

Part 2A of Form ADV: Firm Brochure

MS Capital Partners Adviser Inc.

as Adviser to

North Haven Alternative Insurance Fund A Series of SALI Multi-Series Fund, L.P.

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March 30, 2024

This Brochure provides information about the qualifications and business practices of MS Capital Partners Adviser Inc. (the “Adviser”), as subadviser to the Fund (as defined in Item 4 below). If you have any questions about the contents of this Brochure, please contact Morgan Stanley Investment Management Investor Services at (212) 761-7160 or email MSPCE@seic.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 a registered investment adviser. Registration of an investment adviser does not imply any level of skill or training. The oral and written communications of an adviser provide you with information that you may find useful in deciding to hire or retain an adviser (or invest in a fund or product advised by the adviser).

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

Item 2 – Material Changes

We provide this brochure to our clients as well as limited partners of North Haven Alternative Insurance Fund A Series of SALI Multi-Series Fund, L.P. and its related funds and vehicles (collectively, the “Limited Partners”).

There have been no material changes since the last annual update of this Brochure, dated March 31, 2023. However, Item 5 has expanded upon the description of fees and compensation, Item 8 has expanded upon the description of potential investment risk factors and Items 10 and 11 have expanded upon the description of financial industry affiliations and potential conflicts of interest.

We will provide clients and Limited Partners with a new Brochure as necessary based on material changes or new information, or at any time, without charge, upon request.

Our Brochure may be requested by contacting Morgan Stanley Investment Management Investor Services at (212) 761-7160 or email MSPCE@seic.com.

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Item 4 – Advisory Business

The Adviser was formed in 2008 and registered with the SEC under the Investment Advisers Act of 1940, as amended (the “Advisers Act”), in 2008.

The Adviser is a wholly-owned indirect subsidiary of Morgan Stanley. As of December 31, 2023, the Adviser had approximately \$27,265,226,001 of regulatory assets under management, all of which are managed on a discretionary basis.

The Adviser, in its capacity as subadvisor to North Haven Alternative Insurance Fund A Series of SALI Multi-Series Fund, L.P. (together with any other related parallel, co-investment and feeder vehicles, “NH Alternative Insurance Series” or the “Fund”), provides certain discretionary investment management/allocations, advisory, and administrative services to the Fund. The Fund’s investment objective is to provide diversified access to a range of investments (“Portfolio Investments”) in the form of commitments and/or subscriptions to various underlying funds, which may be managed by Morgan Stanley or its affiliates, across a range of asset classes and investment strategies and may include commitments and/or subscriptions to investments in such funds and secondary purchases of interests and co-investments (the “Invested Portfolio”). The Fund may also invest in liquid investments, which may include investments in one or more Morgan Stanley-sponsored products providing suitable liquidity (the “Liquid Portfolio” and, together with the Invested Portfolio, the “Portfolio Funds”).

The Fund is a series of SALI Multi-Series Fund, L.P. (the “Partnership”). SALI Fund Management, LLC (the “Investment Manager”) provides discretionary investment management advice to the Partnership. The Investment Manager has full discretion and authority to manage the investment of all funds and assets of the Partnership and has appointed the Adviser as subadvisor to the Fund and delegated certain investment management services related to the Fund to the Adviser. This appointment gives the Adviser substantial discretionary authority to direct the allocation and investment of the Fund’s assets in the Liquid Portfolio and Invested Portfolio, as well as to make other managerial decisions regarding the Portfolio Funds, while SALI Fund Partners, LLC (the “General Partner”), an affiliate of the Investment Manager, retains ultimate authority over the Fund and is responsible for its day-to-day operations. In addition, BlackRock (the “Liquid Portfolio Manager”) manages the Liquid Portfolio with a goal of creating a portfolio that considers liquidity, preservation of capital and returns. The Adviser retains the authority to allocate the capital of the Fund across the Portfolio Funds, including allocations to the Liquid Portfolio, and to instruct the Liquid Portfolio Manager as necessary to ensure that the Fund’s portfolio is sufficiently liquid to satisfy capital calls from Portfolio Funds and otherwise effectively administer the Fund.

The activities of the Adviser described in this Brochure may be performed by the Adviser or by one of its affiliates that acts as the subadvisor of the Fund.

Item 5 – Fees and Compensation

Certain fees and other compensation described herein are subject to negotiation with investors. The Adviser is not required to inform, or offer any similar arrangements to, any other client or investor, except as agreed with each such person or as required by applicable law.

Management Fees

The Adviser will generally receive from the Fund a quarterly management fee (the “Management Fee”) equal to 0.15% per annum of the net asset value of the Fund (which net asset value will be calculated less any fees and expenses paid by the Fund in the relevant quarter). A Limited Partner admitted to the Fund after the commencement of a quarter will be subject to a pro rata portion of the Management Fee for such quarter based upon the portion of the quarter during which it was admitted. The Investment Manager will pay the Management Fee to the Adviser out of the investment management fee that it receives from the Fund. The Management Fee is payable quarterly in advance. While the General Partner may establish different management fees for the Fund in its discretion, any reduction in the Management Fee is subject to the consent of the Adviser.

The Management Fee will be in addition to any other management or advisory fees charged by the investment manager or adviser, as applicable, at the Portfolio Fund level, which may be an affiliate of the Adviser, of the related Portfolio Fund, as well as any other management or advisory fee, catch-up fee, liquid portfolio management fee, or other fees at the Fund level. The management fee charged at the Portfolio Fund level varies depending on the structure and type of Portfolio Fund. Gross management fees for Portfolio Funds managed by Morgan Stanley generally range from 1.0% to 2.0% based on committed capital during a Portfolio Fund’s investment period and on invested capital thereafter. The management or advisory fee paid to the Liquid Portfolio Manager will also be in addition to the Management Fee.

Carried Interest

While the Adviser is not entitled to receive carried interest with respect to the Fund or the Limited Partners, the Adviser and its affiliates, in their capacities as investment manager, general partner or similar managing entity of the Portfolio Funds, as applicable, are expected to receive carried interest, incentive allocations and/or incentive fees from such Portfolio Funds in accordance with the relevant governing documents. Generally, with respect to Portfolio Funds managed by Morgan Stanley, the general partner of a given Portfolio Fund is entitled to carried interest that entitles it to 10%-20% of the net profits realized by the limited partners from the Portfolio Fund investments, subject to a 7%-9% annually compounded performance hurdle and a catch-up allocation to the general partner of a given Portfolio Fund after the hurdle has been reached. Except as provided in the relevant governing documents of each Portfolio Fund, the Fund will not receive the benefit of any of the foregoing fees/allocations received by Adviser and its affiliates.

Expenses

The Fund may also bear certain out-of-pocket expenses incurred by the Adviser and/or its affiliates in connection with the services it provides to the Fund. The payment of such expenses by the Fund does not represent a source of profit for the Adviser, but rather is a reimbursement of actual costs initially paid by

the Adviser (or its affiliates) and subsequently passed through to the Fund. The most common expenses include (i) expenses incurred in connection with identifying, evaluating, structuring and negotiating any potential Portfolio Investment and the acquisition, management, holding, sale, proposed sale or valuation of any Portfolio Investment; (ii) ordinary administrative expenses, including fees of auditors, attorneys, appraisers, tax advisors, valuation experts, data providers, custodians and other professionals auditing, accounting, banking, consulting, data systems and custodial expenses (including expenses paid to the Adviser or to any of its affiliates for services rendered on an arms-length basis in connection with the Fund's affairs); (iii) expenses incurred in connection with legal and regulatory compliance with U.S. federal, state, local, non-U.S. and other law and regulation related to the Fund's affairs, including regulatory filings of the Adviser; and (iv) the Fund's allocable share of all fees and expenses of the Portfolio Funds in accordance with each Portfolio Fund's governing documents, including the Fund's pro rata portion of any third-party expenses incurred by a Portfolio Fund in connection with transactions that are not consummated by such Portfolio Fund.

Item 12 further describes the factors that the Adviser considers in selecting or recommending broker-dealers for client transactions and determining the reasonableness of their compensation (e.g., commissions).

Placement Agent Fees

Broker-dealers at least one of which is affiliated with the Adviser acted as placement agents to assist in the placement of interests in the Fund or in a Portfolio Fund to certain investors in a Portfolio Fund (the "Clients"). Placement Fees will not be borne by the Fund or a Portfolio Fund, but such affiliates may be paid additional compensation by the Clients in connection with the sale, distribution, retention, and/or servicing of the interests, the cost of which will be borne by the Clients in addition to their capital commitments to the Fund or a Portfolio Fund. The potential for placement agents that are affiliates of Morgan Stanley (the "Placement Agents") to receive compensation in connection with a Client's investment in the Fund or a Portfolio Fund presents a potential conflict of interest in recommending that such Client purchase interests in the Fund or a Portfolio Fund.

The prospect of receiving, or the receipt of, additional compensation as described above by the Placement Agents provides such Placement Agents and/or their salespersons with an incentive to favor sales of interests in a Portfolio Fund and interests in funds whose affiliates make similar compensation available over sales of interests in funds (or other fund investments) with respect to which the Placement Agent does not receive additional compensation, or receives lower levels of additional compensation. Prospective investors in the Fund or a Portfolio Fund should take such payment arrangements into account when considering and evaluating any recommendations relating to interests. Morgan Stanley employees involved in the marketing and placement of the interests are not acting as tax, financial, legal or accounting advisors to prospective investors in connection with the offering of the interests. Prospective Limited Partners must independently evaluate the offering and make their own investment decisions.

