remaining portion of the position, which may prevent the Funds from accumulating the full size of the position and disrupt the Adviser's intended investment strategy. In addition, damage or interruptions to information technology systems may cause losses to the Funds by interfering with the processing of transactions, affecting the Adviser's ability to conduct valuations or impeding or sabotaging trading.

The Funds may also incur substantial costs as the result of a cybersecurity breach, including those associated with forensic analysis of the origin and scope of the breach, increased and upgraded cybersecurity to prevent future cyber incidents, identity theft, unauthorized use of proprietary information, litigation, adverse investor reaction, the dissemination of confidential and proprietary information and reputational damage. Any such breach could expose the Funds, the Adviser (which in turn may be indemnified by the Funds) and the General Partners to civil as well as regulatory inquiry and/or action. In addition, any such breach could cause substantial redemptions from the Private Funds. Investors could also be exposed to losses resulting from unauthorized use or dissemination of their personal information.

Furthermore, certain of the Adviser's operations are dependent upon services provided by third parties, including prime-broker(s), administrators, market counterparties and their sub-custodians and other service providers, whose services may depend on information technology systems that are vulnerable to cybersecurity breaches and, notwithstanding the diligence that the Adviser may perform on its service providers, the Adviser cannot control the cyber security plans and systems put in place by service providers, and the Adviser may not be in a position to verify the risks or reliability of such information technology systems.

Similar types of cybersecurity risks as those applicable to the Adviser and the Funds also are present for issuers of securities in which the Funds invest. A cybersecurity breach could affect the reputation, business and financial performance of such issuers and may result in material adverse consequences for such issuers, which would cause the Funds' investment in such securities to lose value.

Artificial Intelligence and Machine Learning Risks.

The emergence of recent technology developments in artificial intelligence and machine learning such as OpenAI and ChatGPT (collectively, "Machine Learning Technology") can pose risks to the Adviser, the Funds, and the Funds' investments. The Adviser may use Machine Learning Technology in various processes. The Adviser is likely to be exposed to the risks of Machine Learning Technology through third parties (including, but not limited to, the Adviser's

or the Funds' service providers or counterparties) that use Machine Learning Technology, and the Adviser may not always be aware of such use. The Adviser cannot necessarily control the manner in which products created and/or utilized by third parties are developed or maintained. Furthermore, due to the rapidly evolving nature of Machine Learning Technology and its widespread potential uses, the Adviser expects that its policies and procedures will continue to evolve in response to such unique challenges.

Machine Learning Technology is often highly reliant on the collection and analysis of large amounts of data, and in many instances it may not be possible or practicable to incorporate all potentially relevant data into the dataset that Machine Learning Technology utilizes or to evaluate the source and the reliability of the data being analyzed. Further, the outputs of Machine Learning Technology may be inaccurate or unreliable and are also susceptible to errors in such outputs' creation or subsequent analysis. Additionally, the use of Machine Learning Technology may involve (i) cybersecurity risks (including, but not limited to, the increased likelihood that the Adviser, the Funds, and the Funds' investments become a victim of cybercrime), (ii) threats to proprietary and confidential information, (iii) intellectual property violations, (iv) access to, or disclosure of, personal information in violation of applicable data protection laws, and (v) other risks that are not currently foreseen. Such inaccuracies, errors, risks, threats, and/or violations could have adverse impacts on the Adviser, the Funds, and the Funds' investments. Machine Learning Technology continues to develop rapidly, making it difficult to predict the future risks that may arise from such developments.

Political Uncertainty and Rise of Populist Political Movements

The rise of populist political movements, economic nationalist sentiments and other changes in the global political landscape have led and could lead to increasing political uncertainty and unpredictability globally. Among the attendant risks are greater regulatory uncertainty, including, for example, regarding the posture of governments with respect to (i) changes in the structure and regulation of public, private and quasi-governmental institutions with which the Funds may transact, (ii) taxation and international trade, and law enforcement, and (iii) other regulatory and political developments, in each case, that could have a material adverse effect on the Funds and their investments.