Fees, carried interest and expenses may be deducted or otherwise allocated from the Fund's assets by the General Partner and/or Adviser as and to the extent set forth in the limited partnership agreement of the Partnership, the Governing Documents (as defined below) and any point of sale letter or other

communication between a placement agent and a Limited Partner with respect to the placement agent's specific placing of Interests with that Limited Partner.

See "Affiliates Acting as Fundraising Broker-Dealers" in Item 10 below.

Referral Fees

From time to time, affiliates of the Adviser may refer or introduce a counterparty to a Portfolio Fund in respect of certain transactions. Such affiliates may receive compensation (e.g., finder's fee) from such Portfolio Fund, not from the counterparty. Such compensation would not offset or reduce the management fees payable by the Fund and would not otherwise be shared with the fund unless required by the Governing Documents. In addition, the Adviser may enter into arrangements pursuant to which it compensates third parties for gathering assets into the Fund. Any fees charged to, or expenses incurred by, the Adviser in connection with such arrangements will not be charged to the Fund.

Co-Investments

The terms of a co-investment applicable to one co-investor may be different than the terms applicable to another co-investor, including that certain co-investors may be required to pay a carried interest and/or management fees while other co-investors (including affiliates of Morgan Stanley) may not be required to pay such amounts. The Adviser or its affiliates may or may not charge management fees, one time funding fees, administration fees and/or carried interest in respect of co-investments, subject to the terms of any applicable agreements with investors. In addition, Morgan Stanley may, in certain circumstances, be incentivized to offer certain potential co-investors (including, by way of example, as a part of an overall strategic relationship with Morgan Stanley) priority to co-investment opportunities or to co-invest on more favorable terms than other potential co-investors due to the amount of performance-based compensation or management fees paid by the co-investor receiving the priority allocation or better terms (as well as any additional discounts or rebates avoided by allocating co-investments to such co-investor) or other aspects of such co-investor's relationship with Morgan Stanley. The allocation of any co-investment opportunities may directly or indirectly benefit the Adviser or its affiliates as a result of, among other things, the receipt of any such fees or carried interest, capital commitments to the Fund and/or the Portfolio Funds and capital commitments to other Affiliated Investment Accounts (as hereinafter defined). Unless otherwise required by applicable law, co-investors in one or more specific investments will generally not be required to share in broken-deal expenses that are paid by the Fund or such Portfolio Fund, either with respect to a co-investment opportunity that is not consummated or with respect to other potential investments that may be offered to the Fund and/or such Portfolio Fund, which has the effect of increasing the portion of such expenses that are allocated to the Fund. The performance of co-investments is not aggregated with that of the Fund and/or the Portfolio Funds, including for purposes of determining the Adviser's management fees under the sub-advisory agreement or the governing documents of such Portfolio Fund, as applicable. See also "Allocation of Co-Investment Opportunities" in Item 11 below for additional information on the allocation of co-investment opportunities.

Disparate Fee Arrangements with Service Providers

Certain advisors and other service providers to the Fund and/or the Portfolio Funds (including

accountants, administrators, lenders, bankers, brokers, agents, attorneys, consultants, and investment or commercial banking firms), and/or their affiliates, also provide goods or services to or have business, personal, political, financial or other relationships with Morgan Stanley, the Adviser, or their affiliates. Such advisors and other service providers may be investors in the Fund and/or the Portfolio Funds, affiliates of the Adviser, sources of investment opportunities or co-investors or counterparties therewith. These other services and relationships may influence the Adviser in deciding whether to select or recommend such a service provider to perform services for the Fund and/or any Portfolio Fund (the cost of which generally will be borne by the Fund or such Portfolio Fund, as applicable, and, indirectly, the Limited Partners). In certain circumstances, advisors and other service providers, or their affiliates, may charge different rates or have different arrangements for services provided to Morgan Stanley, the Adviser or their affiliates as compared to services provided to the Fund and/or the Portfolio Funds, which may result in more favorable rates or arrangements than those payable by the Fund and/or a Portfolio Fund. Item 10 further describes material relationships with Morgan Stanley and other affiliated entities.

The confidential offering memorandum (as supplemented from time to time), partnership agreements, investment management or advisory agreements, and other appropriate documentation for the Fund (collectively, the ‘Governing Documents’) include further details on fees, compensation, expenses, and related matters, which should be reviewed carefully by potential investors in the Fund.

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

As described in Item 5, the Adviser entered into performance-based compensation arrangements with qualified clients and such fees are subject to individualized negotiation with each such client. The Adviser structured any performance-based compensation arrangement subject to Section 205(a)(1) of the Advisers Act in accordance with one or more of the available exemptions thereunder, including the exemption set forth in Rule 205-3. Performance-based compensation arrangements create an incentive for the Adviser and its personnel to select or recommend certain investments or the timing of exits to maximize or accelerate the receipt of such compensation, and to propose or make more speculative investments on behalf of the Fund than it would otherwise propose or make. Such fee arrangements also create an incentive to favor higher fee paying accounts over other accounts, including in connection with the allocation of investment opportunities. The Adviser has implemented procedures designed to ensure that all clients are treated fairly and equitably, and to prevent this incentive from influencing the allocation of investment opportunities among clients. See “Allocation of Investment Opportunities” in Item 11 below for additional information on the allocation of investment opportunities.

Please see Item 5 for further information regarding performance-based compensation charged by the Adviser, the Fund’s general partner or their affiliates.

Item 7 – Types of Clients

The Adviser provides portfolio management services to pooled investment vehicles. Most of these pooled investment vehicles are not subject to registration under the Investment Company Act of 1940, as amended (the “Investment Company Act”). Generally, the minimum investment amount varies among the Portfolio Funds that comprise the Fund. The General Partner reserves the right to waive any minimum investment requirement in its discretion.

Limited Partner interests in the Fund (the “Interests”) may be purchased only by certain eligible investors who are (i) segregated accounts of “insurance companies” within the meaning of section 816(a) of the U.S. Internal Revenue Code of 1986, as amended (the “Tax Code”), provided that (a) such insurance company maintains “variable contracts” as defined in section 817(d) of the Tax Code in which all or part of the amounts received under the contract must be segregated from the general asset accounts of the insurance company and (b) the insurance company invests only assets held in such segregated asset accounts in the Fund (the “Insurance Company Investors”) and (ii) insurance dedicated funds whose sole investors are Insurance Company Investors.

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

Investment Strategies

The Fund’s investment objective is to provide diversified access to Portfolio Investments in the form of commitments and/or subscriptions to the Invested Portfolio, as well as creating a portfolio that considers liquidity, preservation of capital and returns via the Liquid Portfolio. The Adviser expects to utilize the Liquid Portfolio as a funding source in respect of the Fund’s commitments to Portfolio Funds that are part of the Invested Portfolio. The Adviser has the ability, in its sole discretion, to allocate and invest the Fund’s assets in the Liquid Portfolio and Invested Portfolio in accordance with the investment mandate and diversification requirements as set forth in Governing Documents. The Adviser’s main sources of information is due diligence conducted by the general partners and/or investment managers of the Portfolio Funds, many of which are associated with Morgan Stanley, and investment opportunities are often generated through contacts with employees of Morgan Stanley, industry executives and established business relationships. The Adviser’s analysis of potential investment opportunities includes evaluating the potential returns and risks associated with such investments (including legal, tax, accounting and environmental issues), as well as regularly monitoring the value of such investments. The regional investment teams assess the impact of various macro and microeconomic shifts on potential investments and make recommendations to the Adviser on strategies to maximize the value of investments.

Methods of Analysis

Sourcing and Preliminary Evaluation

The Adviser will seek to allocate the capital of the Fund across a range of underlying Morgan Stanley-sponsored Portfolio Funds and will make investment allocation decisions in its sole discretion (subject to the investment guidelines and diversification requirements set forth in the Governing Documents and other governing documents of the Fund). The team of investment professionals for the Fund (the “Investment Team”) intends to construct a diversified portfolio of investments across a range of industries and asset classes, including but not limited to private equity, real estate, energy, credit, opportunistic, infrastructure and expansion equity. The Adviser has established portfolio target guidelines that seek to establish a well-balanced portfolio, in respect of the number of investments, asset class and geography. The Investment Team expects to source the majority of its investment leads from Morgan Stanley’s internal network, primarily Morgan Stanley Investment Management (“MSIM”).

In addition, each Portfolio Fund advised by the Adviser or an affiliate also consults with a Portfolio Fund-specific investment management team, which sources and evaluates investments based on their suitability for such Portfolio Fund. Certain members of the Investment Team may also participate on the investment management teams for the Portfolio Funds.

The investment committee of the Fund (the “Investment Committee”), which includes senior members of the various areas of MSIM, may also participate in sourcing opportunities for the Fund.