Certain legislation proposing greater regulation or taxation of the hedge fund industry periodically is considered by Congress, as well as the governing bodies in non-U.S. jurisdictions. It is impossible to predict what additional interim or permanent governmental restrictions may be imposed on the markets and/or the effect of such restrictions on the Funds' strategies. Any such regulation could also require increased transparency as to the identity of the investors in the Funds.

ITEM 9
DISCIPLINARY INFORMATION

There are no legal or disciplinary events that are material to a client's or prospective client's evaluation of the Adviser's advisory business or the integrity of the Adviser's management.

ITEM 10
OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

A. Broker-Dealer Registration Status.

The Adviser and its management persons are not registered as broker-dealers and do not have any application pending to register with the SEC as a broker-dealer or registered representative of a broker-dealer.

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

The Adviser and its management persons are not registered as, and do not have any application to register as, a futures commission merchant or associated persons of a futures commission merchant. The Adviser is registered as a commodity pool operator with the CFTC. Mr. Ackman and certain employees of the Adviser are registered with the CFTC as principals and associated persons of the Adviser.

C. Material Relationships or Arrangements with Industry Participants.

The Adviser may recommend from time to time for clients to make investments in Other Accounts. In addition, the GP is registered as an investment adviser with the SEC.

D. Material Conflicts of Interest Relating to Other Investment Advisers.

The Adviser does not recommend or select other investment advisers for its clients.

ITEM 11

CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING

A. Code of Ethics.

The Adviser has adopted a code of ethics (“Code of Ethics”), which is designed to foster compliance with applicable federal statutes and regulatory requirements, minimize circumstances that may lead to or give the appearance of conflicts of interest with clients, insider trading, or unethical business conduct as well as promote a culture of high ethical standards. Among other things, the Code of Ethics requires employees to disclose their personal securities holdings and transactions to the Adviser on a periodic basis and governs personal securities trading by the Adviser’s personnel.

No employee of the Adviser may purchase or sell any security, subject to certain exceptions (e.g., employees may purchase and sell shares issued by open-ended mutual funds, money market funds, U.S. Treasury bonds, commercial paper, certain exchange-traded funds and certain other securities). In addition, if any employee has any direct or indirect beneficial ownership in any non-excepted security as of the date he or she joined the Adviser, any sale of that security thereafter must be cleared, in advance and in writing, by the Adviser’s Chief Compliance Officer or her designee. Employees may not acquire securities issued in initial public offerings.

The Adviser’s personnel are permitted to invest in private limited offerings with the prior written approval of the Chief Compliance Officer. Mr. Ackman oversees the management of his family office, the mandate of which is to invest in real estate or other private investments, and Mr. Ackman, his family office and/or other of the Adviser’s personnel may make private investments from time to time. The Adviser does not expect that its employees’ participation in such investments will affect their ability to fulfill their obligations to or otherwise interfere with the Adviser’s operations. The Funds are not permitted to invest in these offerings, but certain of the Funds’ portfolio companies may enter into business arrangements, including transactions, with private companies owned by the Adviser’s personnel. In such an event, the Adviser’s conflicts committee will generally review the proposed arrangement and prescribe measures intended to mitigate any conflicts of interest that may arise.

The Adviser also maintains insider trading policies and procedures (the “Insider Trading Policies”) that are designed to prevent the misuse of material, non-public information. The Adviser’s Insider Trading Policies prohibit the Adviser and its personnel from trading for the Funds or themselves, or recommend trading, in securities of a company while in possession of restricted material, non-public information about the relevant issuer in violation of the law (“Inside Information”). By reason of its various activities, the Adviser may become privy to Inside Information or be restricted from effecting transactions in investments that might otherwise have been initiated. The Adviser has designed and implemented policies in order to comply with the requirements of the federal securities laws relating to insider trading. Among other things, those policies and procedures seek to control and monitor the flow of Inside Information (if any) to and within the Adviser, as well as prevent trading on the basis of Inside Information in violation of the law.

The Adviser's personnel are required to certify their compliance with the Code of Ethics and the Insider Trading Policies on a periodic basis.

Clients may request a copy of the Code of Ethics by contacting the Adviser at the address or telephone number listed on the first page of this document.