An initial review of each investment opportunity will be carried out by the Investment Team to determine whether it is consistent with the Fund’s investment objectives and diversification requirements in terms of current availability, size, geography, asset class, liquidity, and governance and risk/reward characteristics. If the opportunity fits the Fund’s objectives and diversification requirements, the Investment Team will

conduct a more in-depth review of the opportunity, leveraging on the deep investing and structuring expertise of the Investment Team, as well as the extensive expertise of internal and external contacts. As part of the diligence and analysis process subject to Morgan Stanley's information barrier policies, the Adviser may draw upon the expertise and advice of professionals from Morgan Stanley's investment businesses and other groups within the firm, which may include leveraging the expertise of other fund managers with various asset class/industry expertise within MSIM.

Investment recommendations made by the Investment Team will be reviewed by the Investment Committee.

Due Diligence

The Adviser generally relies on the due diligence conducted by the general partner and/or investment manager of the Portfolio Funds in which the Fund's assets are invested. Such general partner and/or investment manager will typically conduct due diligence that they deem reasonable and appropriate based on the facts and circumstances applicable to each investment. Outside consultants, legal advisors, accountants, investment banks and other third parties may be involved in the due diligence process to varying degrees depending on the type of investment. Such involvement of third-party advisors or consultants may present a number of risks primarily relating to the Adviser's reduced control of the functions that are outsourced. When conducting due diligence and making an assessment regarding an investment, the Adviser and/or its affiliates will rely on the resources available to them, including information provided by the target of the investment and, in some circumstances, third-party investigations. Conduct occurring at Portfolio Funds and the underlying portfolio companies, even activities that occurred prior to the Fund's investment therein, could have an adverse impact on the Fund.

Risk Considerations Associated with Investing - In General

All investing involves a risk of total or partial loss, and the investment strategy offered by the Adviser could lose money over short or even long periods. A potential investor should not invest in the Fund or product advised by the Adviser unless the investor is able to withstand a total loss of its investment. The following is a non-exhaustive description of risks associated with investments generally and/or may apply to one or more types of investment technique.

- **General Economic and Market Risks.** The Fund's investments may be affected by general economic and market conditions, such as interest rates, availability of credit, inflation rates, economic uncertainty, changes in laws, and national and international political circumstances. These factors may affect the level and volatility of security prices and liquidity of the Fund's investments. Unexpected volatility or lack of liquidity, such as the general market conditions that have prevailed recently, could impair the Fund's profitability or result in its suffering losses. Economies and financial markets throughout the world are becoming increasingly interconnected, which increases the likelihood that events or conditions in one country or region will adversely impact markets or issuers in other countries or regions.
- **Cyber Security-Related Risks.** The Adviser is susceptible to cyber security risks that include, among other things, theft, unauthorized monitoring, release, misuse, loss, destruction or

corruption of confidential and highly restricted data; denial of service attacks; unauthorized access to relevant systems, compromises to networks or devices that the Adviser and its service providers, if applicable, use to service the Fund; or operational disruption or failures in the physical infrastructure or operating systems that support the Adviser or its service providers, if applicable.

Cyber-attacks against, or security breakdowns of, the Adviser or its service providers, if applicable, may adversely impact the Adviser and the Fund, potentially resulting in, among other things, financial losses; the Adviser's inability to transact business on behalf of the Fund; violations of applicable privacy and other laws; regulatory fines, penalties, reputational damage, reimbursement or other compensation costs; and/or additional compliance costs. The Adviser may incur additional costs related to cyber security risk management and remediation. In addition, cyber security risks may also impact portfolio companies in which the Adviser invests on behalf of the Fund, which may cause the Fund's investment in such portfolio companies to lose value. There can be no assurance that the Adviser or its service providers, if applicable, will not suffer losses relating to cyber-attacks or other information security breaches in the future. While the Adviser has established business continuity and risk management systems seeking to address system breaches or failures, there are inherent limitations in such plans and systems.

- **Epidemics and Pandemics.** Many countries have experienced outbreaks of infectious illnesses in recent decades, including swine flu, avian influenza, SARS and 2019-nCoV ("COVID-19"). In December 2019, an initial outbreak of COVID-19 was reported in Hubei, China. In March 2020, the World Health Organization declared the COVID-19 outbreak a global pandemic. The outbreak of COVID-19 resulted in numerous deaths, adversely impacted global commercial activity, and contributed to significant volatility in certain equity, debt, derivatives and commodities markets.

Any public health emergency, including any outbreak of COVID-19, SARS, H1N1/09 flu, avian flu, other coronavirus, Ebola or other existing or new epidemic diseases, or the threat thereof, could negatively impact the Fund and its investments and could meaningfully affect the Fund's ability to fulfill its investment objectives. The extent of the impact of any public health emergency on the Fund's and its operational and financial performance will depend on many factors, including but not limited to the duration and scope of such public health emergency, the extent of any related travel advisories and voluntary or mandatory government restrictions implemented, the impact of such public health emergency on overall supply and demand, goods and services, investor liquidity, consumer confidence and spending levels, the extent of government support and levels of economic activity and the extent of its disruption to important global, regional and local supply chains and economic markets, all of which are highly uncertain and cannot be predicted. For this reason, valuations in such an environment are subject to heightened uncertainty and subject to numerous subjective judgments, any or all of which could turn out to be incorrect with the benefit of hindsight. Furthermore, traditional valuation approaches that have been used historically may need to be modified in order to effectively capture fair value in the midst of significant volatility or market dislocation. In addition to these

developments having adverse consequences for certain properties and operating companies in which the Fund may invest and the value of the Fund's investments therein, the Adviser's operations (including those relating to the Fund) could be adversely impacted including through quarantine measures and travel restrictions imposed on the Adviser's personnel or service providers, or any related health issues of such personnel or service providers. There is also a heightened risk of cyber and other security vulnerabilities during a public health emergency, which could result in adverse effects to the Fund or its investments in the form of economic harm, data loss or other negative outcomes. If one or more of the third parties to whom the Fund or its operating companies outsource certain critical business activities experience operational failures as a result of the impacts from a public health emergency, or claim that they cannot perform due to a force majeure event, it could cause a material adverse effect on the business, financial condition, results of operations, and cash flows of the Fund and its investments. Any of the foregoing events could materially and adversely affect the Fund's ability to source, manage, and divest investments (including but not limited to circumstances where potential transactions are already signed but not closed) and its ability to fulfill its investment objectives, all of which could result in significant losses to the Fund.

The full impacts of public health emergency, such as the COVID-19 pandemic, on markets, business activity and the U.S. and global economy, as well as potential changes in U.S. and foreign economic and fiscal policies that may be adopted to address the pandemic, price shocks and related externalities, may take a significant amount of time to be fully identified or understood. In implementing the Fund's investment strategy, the Adviser will make a number of assumptions, including as to the severity of the consequences of the public health emergency to the U.S. and global economies as well as prospective portfolio companies, and the likelihood of a similar future event and any possible impacts thereof. There can be no assurances that such assumptions will be correct and unexpected events and developments, including the severity of this or any other pandemic on economies and specific portfolio companies, may be detrimental to the Fund and its investments.

In addition, the operations of the Fund, its investments and operating companies, and Morgan Stanley may be significantly impacted, or even temporarily or permanently halted, as a result of government quarantine measures, voluntary and precautionary restrictions on travel or meetings and other factors related to a public health emergency, including its potential adverse impact on the health of the personnel of any such entity, including possibly key personnel of the Adviser, or the personnel of any such entity's key service providers. The impact to businesses in such circumstances has been and may continue to be substantial.

- **Legal and Regulatory Risks.** Section 619 of the Dodd-Frank Act, commonly known as the "Volcker Rule," and regulations to implement the Volcker Rule issued by the U.S. federal financial regulators ("Implementing Regulations"), prohibit "banking entities" from sponsoring and investing in covered funds, except as permitted pursuant to certain available exemptions. In addition, a banking entity may not enter into certain so-called "covered transactions," as discussed further below, with any "covered fund" that the banking entity sponsors, organizes and offers or for which the banking entity serves as investment manager, investment adviser or

commodity trading advisor, or any covered fund controlled by such a covered fund, except as will be permitted pursuant to certain available exemptions. The term “covered fund” includes, among others, private-equity funds that are privately offered in the United States and that rely on Sections 3(c)(1) or 3(c)(7) of the Investment Company Act to avoid being treated as “investment companies” under the Act. Morgan Stanley and its affiliates are banking entities, and the Fund is a covered fund for purposes of the Volcker Rule and the Implementing Regulations. As the Federal Reserve’s general conformance period for compliance with the Volcker Rule’s restrictions has expired, Morgan Stanley and its affiliates are currently required to comply with the Volcker Rule.