B. Securities in Which the Adviser or a Related Person Has a Material Financial Interest.

1. Rebalancing

Subject to certain terms and conditions and to the extent permitted by law and as deemed advisable by the Adviser, the Adviser has conducted and may in the future conduct rebalancing or internal cross-transactions among the Funds and Other Accounts sharing a similar investment strategy (if any). When that happens, one or more Funds or Other Accounts purchases securities or other financial instruments held by one or more of the other Funds or Other Accounts or sells securities or other financial instruments to one or more of the other Funds or Other Accounts. The Adviser effects these transactions pursuant to a methodology that is intended to result in the Funds and any Other Accounts, if applicable, generally holding such securities or other financial instruments on a proportionate basis relative to their respective Adjusted Net Asset Values. "Adjusted Net Asset Value" means, with respect to any Fund or Other Account, net asset value plus any accrued (but not crystallized) performance fee/allocation and the amount of any outstanding long-term debt, including the current portion thereof. The considerations described under "Allocation of Trades and Investment Opportunities" below, however, may result in a different methodology for the intended result of cross-transactions. In particular, the Adviser and its affiliates may take into account cash balances or cash requirements in each of the Funds (or any such Other Accounts).

In addition, the Adviser may abstain from effecting a cross-transaction or only effect a partial cross-transaction if it determines in its sole discretion that a cross-transaction or a portion thereof is not in the best interests of a Fund or Other Account (for example, because a security or financial instrument is held by such Fund or Other Account in the appropriate ratio relative to its Adjusted Net Asset Value, or because a security or financial instrument should be divested, in whole or in part, by the other Funds and Other Accounts) or as a result of tax, regulatory, risk or other considerations. As a consequence, the portfolio of investments held by a Fund may at any time differ significantly from those held by the other Funds or Other Accounts. In particular, the Adviser anticipates that given the closed-ended nature of PSH and the level of net redemptions in the Private Funds, PSH may hold a greater percentage of active investments with a resulting lower proportion of cash or cash equivalents or passive investments as compared with the Private Funds.

The Adviser effects these cross-transactions based on the then current independent market prices and consistent with valuation procedures established by the Adviser, which may vary from time to time. Neither the Adviser nor any of its affiliates receive any compensation in connection with cross-transactions. In addition, these cross-transactions are generally effected without brokerage commissions being charged.

2. Ramp-up Periods

At the inception of an investment vehicle, or upon the acceptance of a significant inflow of capital by a Fund or Other Account, the Adviser may effect an initial rebalancing or cross-transaction between the investment vehicle and the Funds or Other Accounts in accordance with the rebalancing policy described above.

In addition, at the inception of an investment vehicle, or upon the acceptance of a significant inflow of investor capital by a Fund or Other Account, until the subscription proceeds have been substantially invested (the “ramp-up period”), the Adviser may, in application of the allocation and rebalancing policies described herein, and as a result of having regard to cash balances or liquidity and other operational factors of the new investment vehicle, allocate to that vehicle certain securities and financial instruments in excess of the vehicle’s otherwise proportionate share of such securities and financial instruments.

3. Principal Transactions

To the extent that cross-transactions may be viewed as principal transactions due to the ownership interest in a Fund or Other Account by the Adviser and its personnel, the Adviser will either not effect such transactions or comply with the requirements of Section 206(3) of the U.S. Investment Advisers Act of 1940, as amended. The Adviser will notify the relevant Fund or Other Account (or an independent representative of that Fund or Other Account) in writing of the transaction and obtain the consent of that Fund or Other Account (or an independent representative of that Fund or Other Account).

C. Investing in Securities that the Adviser or a Related Person Recommends to Clients.

See Item 11(A) for a description of the Adviser’s personal trading policy.

D. Conflicts of Interest Created by Contemporaneous Trading.

1. Allocations of Trades and Investment Opportunities

It is the policy of the Adviser to allocate new investment opportunities fairly and equitably over time among the Funds and Other Accounts it manages. This means that a proposed investment opportunity will generally be allocated among those Funds and Other Accounts for which participation in the investment opportunity is considered appropriate, taking into account, among other considerations, (a) the risk-reward profile of the proposed investment opportunity in light of a Fund’s or Other Account’s objectives (whether such objectives are considered solely in connection with the specific investment opportunity or in the context of such Fund’s or Other Account’s overall holdings); (b) the potential for the proposed investment to create an imbalance in a Fund’s or Other Account’s portfolio; (c) cash balances, liquidity requirements of the Funds or Other Accounts or anticipated cash flows (including as a result of actual or anticipated subscriptions and redemptions or withdrawals, as applicable); (d) tax considerations; (e) regulatory restrictions that would or could limit a Fund’s or Other Account’s ability to participate in the proposed investment opportunity; and (f) any need to re-size risk in the Funds’ and Other Accounts’ portfolios.

The Adviser expects to allocate investment opportunities among the Funds and Other Accounts sharing a similar investment strategy (if any) on a proportionate basis pursuant to policies that are intended to result in the Funds (and any such Other Accounts) generally holding similar securities or other financial instruments relative to their respective Adjusted Net Asset Values. The considerations described above, however, may result in allocations among a Fund and one or more other Funds (or any such Other Accounts) to be made on a different basis. Similarly, as a result of the considerations described above, a Fund may increase its exposure to an existing investment position, while other Funds (or any such Other Accounts) may not participate in such increase, or vice versa. The allocation of investment opportunities may, in particular, take into account cash balances or cash requirements in the Funds (or any such Other Accounts), including as a result of actual or anticipated subscriptions or redemptions in these Funds or Other Accounts.

For purposes of its allocation policy, the Adviser may determine to treat more than one security and/or financial instrument as one single investment opportunity, if, among other things, the relevant securities or financial instruments are deemed by the Adviser to provide similar exposure to an investment.

2. Other Accounts

In addition to the PSVII Funds, the Adviser and its affiliates have in the past established, and may in the future establish Other Accounts to offer co-investment opportunities in one or more securities or financial instruments alongside the Core Funds to third parties selected by the Adviser in its sole discretion, including, without limitation, certain existing investors of the Funds and/or the existing Other Accounts. This may be the case, for example, where the Adviser and its affiliates propose to acquire a large position in an issuer (or a position in an issuer with a large market capitalization) without causing the Core Funds to become overly exposed to that issuer. Such vehicles may be privately or publicly offered and may offer different economic or other terms as compared to the Core Funds.

Each co-investment opportunity is likely to be different and allocation of each such opportunity will be dependent upon the facts and circumstances specific to that unique situation (such as, strategy, industry, size, and projected timeline of the investment). As a general matter, the Adviser, in allocating such opportunities to potential co-investors, expects to take into account various facts and circumstances including, but not limited to, whether a certain investor adds strategic value, industry expertise or other similar synergies, whether a potential investor has expressed an interest in evaluating such opportunities, whether the investor has the ability to review the co-investment opportunity and provide capital within the time frame required under the circumstances, whether a potential investor has a history of participating in co-investment opportunities with the Adviser, the size of the potential investor's interest to be held in the investment, whether the potential investor has demonstrated a long-term and/or continuing commitment to the potential success of the Adviser and the Core Funds, and such other factors that the Adviser deems relevant under the circumstances.

The Adviser retains the discretion to allocate investment opportunities among Other Accounts and the Core Funds in accordance with the considerations described herein. There is no pre-defined rule determining the percentage allocation between Other Accounts and

the Core Funds. As such, an Other Account may not participate in an opportunity allocated to the Core Funds that may yield a high return for the Core Funds or may participate in an opportunity that generates a significant loss. Similarly, it is possible that an Other Account accumulates securities and financial instruments at a faster or slower pace than the Core Funds or increases or maintains its exposure to an existing investment position while one or more Core Funds does not participate in such increase or decreases its exposure. In addition, given their specific purposes, such Other Accounts may be allocated more or less than their *pro rata* share of certain securities and financial instruments and there will be no rebalancing between such vehicles and the Core Funds. Conversely, upon a determination to wind-up an Other Account, such Other Account may divest its securities and financial instruments at a faster or slower rate than the Core Funds, or may do so at a time when the Core Funds are purchasing such securities and financial instruments.

The Core Funds may have established a position in an issuer prior to the launch of an Other Account or may invest in the issuer at the same time as such vehicle. In certain situations, certain Core Funds may also participate in the Other Account rather than or in addition to investing alongside it. To the extent, however, that a Core Fund is not eligible to participate in such a vehicle while other Core Funds are, the allocation will occur on a non-*pro rata* basis.