The Volcker Rule and the Implementing Regulations impose a number of restrictions on Morgan Stanley and its affiliates that could affect the Fund, the general partner, the Adviser and the Limited Partners. For example, to sponsor and invest in the Fund, Morgan Stanley relies upon the Implementing Regulations’ so-called “asset management” exemption to the Volcker Rule’s general prohibition on sponsoring and investing in covered funds. Under this exemption, Morgan Stanley may sponsor and acquire or retain an ownership interest in each Fund so long as, among other things, (i) Morgan Stanley provides bona fide trust, fiduciary, or investment advisory services; (ii) each Fund is organized and offered only in connection with the provision of bona fide trust, fiduciary, investment advisory, or commodity trading advisory services and only to persons that are customers of such services of Morgan Stanley; (iii) any investment by Morgan Stanley in each Fund is generally limited to no more than 3% of the ownership interests of each Fund, measured by reference to both the number of ownership interests and the fair market value of such ownership interests (the “per-fund limit”), and Morgan Stanley’s aggregate permitted investments in all covered funds (aggregated with certain affiliate and employee investments) is limited to the maximum amount permitted by the final regulations, which amount cannot generally be more than 3% of the Tier 1 capital of Morgan Stanley (the “aggregate investment limit”); (iv) Morgan Stanley, as investment advisor, does not enter into a transaction that would be subject to Super 23A (as explained below); (v) Morgan Stanley does not, directly or indirectly, guarantee, assume, or otherwise insure the obligations or performance of the Fund or of any covered fund in which the Fund invests; (vi) the Fund does not share with Morgan Stanley the same name or variation of the same name and does not use the word “bank” in its name; (vii) no director or employee of Morgan Stanley takes or retains an ownership interest in the Fund, except for any director or employee of Morgan Stanley who is directly engaged in providing investment advisory or other qualifying services to each Fund at the time the director or employee takes such interest; (viii) a number of disclosures are clearly and conspicuously disclosed to actual and prospective investors in the Fund; and (ix) Morgan Stanley’s sponsorship of, or investment in, each Fund does not involve or result in a material conflict of interest between Morgan Stanley and its clients, customers, or counterparties, result, directly or indirectly, in a material exposure by Morgan Stanley to a high-risk asset or a high-risk trading strategy, or pose a threat to the safety and soundness of Morgan Stanley or to the financial stability of the United States.

With regard to the aggregate investment limit, a change in the Tier 1 capital of Morgan Stanley may mean that retention of some or all of the ownership interest in the Fund by Morgan Stanley

or certain of its affiliates and employees would violate the aggregate investment limit. In addition, the withdrawal or default of an investor in the Fund may cause a violation of the per-fund limit by Morgan Stanley. To the extent that the retention of an interest in the Fund or further investment in the Fund by Morgan Stanley or certain of its affiliates and employees would result in a violation of either the per-fund limit or the aggregate investment limit, then Morgan Stanley and certain of its affiliates and employees may be required to dispose, transfer or otherwise reduce some or all of their interests in the Fund or may be prohibited, entirely or partially, from making further investments in the Fund.

With regard to the Volcker Rule's so-called "Super 23A" provision, Morgan Stanley generally is prohibited from entering into "covered transactions," as defined in Section 23A of the U.S. Federal Reserve Act, with or for the benefit of each Fund, other than covered transactions that would be exempt under section 23A of the Federal Reserve Act and meet the criteria specified in Regulation W for such exemption, and limited exceptions, such as certain "riskless principal" transactions, short-term extensions of credit and purchases of assets in the ordinary course of business in connection with payment transactions settlement services, or futures, derivatives, and securities clearing activities. For example, Morgan Stanley is prohibited from providing loans and hedging transactions with extensions of credit or other credit support to the Fund (or to any other covered fund controlled by the Fund), other than certain intraday extensions of credit. Certain other transactions between Morgan Stanley and the Fund are subject to the market terms requirements of Section 23B of the Federal Reserve Act.

Morgan Stanley's interest in determining what actions to take in complying with the Volcker Rule may conflict with the interests of the Fund, the Adviser and the Limited Partners, all of which may be adversely affected by such actions. In addition, further restrictions and limitations may emerge as additional regulatory guidance and interpretations are provided on the Volcker Rule. To this end, certain aspects of the Volcker Rule remain unclear and susceptible to alternative interpretations. The foregoing is thus not an exhaustive discussion of the potential risks that the Volcker Rule poses. In addition, the Fund (and Morgan Stanley's relationship with the Fund) may be affected by rules recently issued or issued in the future by U.S. federal banking, securities and commodities regulators pursuant to the Volcker Rule and other provisions of the Dodd-Frank Act.

As a registered investment advisor under the Advisers Act, the Adviser is required to comply with a number of periodic reporting and compliance-related obligations under applicable U.S. and state securities laws. In particular, the SEC recently adopted the "Private Fund Adviser Rules" which, among other things, impose (i) significant disclosure and reporting obligations for registered investment advisers ("RIAs") to private funds, as well as (ii) meaningful restrictions on certain activities of private fund advisers subject to consent-based and/or disclosure-based exceptions. The Adviser's compliance with the Private Fund Adviser Rules, in connection with the investment advisory services it provides to the Fund, is likely to be complex and will entail various legal and compliance costs and expenses, which will be allocated to the Fund. The SEC and other US regulators may adopt additional rules in the future that may have an impact on the client's portfolios.

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- United Kingdom Withdrawal from the European Union. As part of the process of the United Kingdom (the “UK”) leaving the European Union (“EU”), the EU and the UK agreed to an EU-UK Trade and Cooperation Agreement (“TCA”) that governs the trading relationship between the UK and the member states of the EU from and after January 1, 2021. Broadly, the TCA provides for zero tariffs and zero quotas on all goods that comply with the appropriate rules of origin, but is subject to both parties maintaining a level playing field in areas such as environmental protection, social and labor rights, investment, competition, state aid, and tax transparency.

UK-regulated firms in the financial sector are adversely affected by these arrangements because the TCA does not provide for continued access by UK firms to the EU single market – although there is the possibility that in time, the UK may obtain a recognition of equivalence from the EU in certain financial sectors which would enable varying degrees of access to the EU market. Similarly, notwithstanding zero tariffs and zero quotas on goods, market access for those firms that conduct cross-border trade in goods will fall below what the single market previously allowed. Non-tariff barriers, customs declarations, customs checks, restrictions on movements of employees, withdrawal of recognition of previously recognized professional qualifications, changes in the status of the UK vis-à-vis the EU for tax and VAT purposes, and other sources of friction have the potential to impair the profitability of a business, require it to adapt, or even relocate to operate through an establishment in the EU. Understanding and preparing for these new arrangements may result in increased operational and compliance burdens for the Fund.

It will take some time to observe the many and varied effects on UK and EEA businesses and assets as a consequence of the UK leaving the single market and customs union (taking into account the flow of goods and services in both directions). The known effects of the TCA on the day-to-day operations of those businesses that engage in the cross-border trade of goods or services between member states of the EU and the UK continue to emerge and may be a continued source of currency fluctuations or have other adverse effects on international markets, international trade and other cross-border cooperation arrangements. The withdrawal of the UK from the EU could therefore adversely affect the Fund, the performance of its investments and its ability to fulfil its investment objectives (especially if its investments include, or expose it to, businesses that have historically relied on access to the single market for their custom or that have historically relied on sourcing goods, materials or labor from the single market).

- **Geopolitical Events and Risks.** Economies and financial markets worldwide are becoming increasingly interconnected, which increases the likelihood that events or conditions in one country or region will adversely impact markets or issuers in other countries or regions, including in ways that are difficult to predict or foresee. The impacts of these events can be exacerbated by failures of governments and societies to respond adequately to an emerging event or threat. For example, local or regional armed conflicts have led to significant sanctions against certain countries and persons and companies connected with certain countries by the United States, Europe and other countries. Such armed conflicts and sanctions and other local or regional developments can exacerbate global supply and pricing issues, particularly those related to oil and gas, and result in other adverse developments and circumstances, as well as

increased general uncertainty, for markets, economies, issuers, businesses, and societies globally. For example, in 2023, the global economic and geopolitical environment was generally characterized by persistent inflation, rising interest rates, volatility in global financial markets (leading to, among other things, declines in equity prices), supply chain complications, recessionary fears, and geopolitical uncertainty regarding the war between Russia and Ukraine and armed conflicts occurring in the Middle East and their impact on the global markets, including the energy markets. Although these types of events have occurred and could also occur in the future, it is difficult to predict when similar events or conditions affecting the U.S. or global financial markets and economies may occur, the effects of such events or conditions, potential retaliations in response to sanctions or similar actions and the duration or ultimate impact of those events. Any such events or conditions could have a significant adverse impact on the value and risk profile of the Fund and its investments, with or without direct exposure to the specific geographies, markets, countries or persons involved in an armed conflict or subject to sanctions.

- **Recent Developments in the Banking Sector** During 2023, bank closures in the United States caused uncertainty for financial services companies and fear of instability in the global financial system generally. In addition, certain financial institutions – in particular smaller and/or regional banks – experienced volatile stock prices and significant losses in their equity value, and there was concern that depositors at these institutions withdrew, or may withdraw in the future, significant sums from their accounts at these institutions. Notwithstanding intervention by U.S. governmental agencies to protect the uninsured depositors of banks that closed during that period, there was no guarantee that the uninsured depositors of a financial institution that closes (which depositors could include the Fund and/or its portfolio companies) would be made whole or, even if made whole, that such deposits would become available for withdrawal in short order. There is a risk that other banks, or other financial institutions, may be similarly impacted, and it is uncertain what steps (if any) regulators may take in such circumstances. As a consequence, for example, in such circumstances, the Fund and/or its portfolio companies may be delayed or prevented from accessing money, making any required payments under their own debt or other contractual obligations, or pursuing key strategic initiatives, and limited partners may be impacted in their ability to honor capital calls and/or receive distributions. In addition, such bank failures or instability could affect, in certain circumstances, the ability of both affiliated and unaffiliated joint venture partners, co-lenders, syndicate lenders or other parties to undertake and/or execute transactions with the Fund, which in turn may result in fewer investment opportunities being made available to the Fund, result in shortfalls or defaults under existing investments, or impact the Fund’s ability to provide additional follow-on support to portfolio companies. In addition, in the event that a financial institution that provides credit facilities and/or other financing to the Fund or its portfolio companies closes or experiences distress, there can be no assurance that such bank will honor its obligations or that the Fund or its portfolio companies will be able to secure replacement financing or capabilities at all or on similar terms. There can be no assurances that the Fund or its portfolio companies will establish banking relationships with multiple financial institutions, and the Fund and its portfolio

companies are expected to be subject to contractual obligations to maintain all or a portion of their respective assets with a particular bank (including, without limitation, in connection with a credit facility or other financing transaction). Uncertainty caused by the bank failures of 2023 – and general concern regarding the financial health and outlook for other financial institutions – could have an overall negative effect on banking systems and financial markets generally. Such recent developments may also have other implications for broader economic and monetary policy, including interest rate policy. For the foregoing reasons, there can be no assurances that conditions in the banking sector and in global financial markets will not worsen and/or adversely affect the Fund, its portfolio companies, or its respective financial performance.