3. Order Aggregation and Average Pricing

The Adviser may, but is not obligated to, bunch orders for the purchase or sale of the same securities for the Funds and other clients of the Adviser and its affiliates, where the Adviser deems this to be appropriate, in the best interests of clients and consistent with applicable regulatory requirements. When a bunched order is filled in its entirety, each participating client, including the Funds, participates at the average price for the bunched order on the same business day, and transaction costs are shared *pro rata* based on each client's participation in the bunched order. When a bunched order is only partially filled, the securities purchased are allocated on a *pro rata* basis to each client participating in the bunched order based upon the initial amount requested for the client, subject to certain exceptions, and each participating client participates at the average share price for the bunched order on the same day.

ITEM 12 BROKERAGE PRACTICES

A. Factors Considered in Selecting Broker-Dealers for Client Transactions.

It is the Adviser's policy to place trades for the Funds with broker-dealers on the basis of seeking best execution and in doing so consider factors, including, but not limited to: confidentiality of trading activity; the quality of execution rendered by the broker-dealer; the broker-dealer's financial stability; the broker-dealer's reputation for diligence, fairness and integrity; the broker-dealer's expertise in the specific financial instrument or sector in which the Funds seek to trade; the broker-dealer's block trading and block positioning capabilities; the broker-dealer's willingness to execute difficult transactions; the broker-dealer's willingness and ability to commit capital; the broker-dealer's access to underwritten offerings and secondary markets; the broker-dealer's ongoing reliability; the overall costs of a trade; the nature of the security and the available market makers; the desired timing of the transaction and size of trade; the quality and usefulness of the broker-dealer's research services and investment ideas; the broker-dealer's ability to respond promptly during volatile markets; and other factors deemed appropriate by the Adviser. The Adviser may, but need not, solicit competitive bids and does not have an obligation to execute trades solely based on the lowest available commission cost or spread.

The Adviser selects counterparties for over-the-counter derivative trades consistent with the factors above. Such counterparties are evaluated qualitatively based on a review of ISDA terms, operational experience and trader experience. In addition, when selecting counterparties for trades in equity derivatives, the Adviser gives particular focus to the counterparty's financial strength and stability, its ability to commit capital and its willingness to agree to the Adviser's best practices regarding, among other topics, confidentiality, operational accuracy and safeguarding of the Fund's financial data, initial and variation collateral exchange obligations and legal and regulatory documentation in the Fund's confirmations to their ISDA Master Agreement. When selecting counterparties for non-delta one equity derivatives, the Adviser will also consider the counterparty's ability to price volatility risk and manage volatility risk over the term of the transaction. When selecting counterparties for non-equity derivatives, the Adviser will also give particular regard to the counterparty's expertise in the underlying asset class of the derivative, the nature of the trading risk to the counterparty and whether the product is cleared or not, or is required to be cleared, and if so, the effect on collateral at the broker clearing the trade.

When the Adviser, or the Funds, as applicable, is or may be deemed to be an "affiliate" of the underlying securities of an issuer, or when the Funds own "restricted securities" (each term as defined in Rule 144 under the Securities Act), block trade transactions may be executed with a prospectus, using broker dealers acting as underwriters, or they may be executed in reliance of an exemption from the prospectus delivery requirement as set forth in Rule 144 under the Securities Act. The Adviser may also execute block trade transactions when the "affiliate" or "restricted securities" rules do not apply, because the Adviser has determined that a large trade (usually in excess of a single day's trading volume) is in the best interest of the Funds. The factors that the Adviser considers in selecting a broker-dealer for block sale transactions are consistent with the

above enumerated considerations with a particular focus on the ability of the selected broker-dealer to execute the full size of the block trade or to render the diligence, speed and other services to the Funds that are associated with these block trades. Given the nature of these block trades, including additional services and the ability to locate demand for the block, the Funds may pay, from time to time, commissions that are in excess of ordinary course, small order, brokerage commissions. These block trade commissions will either be paid by the Funds directly or indirectly through a discount to the then current market price of the securities being sold. In each case, the Funds will only pay fees or commissions that are deemed by the Adviser to reflect the value of the services received by the Funds in these block trades.

1. Research and Other Soft Dollar Benefits

The Adviser may cause its clients to pay a broker or dealer that directly or indirectly provides eligible brokerage and research services that benefit the Adviser, or its other clients, a commission for effecting a securities transaction in excess of the lowest available commission cost; *provided* that: (i) the Adviser determines in good faith that the amount is reasonable in relation to the services in terms of the particular transaction or in terms of the Adviser's overall responsibilities with respect to the accounts as to which it exercises investment discretion; (ii) such payment is made in compliance with the provisions of Section 28(e) of the Exchange Act, other applicable state and federal laws and each Fund's respective governing documents; and (iii) in the opinion of the Adviser, the total commissions paid by each Fund will be reasonable in relation to the benefits to that Fund over the long term (including the cost to the Fund of acquiring such research independently). When the Adviser uses client brokerage commissions (or markups or markdowns) to obtain research or other products or services, it receives a benefit because it does not have to produce or pay for such products or services. The performance fee/allocation and the management fee are not reduced as a result of the receipt by the Adviser of research services. The Adviser places portfolio transactions for all of its clients. The brokerage and research services provided are not used solely for the particular clients which generated the brokerage commissions but are used to service all of the Adviser's clients.

Generally, research services provided by brokers may include information on the economy, industries, sectors, individual companies, statistical information, accounting and tax interpretations, political developments, legal developments affecting portfolio securities, technical market activity, pricing and appraisal services, credit analysis, risk measurement analysis, performance analysis, and analysis of corporate responsibility issues. Research services may be received in the form of written reports, telephone contacts, and meetings with security analysts. In addition, such research services may be provided in the form of access to various computer-generated data and computer software.

In some cases, research services are generated by third parties. In such circumstances, research prepared by a third party other than the broker that executed the transaction must be "provided by" a broker-dealer that is involved in "effecting" the trade for an account managed by the Adviser. For purposes of the Section 28(e) safe harbor, a broker-dealer is involved in "effecting" a trade where (i) it executes, clears or settles the trade, or (ii) performs at least one of the following four functions: (a) assumes financial responsibility for all customer trades until the clearing broker-dealer has received payment (or securities), *i.e.*, is at risk for the

customer's failure to pay; (b) makes and/or maintains records relating to customer trades required by the SEC and self-regulatory organizations; (c) monitors and responds to customer comments concerning the trading process; or (d) generally monitors trades and settlements. For purposes of the Section 28(e) safe harbor, a broker-dealer "provides" research where it either: (a) is legally obligated to pay for the research or (b) does the following: (1) pays the research preparer directly, (2) reviews the description of the product or service for red flags that indicate the service is not within the safe harbor and agrees with the Adviser to use commissions only to pay for those items that reasonably fall within the safe harbor, and (3) implements procedures to ensure that research payments are documented and paid for promptly. Where a broker-dealer performs only one function, it must take steps to see that the other functions have been reasonably allocated to another broker-dealer in the arrangement in accordance with SEC or self-regulatory organization rules.

If less than 100% of a product or service is used for assistance in the Adviser's decision-making process, the Adviser will consider the product as a "mixed-use" product. With mixed-use products, the Adviser will make a good faith allocation between the research and non-research benefits and will use commissions to pay for only that portion of the product used by the Adviser to formulate investment decisions and will use its own funds to pay for the portion of the product that is used for non-research purposes. With respect to "mixed-use" products, in making good faith allocations of costs between research and non-research benefits, a conflict of interest may exist by reason of the Adviser's allocation of the costs of such benefits and services between those that primarily benefit the Adviser and those that primarily benefit its clients. The Adviser may share research with its affiliates, including the GP.

2. Brokerage for Client Referrals

Neither the Adviser nor any related person receives client referrals from any broker-dealer or third party in consideration for brokerage services. However, subject to best execution, the Adviser may consider, among other things, capital introduction and marketing assistance with respect to investors in the Funds in selecting broker-dealers for the Funds.

3. Directed Brokerage

The Adviser does not recommend, request or require that a client direct the Adviser to execute transactions through a specified broker-dealer.

B. Order Aggregation.

Please see Item 11 (D) for a description of the Adviser's order aggregation procedures.