Risk of Loss - Certain Risks Related to Investment Strategy

Investing in securities involves risk of loss that clients should be prepared to bear. The Adviser cannot provide assurance that it will be able to generate any level of returns for investors. The investment strategy entails a high degree of risk and is suitable only for sophisticated investors who fully understand and are capable of bearing the risks of an investment in the Fund.

An illustrative list of risk factors is set forth below:

- potential loss of invested capital;
- multiple layers of fees;
- reliance on expertise of Morgan Stanley investment professionals and Morgan Stanley resources;
- engaged in a competitive business;
- highly competitive markets and prevailing regulatory or political climates;
- illiquidity of investments;
- little or no current return on Fund, Portfolio Fund or portfolio company investments prior to their disposition; changes to a client's investment strategy;
- failure to meet capital calls and possible defaults;
- significant degree of financial and/or business risk;
- limitations on investing due to possession of inside information;
- lack of diversification, including geographic concentration;
- risks associated opportunistic investment strategies in certain industries
- volatility of the global fixed income and equity markets;
- lack of protection by financial covenants in debt investments;
- risks associated with debt and credit investments;
- leverage at the level of the Fund, the Portfolio Funds and/or portfolio companies;

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- tax considerations;
 - adverse political developments and regulation in the U.S. and foreign countries;
 - potential inability to protect the value of minority equity investments;
 - risks associated with making non-U.S. investment and minority investments;
 - failure of counterparties or brokers;
 - risks arising from providing managerial assistance;
 - misconduct of employees and/or third-party service;
 - reliance on the management of Portfolio Funds and operating companies;
 - exposure to Portfolio Fund, portfolio company and related party claims;
 - potential liabilities related to Portfolio Fund and portfolio company restructurings;
 - litigation risk;
 - exculpation and indemnification;
 - risks associated with the realization and disposition of both direct and indirect investments;
 - interest rate, hedging and currency risks;
 - inflation risk;
 - limitations on transfers and withdrawals;
 - use of hedging techniques;
 - failure to refinance bridge financing;
 - changes in general economic conditions and global economic and political events;
 - valuation risks;
 - catastrophic events, pandemics and other force majeure events and the availability of insurance against certain catastrophic losses; and
 - burdensome regulation by one or more governmental entities in specific industries.

The foregoing list of risk factors does not purport to be a complete list or explanation of the risks involved in an investment in the Fund. The risks summarized below are described in greater detail in the Governing Documents and in appropriate documentation for each Portfolio Fund. In addition, there are other risks (in addition to risks related to our investment strategy) associated with investing in the Fund or, indirectly, a Portfolio Fund, which are described in the Governing Documents (and in appropriate documentation for each Portfolio Fund). An updated explanation of risk factors may be requested by contacting Morgan Stanley Investment Management Investor Services at the contact details set forth above.

Item 9 – Disciplinary Information

The Adviser has no information applicable to this Item.

Item 10 – Other Financial Industry Activities and Affiliations

Introduction

As a diversified global financial services firm, Morgan Stanley engages in a broad spectrum of activities including financial advisory services, investment management activities, lending, commercial banking, sponsoring and managing private investment funds, engaging in broker-dealer transactions and principal securities, commodities and foreign exchange transactions, research publication and other activities.

Investors should be aware that potential and actual conflicts of interest between Morgan Stanley or any Affiliated Investment Account (as defined below), on the one hand, and the Fund, on the other hand, may exist and others may arise in connection with the operation of the Fund. Morgan Stanley's employees may also have interests separate from those of Morgan Stanley and the Fund. The discussion below enumerates certain actual, apparent, and potential conflicts of interest, which should be carefully evaluated before making an investment in the Fund. The discussion below, however, does not purport to provide investors with a complete description of all conflicts of interest that could arise in connection with Morgan Stanley's investment advisory services to the Fund. Prospective investors in the Fund should carefully review the Governing Documents for that Fund for a more tailored and detailed description of actual, apparent, and potential conflicts of interest that should be considered in connection with an investment in that Fund. Moreover, the Adviser can give no assurance that conflicts of interest will be resolved in favor of the Fund's investors, and, in fact, they may not be.

The following discussion enumerates certain potential conflicts of interest, which should be carefully evaluated before making an investment in the Fund.

Broker-Dealer Registration

Morgan Stanley & Co. LLC is a registered broker-dealer. Certain of the Adviser's management persons are registered representatives of Morgan Stanley & Co. LLC, where it is necessary or appropriate to perform their responsibilities.

Commodity Pool Operator, Commodity Trading Adviser, Futures Commission Merchant Registration

The Adviser, the Fund, their respective portfolio companies and their respective affiliates may use the commodity pool operator, commodity trading advisor and futures commission merchant registrations or exemptions of one or more of the following related persons: Morgan Stanley Asia Singapore Pte., Morgan Stanley India Infrastructure GP LP, Morgan Stanley Infrastructure GP LP, Morgan Stanley Infrastructure II GP LP, Morgan Stanley Infrastructure III GP L.P., Morgan Stanley Infrastructure III Investors GP SARL, Morgan Stanley Infrastructure IV GP L.P., Morgan Stanley Infrastructure IV Investors GP S.ar.l., Morgan Stanley Infrastructure Inc., Morgan Stanley Private Equity Asia III, L.L.C., Morgan Stanley Private Equity Asia IV, L.L.C., Morgan Stanley Private Equity Asia IV, Inc., Morgan Stanley Private Equity Asia V GP ONT, L.P., Morgan Stanley Private Equity Asia, L.L.C., Morgan Stanley Private Equity Asia, Inc., Morgan Stanley Real Estate Special Situations III-GP LLC, MS Capital Partners V GP L.P., MS Capital Partners V LP, MS Capital Partners VI GP LP, MS Capital Partners VII GP LP, MS Capital Partners CV GP LLC, MS Credit Partners II GP Inc., MS Credit Partners II GP L.P., MS Credit Partners III GP L.P., MS Credit Partners III S.a.r.l., MS Energy Partners GP LP, MS Expansion Capital GP Inc., MS Expansion Capital

GP LP, MS Expansion Equity GP LP, MS Expansion Equity IX GP LP, MS Expansion Credit GP L.P., MS Expansion Credit II GP LP, MS Tactical Value Fund GP LP, MS Tactical Value Fund II GP LP, MS Tactical Value Fund II GP Inc., MS Tactical Value Fund II Co-Invest Excelsior GP LLC, MS Tactical Value Fund II Lux GP S.a.r.l., MS Thai Private Equity GP LLC, MSREF Real Estate Advisor Inc., MSREF VII Global-GP, L.P., MSREF VII Hedging GP Ltd., MSREF VIII Global-F, L.P., MSREF VIII Global-GP, L.P., MSREI IX Global GP-L.P., MSREI X Global-GP, L.P., MS Senior Loan Partners GP L.P., NH Senior Loan Fund GP Ltd., Prime Property Fund Asia GP Pte. Limited, Prime Property Fund Europe GP S.a.r.l., Morgan Stanley Next Level Fund GP, LLC, SSF Hedging III GP, Ltd, Morgan Stanley AIP GP LP, Morgan Stanley Alternative Investment Partners LP, and Morgan Stanley Investment Management Inc.

Other Material Relationships with Affiliated Entities

- Broker-Dealer, Municipal Securities Dealer, Government Securities Dealer or Broker

To the extent permitted by applicable law, the Adviser, the Fund, the Portfolio Funds or their respective portfolio companies may use the securities, futures execution, underwriting or other services offered by Morgan Stanley & Co. LLC or [its](#) other affiliates. Please see Item 12 for more information about the Adviser's practices concerning using a Morgan Stanley affiliate as a broker.

Other Advisory Affiliates

The Adviser is part of a group of SEC-registered investment advisers within the Morgan Stanley Investment Management business, including Morgan Stanley Investment Management Inc., Morgan Stanley Investment Management Limited, Morgan Stanley AIP GP LP, Morgan Stanley Real Estate Advisor, Inc., Morgan Stanley Infrastructure Inc., Morgan Stanley Private Equity Asia, Inc., MSREF Real Estate Advisor, Inc., MSRESS III Manager, L.L.C., Mesa West Capital, LLC, Eaton Vance Management, Eaton Vance WaterOak Advisors, Calvert Research and Management, Parametric Portfolio Associates LLC, Atlanta Capital Management Company LLC, Boston Management and Research, Eaton Vance Advisers International Ltd., Eaton Vance Trust Company, Morgan Stanley Eaton Vance CLO Manager and Morgan Stanley Eaton Vance CLO CM LLC.

The Adviser, in its discretion, may delegate all or a portion of its advisory or other functions to any affiliate that is registered with the SEC as an investment adviser and may receive a variety of services from such affiliates, including gathering information about potential investment opportunities, financial advice and assistance in connection with the making, monitoring and disposing of investments and securities underwriting and brokerage services in connection with the sale of investments. The Adviser shares certain officers and directors with related investment advisers that also manage affiliated private equity funds.

To the extent that the Adviser delegates its advisory or other functions to such investment advisers, a copy of the brochure of each such affiliate is available on the SEC's website and will be provided to the Limited Partners upon request.

- Affiliates Acting as Fundraising Broker-Dealers

Placement Agents may assist in the placement of interests to certain Limited Partners or interests in certain Portfolio Funds to investors therein (such Limited Partners and investors, the "Solicited Partners"). The

potential for the Placement Agents to receive compensation in connection with a Solicited Partner's investment in the Fund and/or Portfolio Funds presents a potential conflict of interest in recommending that such Solicited Partner purchase interests.

The prospect of receiving, or the receipt of, additional compensation by the Placement Agents may provide such Placement Agents and their salespersons with an incentive to favor sales of interests in funds whose affiliates make similar compensation available over sales of interests in funds (or other fund investments) with respect to which the Placement Agent does not receive additional compensation, or receives lower levels of additional compensation. Prospective investors should take such payment arrangements into account when considering and evaluating any recommendations related to the interests. Morgan Stanley employees involved in the marketing and placement of the interests are not acting as tax, financial, legal or accounting advisors to potential investors in connection with the offering of the interests. Potential investors must independently evaluate the offering and make their own investment decisions.

The Adviser, the Fund and the Portfolio Funds may use registered representatives and/or employees of its affiliates to conduct solicitation activities in relation to new or incoming Limited Partners or investors to the Fund or a Portfolio Fund, as applicable, or act as placement agents.

- Affiliates Acting as Investment Bankers

In the ordinary course of its business, Morgan Stanley performs full-service investment banking and financial services and therefore engages in activities where Morgan Stanley's interests or the interests of its clients may conflict with the interests of the investors, notwithstanding Morgan Stanley's direct or indirect participation in the investments of the Fund and the Portfolio Funds.

From time to time, Morgan Stanley's investment banking professionals may introduce the Fund or the Portfolio Funds to a client that requires equity to complete an acquisition transaction. If the Fund or a Portfolio Fund pursues the resulting investment, Morgan Stanley could have a conflict in its representation of the client over the price and terms of the Fund's or the Portfolio Fund's, as applicable, investment.

Morgan Stanley has long-term relationships with a significant number of institutions and corporations and their advisors as well as certain Limited Partners and investors in the Portfolio Funds. In determining whether to pursue a particular transaction on behalf of the Fund or a Portfolio Fund, these relationships will be considered by Morgan Stanley and there may be certain potential transactions that will or will not be pursued on behalf of the Fund or a Portfolio Fund in view of such relationships.

In addition, Morgan Stanley could provide investment banking services to competitors of companies in which the Fund invests, in which case it will take appropriate steps to safeguard the confidential information of each investment banking client. Morgan Stanley is under no obligation to share and, in fact, may be prohibited by applicable law, from sharing any confidential or material non-public information with the Fund, the Portfolio Funds or the Adviser. Such activities may present Morgan Stanley with a conflict of interest vis-à-vis the Fund's and/or the Portfolio Funds' portfolio entities and may also result in a conflict with respect to the allocation of investment banking resources to portfolio entities. Alternatively, any material non-public information about a potential investment or portfolio company that Morgan Stanley comes into possession may preclude the Fund or the Portfolio Funds from pursuing an investment or exit opportunity with respect to such portfolio company or investment.

Morgan Stanley may also be engaged to act as financial advisor to financially troubled companies in which the Fund or a Portfolio Fund holds an investment. Morgan Stanley's compensation for such activities is generally based upon the successful completion of a restructuring which may include raising funds for the purchase, exchange or restructuring of existing securities or loans or for an equity infusion. In such case, certain conflicts of interest would be inherent in the situation including those involved in valuing the company.

- Fees for Services Provided by Affiliates

Morgan Stanley and its current or former affiliates (as well as entities in which Morgan Stanley businesses have an economic interest) perform certain services (including some of the services described herein) for, and receive customary compensation from, the Fund, companies and entities in or through which the Fund invest, or other parties in connection with transactions related to the Fund's investments. Such compensation could include (as applicable in light of investment strategy of the Fund): (i) fees relating to financing, hedging and currency exchange services, real estate and loan servicing management with respect to investments in which no joint venture operating partner participates with the Fund, and fees in connection with any entity used to acquire, hold or dispose of any of the Fund's investments; (ii) fees relating to the Fund's investments for services related to permissible brokerage, capital markets/credit origination, loan servicing, property, insurance, management consulting and other similar operational matters performed by the Adviser or its affiliates; (iii) fees for advisory services or investment banking services provided to entities (or with respect to assets) in which the Fund, directly or indirectly, has an interest; and (iv) fees for other services for the Fund or any entity used to acquire, hold or dispose of the Fund's investments. Such fees do not offset or reduce the management fees payable by the Fund and are not otherwise shared with the Fund or its investors, and may not be the result of arm's-length negotiations, unless otherwise required by the Fund's Governing Documents. However, the fees will be on an arm's length basis and/or at competitive rates to the extent so required by the Fund's Governing Documents. In general, the Adviser will have an incentive to recommend the use of affiliated service providers by the Fund, or its portfolio companies or entities.

- Morgan Stanley's Long-Term Relationships

Morgan Stanley has long-term relationships with a significant number of institutions and corporations and their advisors, certain Fund investors, counterparties in agreements, transactions, and other arrangements with the Fund and its portfolio companies or entities (or affiliates thereof) (including joint venture partners and operating partners), and service providers to the Fund and its portfolio companies or entities. In determining whether to pursue a particular transaction, or enter into an (or renew or otherwise continue an existing) arrangement with a service provider, on behalf of the Fund or companies or entities in or through which the Fund invests, these relationships will be considered by Morgan Stanley and it can be expected that some of these potential transactions or arrangements will or will not be pursued or entered into (or, in the case of arrangements, will or will not be continued) on behalf of the Fund, or companies or entities in or through which the Fund invests in view of such relationships. Moreover, in circumstances where the Adviser is negotiating an agreement, transaction, or other arrangement between the Fund or its portfolio company or entity, and a party with which Morgan Stanley has such a long-term

relationship, it can be expected that the Adviser will, in some cases, take the relationship into account in connection with the negotiation process.

- Other Limited Partnership Investment Vehicles or Funds; Performance-Based Compensation

The Adviser and/or certain related persons have and may continue to organize other partnerships (or other investment vehicles), serve as the manager, general partner, or the managing member or general partner of the general partner, to these partnerships (or other investment vehicles), and solicit investors to become limited partners in these partnership (or other investment vehicles).

To the extent carried interest is permitted by the subadvisory agreement and the governing documents of the Portfolio Funds, the Adviser's performance-based compensation may create an incentive for the Adviser to make more speculative investments for the Fund and the Portfolio Funds than it would otherwise make in the absence of such performance-based compensation. Furthermore, investments made with third parties in joint ventures or other entities may often involve performance-based compensation payable to such third-party partners or co-investors, which could also create an incentive for such parties to take risks with respect to such investments. In addition, the method of calculating the performance-based compensation in certain cases results in conflicts of interest between the Adviser, on the one hand, and the investors, on the other hand, with respect to the management and disposition of investments. For example, the Adviser will value any securities being distributed in-kind to investors in order to calculate the performance-based compensation and, in doing so, will have an incentive to make valuation determinations that maximize or accelerate its receipt of performance-based compensation. If the valuations conducted by the Adviser are incorrect, the amount and timing of payment of performance-based compensation could be incorrect.

- Morgan Stanley Investments and Affiliated Investment Accounts

Morgan Stanley may advise clients and has sponsored, managed or advised other alternative investment funds and investment programs, accounts, and businesses (collectively, together with any new or successor funds, programs, accounts, or businesses, the "Affiliated Investment Accounts") that have or will have active investment programs that are substantially similar to those of the Fund and/or the Portfolio Funds. Morgan Stanley may also from time to time create new or successor Affiliated Investment Accounts that may compete with the Fund and/or the Portfolio Funds and may present similar conflicts of interest. Certain members of the Investment Team and the Investment Committee may make investment decisions on behalf of both Morgan Stanley and such Affiliated Investment Accounts, including Affiliated Investment Accounts with investment objectives that overlap with those of the Fund and/or the Portfolio Funds. In addition, certain Affiliated Investment Accounts may make investments similar to those that may be made by the Fund and/or the Portfolio Funds even if they are not solely focused on such investments.

Morgan Stanley related persons (including Morgan Stanley's trading and principal investing businesses) will have no obligation to offer to the Fund or any of the Portfolio Funds investment opportunities that are excluded from any otherwise existing contractual obligation. In such situations, a Morgan Stanley-related person may pursue and make the investment for its own account. When deciding how to allocate such opportunities, Morgan Stanley will exercise its discretion and may consider its own financial interests or

the interests of other clients or affiliates of Morgan Stanley ahead of those of the Fund and the Portfolio Funds.