ITEM 13

REVIEW OF ACCOUNTS

A. Frequency and Nature of Review of Client Accounts or Financial Plans.

The Adviser performs various daily, weekly, monthly, quarterly and periodic reviews of each client's portfolio. These reviews are conducted by the Investment Principals.

B. Factors Prompting Review of Client Accounts Other than a Periodic Review.

A review of a client account may be triggered by any unusual activity or special circumstances.

C. Content and Frequency of Account Reports to Clients.

The Adviser generally provides annual audited financial statements within 90 or 120 days, as applicable, following the end of the applicable client's fiscal year end. In addition, the Adviser provides estimates of each Core Fund's performance on a weekly and monthly basis (or, with respect to PSH, NAV/share) and the PSVII Funds' performance on a monthly basis, and other information as the Adviser may, from time to time, deem advisable and desirable. Investors in the Private Funds and the PSVII Funds are also provided with capital account statements on a monthly basis.

ITEM 14
CLIENT REFERRALS AND OTHER COMPENSATION

A. Economic Benefits for Providing Services to Clients.

The Adviser does not receive economic benefits from non-clients for providing investment advice or other advisory services.

B. Compensation to Non-Supervised Persons for Client Referrals.

The Adviser may enter into arrangements with placement agents for introducing potential investors to the Funds or the Other Accounts. Neither the Adviser nor any related person directly or indirectly compensates any person who is not a supervised person, including placement agents, for client referrals.

ITEM 15 CUSTODY

The Adviser is deemed to have custody of client funds and securities because it has the authority to obtain client funds or securities, for example, by deducting advisory fees from a client's account or otherwise withdrawing funds from a client's account. Account statements related to the clients are sent by qualified custodians to the Adviser.

The Adviser is subject to Rule 206(4)-2 under the Advisers Act (the "Custody Rule"). However, it is not required to comply (or is deemed to have complied) with some requirements of the Custody Rule with respect to each Fund because it complies with the provisions of the so-called "Pooled Vehicle Annual Audit Exception," which, among other things, requires that each Fund be subject to audit at least annually by an independent public accountant that is registered with, and subject to regular inspection by, the Public Company Accounting Oversight Board, and requires that each Fund distribute its audited financial statements to all investors within 120 days of the end of its fiscal year.

ITEM 16
INVESTMENT DISCRETION

The Adviser or an affiliate of the Adviser entered into an investment management agreement, or similar agreement, with each Fund, pursuant to which the Adviser or an affiliate of the Adviser was granted discretionary trading authority.

The Adviser's investment decisions and advice with respect to each Fund are subject to each Fund's investment objectives and guidelines, as set forth in its offering documents.

ITEM 17

VOTING CLIENT SECURITIES

In accordance with SEC requirements, the Adviser has adopted Proxy Voting Policies and Procedures (the “Proxy Policies”) to address how the Adviser will vote proxies that it receives for the Funds’ portfolio investments. The Proxy Policies seek to ensure that the Adviser votes proxies (or similar instruments) in the best interests of the Funds and ahead of the Adviser’s interests, including when there may be conflicts of interest in voting proxies. The Adviser does not anticipate any conflicts of interest between the Adviser and the Funds in terms of proxy voting. If the Adviser, however, encounters an identifiable conflict of interest with respect to a particular vote, with sufficient time before a vote, the Adviser’s Chief Compliance Officer or conflicts committee will determine how to vote the proxy consistent with the best interests of the Funds and in a manner not affected by the conflict of interest. The conflicts committee may opt for a voting procedure by which guidance is sought from outside legal counsel on matters involving a conflict of interest. Clients may not direct the Adviser’s proxy voting but may obtain a copy of the Proxy Policies and/or information regarding how the Adviser voted proxies for particular portfolio companies by contacting the Adviser.

ITEM 18
FINANCIAL INFORMATION

The Adviser is not required to include a balance sheet for its most recent fiscal year, is not aware of any financial condition reasonably likely to impair its ability to meet contractual commitments to clients, and has not been the subject of a bankruptcy petition at any time during the past ten years.

ITEM 19
REQUIREMENTS FOR STATE-REGISTERED ADVISERS

Not applicable.