In some cases, Morgan Stanley or an Affiliated Investment Account may invite the Fund and/or one or more of the Portfolio Funds to co-invest with it or the Adviser may invite Morgan Stanley or an Affiliated Investment Account to co-invest with the Fund and/or one or more of the Portfolio Funds, in either the same or different tiers of a portfolio entity's capital structure or in an affiliate of such portfolio entity. To the extent the Fund and/or such Portfolio Fund holds investments in the same portfolio entity or in an affiliate thereof that are different (including with respect to their relative seniority) than those held by Morgan Stanley or an Affiliated Investment Account, the Adviser and Morgan Stanley may be presented with decisions when the interests of the two co-investors are in conflict.

The Adviser will, from time to time, recommend that the Fund pursues an investment opportunity in which Morgan Stanley, members of its personnel (or immediate family members thereof), and/or one or more Affiliated Investment Accounts have pre-existing ownership interests or other financial interests. In some cases, the Fund will hold an investment in the same portfolio company or entity as, Morgan Stanley, and/or one or more Affiliated Investment Accounts, in either the same or a different tier of the portfolio company's or entity's capital structure or in an affiliate of such portfolio company or entity. To the extent the parties hold different positions in the same portfolio company's or entity's capital structure (e.g., equity securities vs. debt securities; common shares vs. preferred shares; senior debt vs. subordinated debt), or in two different entities that are affiliated with each other, the Adviser and Morgan Stanley can be expected to be presented with decisions in which the Fund's interests are in conflict with those of other funds, Morgan Stanley, and/or one or more Affiliated Investment Accounts (as applicable). In that regard, actions could be taken for the Fund, Morgan Stanley or such Affiliated Investment Account that are adverse to another Fund, or actions may or may not be taken by the Fund due to another Fund's, or Morgan Stanley's or such Affiliated Investment Account's, investment, which action or failure to act could be adverse to the Fund for which the action was or was not taken.

Morgan Stanley conducts a variety of investment management activities, including sponsoring investment funds registered or regulated under the Investment Company Act subject to its rules and regulations. Such activities also include managing assets of pension funds that are subject to federal pension law and its regulations. Conflicts could arise in circumstances where the Fund or its portfolio company or entity pursues an investment in, purchases an investment from, enters into a business relationship with, or otherwise transacts with, Morgan Stanley's other investment advisory clients or investment companies or a company in which such parties have previously invested or are looking to invest.

- **Conflicts With Portfolio Companies**

Morgan Stanley may invest on behalf of itself and/or its Affiliated Investment Accounts in a portfolio company that is or becomes a competitor of a portfolio company of the Fund, or that is a service provider, supplier, customer or other counterparty with respect to a portfolio company of the Fund. Such investment could create a conflict between the Fund, on the one hand, and Morgan Stanley and/or the Affiliated Investment Account, on the other hand. In such a situation, Morgan Stanley may also have a conflict in the allocation of its own resources to the portfolio company. Portfolio companies of the Fund, Morgan Stanley, and/or the Affiliated Investment Accounts may be counterparties in agreements, transactions, and other

arrangements with the Fund, Affiliated Investment Accounts, other portfolio companies of the foregoing, and Morgan Stanley (including its affiliates), for the provision of goods and services, purchase and sale of assets, loan transactions, capital markets transactions, and other matters. Fees paid by the Fund, or its portfolio company, pursuant to these agreements, transactions, and other arrangements, do not offset or reduce the management fees payable by the Fund and are not otherwise shared with the Fund or its investors unless otherwise required by the Governing Documents.

In addition, circumstances could arise where an advisory client of the Adviser competes over investment opportunities with a joint venture, platform company, or other portfolio company or entity in which another client of the Adviser or an Affiliated Investment Account has invested. In such circumstances, personnel of the Adviser could serve as directors of such portfolio companies or entities, in which case they could be required by applicable law to present investment opportunities to the portfolio company or entity, instead of to the advisory client. See also “Management Persons” below for additional information about legal obligations that apply to Morgan Stanley personnel who serve as directors of portfolio companies.

- **Portfolio Entity Service Providers**

The Fund and its portfolio companies or entities could engage portfolio companies or entities of the Fund and of Affiliated Investment Accounts (“Portfolio Entity Service Providers”) to provide certain services with respect to one or more of the Fund’s actual or potential investments, which could include: (a) management services with respect to a property; (b) operational services with respect to a property; (c) transaction support services with respect to actual or potential investments; (d) corporate support services; and (e) loan servicing and management. Similarly, Affiliated Investment Accounts and their portfolio companies or entities may engage Portfolio Entity Service Providers of the Fund to provide some or all of these services. Some of the services performed by a Portfolio Entity Service Provider could also be performed by Morgan Stanley from time to time and vice versa. Fees paid by the Fund or its portfolio companies or entities to Portfolio Entity Service Providers do not offset or reduce the management fees payable by the Fund, and are not otherwise shared with the Fund or its investors unless otherwise required by the Governing Documents.

- **Other Morgan Stanley Investment Management Activities**

Morgan Stanley and its affiliates invest, on behalf of themselves, in securities and other instruments that would be appropriate for, are held by, or may fall within the investment guidelines of a client. In connection with these activities, Morgan Stanley may also take actions for its own accounts that may differ from, conflict with, or be adverse to, advice given to or action taken for clients. These activities may adversely affect the prices and availability of other securities or instruments held by or potentially considered for, one or more clients, the Fund and/or the Portfolio Funds.

Morgan Stanley, through its affiliates, invests in many private investment funds for its own account where Morgan Stanley affiliates act as an investment adviser and/or general partner. In addition, Morgan Stanley may receive performance-based compensation which is tied to the investment performance of such private investment funds. Morgan Stanley may engage in a variety of transactions, including entering into derivatives contracts, to limit its exposure to the risk of such investments. For example, Morgan Stanley may choose to hedge exposures (currency, interest rate, equities or commodities) arising from its investments in, or exposure to, through performance-based fees, such private investment funds. These

hedging activities may be inconsistent with the investment or hedging activities undertaken by Morgan Stanley affiliates acting as general partner and/or adviser to such private investment funds.

As a result of, and taking into account, such hedging, the performance of investors in such private investment funds who do not engage in hedging on their own may differ materially from those investors (including Morgan Stanley) who do engage in such activities. In addition, such activities may diminish the alignment of interest between Morgan Stanley and a particular private investment fund's investors.

- Management Persons

Certain members of the Adviser's investment team, subject to applicable key person obligations in the Governing Documents, work on matters and projects for Morgan Stanley (including for the Affiliated Investment Accounts) that are unrelated to the Fund, and conflicts of interest arise in allocating management time, services, or functions among such affiliates. The involvement of these investment team members in such Morgan Stanley matters and projects diverts their time and attention away from the activities of the Fund, which could negatively impact the Fund and its investors. Furthermore, Morgan Stanley and its personnel derive financial benefit from these other activities, including fees and performance-based compensation. Although Morgan Stanley will generally seek to minimize the impact of any such conflicts, there can be no assurance they will be resolved favorably for the Fund. The agreements and arrangements among Morgan Stanley, the Fund, and the members of the Adviser's investment team have been and will be established by Morgan Stanley and may not be the result of arm's-length negotiations.

Officers and employees supporting the Adviser may also serve as directors of certain portfolio companies held by Portfolio Funds and, in that capacity, will be required to make decisions that they consider to be in the best interest of the portfolio company, which in certain circumstances may not be in the best interests of the Fund or the Portfolio Funds. Companies with which one or more members of the investment team or other employees of Morgan Stanley are involved may also engage in transactions that would be suitable for the Fund or the Portfolio Funds, but in which the Fund and/or the Portfolio Funds might be unable to invest. Accordingly, in these situations, there may be conflicts of interests between such person's duties as an officer or employee of the Adviser and such person's duties as a director of the portfolio company. There can be no assurance that any such investment or transaction that is suitable for an advisory client will necessarily be allocated to that client.

Certain of the Adviser's management persons may also hold positions with one or more of the affiliates listed above. In these positions, those management persons of the Adviser may have some responsibility with respect to the business of these affiliates, and the compensation of these management persons may be based, in part, upon the profitability of other affiliates. Additionally, these management persons may come into possession of confidential non-public information and may be recused from certain investment-related discussions, including Investment Committee meetings, so that such members do not receive information that would limit their ability to perform functions of their employment with Morgan Stanley unrelated to the Fund or the Portfolio Funds. Consequently, in carrying out their roles with the Adviser, the Fund or one or more of the Portfolio Funds and these other entities, the management persons of the Adviser may be subject to the same or similar conflicts of interest that exist between the Adviser and these affiliates.

- Intangible and/or Other Benefits, Discounts and/or Perquisites

Morgan Stanley and its personnel have received, and can be expected to continue receiving, certain intangible and/or other benefits, discounts and/or perquisites arising or resulting from their activities on behalf of the Fund, which will not be shared with the Fund, its investors and/or their portfolio companies or entities.

- Senior Advisors and Operating Partners

Morgan Stanley may engage and retain consultants or advisory board members (collectively, “Consultants”) who are not employees or affiliates of Morgan Stanley. Services performed by Consultants could include providing the Adviser with industry-specific insights and feedback on investment themes, assisting in transaction due diligence, making introductions to and providing reference checks on management teams and could, in some cases, involve the Consultants taking on more extensive roles and contributing to the origination of new investment opportunities. In some instances, portfolio companies or entities retain and bear the fees of Consultants for their services, or operating executives may serve on the portfolio company’s or entity’s board of directors. Any such directors’ fees or other remuneration received by Consultants may be retained by such persons. Certain such Consultants, including Consultants that serve as operating partners, will not be treated as affiliates of the Adviser or the Fund’s general partner for purposes of the Fund’s Governing Documents and, accordingly, no such payments to these Consultants will be offset against any Fund management fees or performance-based compensation payable to the Adviser, nor will such payments otherwise benefit the Fund or its investors.

- Valuation of Assets

The Adviser or the Fund’s general partner will determine the fair value of all investments in accordance with the Governing Documents. Under certain circumstances, the valuation of investments will affect the amount and timing of management fee payments to the Adviser, as well as the amount and timing of the Fund’s general partner’s performance-based compensation, as applicable. In particular, a reduction in the fair value of an investment will not necessarily result in a reduction of invested capital (as defined in the Governing Documents) attributable to such investment, including for purposes of calculating management fees or performance-based compensation, as applicable, as such a reduction will ordinarily only occur when the Adviser or general partner, in its sole discretion, determines that the investment has become “worthless” under the Internal Revenue Code, the subject of a permanent write-off and/or permanently impaired (as applicable). The determination of whether and when an investment has become worthless, the subject to a permanent write-off and/or permanently impaired (as applicable) will involve subjective judgments on the part of the Adviser or general partner, as applicable. Therefore, the Adviser or general partner has an incentive to, for instance, refrain from or delay in determining that an investment is worthless or otherwise subject to a permanent write-off, and to select and/or apply valuation methodologies in a manner that maximizes the amount of fees and compensation the general partner and/or Adviser receive. As a result, the valuation of investments involves conflicts that will not necessarily be resolved in favor of the Fund.

- Subscription Facility

The Fund's use of a subscription facility presents conflicts of interest as a result of certain factors, including the Fund's use of a subscription facility with respect to a portfolio investment or to meet the Fund's ongoing capital needs, including in relation to the payment of management fees and expenses, could reduce or eliminate the preferred return received by the Fund's Limited Partners and accelerate or increase distributions of performance-based compensation to the Fund's general partner. using a subscription facility to fund investments will typically have the effect of increasing the internal rates of return for the Fund, the presentation of which could affect the Adviser's or Morgan Stanley's marketing efforts with respect to future funds.

Conflict Identification and Mitigation

Morgan Stanley and the Adviser have established procedures intended to identify and mitigate conflicts of interest related to business activities on a worldwide basis. A conflict management officer for each business unit and/or region acts as a focal point to identify and address potential conflicts of interest in their business area. When appropriate, there is an escalation process to senior management within the business unit, and ultimately if necessary, to Firm management or the Firm's conflict and franchise committees, for potentially significant conflicts that cannot be resolved in the ordinary course or that otherwise require senior management review. In addition, the Adviser addresses conflicts through disclosure to its investors and should any transactions that present a potential conflict of interest actually arise, the Adviser may in certain situations choose to seek the approval of the investors, Limited Partners, an independent client representative and/or advisory committee for the Fund with respect to conflicts of interest or approvals required under the Advisers Act, including Section 206(3) and/or the relevant partnership agreement.

The Governing Documents of each Fund are detailed agreements that establish complex arrangements among the Adviser, its affiliates, the Fund or its investors. Questions arise under these agreements regarding the parties' rights and obligations in certain situations, some of which will not have been contemplated and are not specifically addressed or could have been articulated more precisely at the time of the agreements' drafting and execution. In these instances, the operative provisions of the agreements, if any, can be broad, general, ambiguous or conflicting, and could permit more than one reasonable interpretation, including in circumstances where one reasonable interpretation is most favorable to the Adviser and/or its affiliates while another reasonable interpretation is most favorable to the Fund, and where the Adviser therefore has an incentive to prefer the former interpretation over the latter one. While the Adviser will construe the relevant agreements in good faith and in a manner consistent with its legal obligations (and, when appropriate, in consultation with external legal counsel), the interpretations the Adviser adopts will not necessarily be, and need not be, the interpretations that are the most favorable to the Fund or its investors and could be the interpretations that are most favorable to the Adviser and/or its affiliates.

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

Code of Ethics

The Adviser has adopted a Code of Ethics (the “Code”) pursuant to Rule 204A-1 under the Advisers Act, applicable to persons who are supervised by the Adviser or support the Adviser in providing investment advice to its advisory clients or their applicable general partners and who have access to non-public information regarding the purchase or sale of securities, make securities recommendations to its advisory clients or their applicable general partners, or have access to such recommendations that are non-public (“Access Persons”). Each Access Person is required to acknowledge the Code at the inception of his/her employment and annually thereafter. The Code is designed to make certain that all acts, practices and courses of business engaged in by Access Persons are conducted in accordance with the highest possible standards and to prevent abuse, or even the appearance of abuse, by Access Persons with respect to their personal trading and other business activities.

The Code addresses the personal trading and investment activities of Access Persons, as more fully described below. In addition, the Code addresses standards of business conduct and fiduciary duties expected of Access Persons, including confidentiality obligations and restrictions on outside business activities and other conflicts of interest.

Violations of the Code are subject to sanction, including reprimand, demotion, suspension or termination of employment.

Copies of the Code are available upon request from the Adviser.

Personal Trading and Investments

The Code refers to a number of policies governing the securities trading and investing activities of employees for their own accounts. Such policies require all Access Persons to pre-clear trades for covered securities, as defined under the policies, in a personal account. A pre-clearance request will be denied if such securities are under consideration for investment, or have been acquired by, a client of the Adviser, or if the Adviser is in receipt of material non-public information of the company or if another conflict exists. Such policies also impose holding periods and reporting requirements for covered securities. In addition, investments in private placements or an employee’s participation in an outside business activity must be pre-approved by the employee’s designated manager and the Chief Compliance Officer.

Participation or Interest in Client Transactions

Prior to subscribing for interests, investors receive information relating to potential conflicts of interest between the activities of the Fund and the Portfolio Funds and the business activities of the Adviser, and its affiliates, or clients that may have a financial interest in the securities in which the Fund or the Portfolio Funds invest.

On rare occasions, the Fund or a Portfolio Fund may sell a security or asset which another fund (of either the Adviser or an affiliate thereof), or an affiliate of the Adviser, wants to own, or vice versa. Any such cross transactions between clients can be expected to raise potential conflicts of interest, including with respect to transaction pricing. On these occasions, after extensive Firm and legal and compliance review

and documentation, a sale of the security or asset from one fund to another may be permitted, subject to compliance with the relevant clients' Governing Documents.

The Adviser may purchase and sell public and private investments and co-invest the assets of its advisory clients alongside other advisory clients and accounts managed by the Adviser or its affiliates, in compliance with the requirements and conditions of rules, regulations, orders, or interpretations of the SEC, or no-action letters of the SEC Staff, and in accordance with fund and client account governing documents.

Allocation of Investment Opportunities

Potential conflicts of interest can be expected to arise in the context of allocating investment opportunities among the different Funds and Affiliated Investment Accounts. This is in part due to different advisory clients being subject to different compensation terms and arrangements with the Adviser and/or Morgan Stanley.

The Adviser has a governance process in place to ensure that each client is treated in a fair and equitable manner. The following factors will be considered, as appropriate, in connection with allocation decisions:

- Rights of first offer in favor of a client
- Investment guidelines, goals or restrictions of the client
- Capacity of the client
- Existing allocation to similar strategies and the diversification objectives of the client
- Tax, legal or regulatory considerations
- With respect to co-investment allocations, whether the co-investor can provide value add to the operations of the business or provide future opportunities to the business of the client
- Other relevant business considerations

Allocation of Co-Investment Opportunities

The General Partner of the Fund and/or the, general partner (or similar managing entity) of a Portfolio Fund may offer co-investment opportunities with respect to none, some or all Fund or Portfolio Fund investments. In the event that such managing entity offers co-investment opportunities, such opportunities will be offered pursuant to the terms of the relevant Governing Documents of the Fund and such Portfolio Fund. With respect to the Fund and the Portfolio Funds, certain of the investors may have priority rights (but not obligations) to participate in co-investment opportunities, subject to the terms and conditions of the relevant Governing Documents setting forth such priority rights. Additionally, the allocation of co-investment opportunities may involve a direct or indirect benefit to Morgan Stanley as a result of, among other things, the receipt of fees or performance-based compensation from the co-investment opportunity, which will be calculated independently from the fees and performance-based compensation in respect of the capital commitments to the Fund and capital commitments to other Affiliated Investment Accounts.

Investing in the Fund and/or the Portfolio Funds does not entitle any Limited Partner or investor to allocations of co-investment opportunities. Co-investment opportunities may, and typically will, be offered to some and not other investors, or to third parties (including affiliates of Morgan Stanley) who are not

investors in the Fund or the Portfolio Funds. In addition, subject to the foregoing priority rights (if applicable), an investor may be offered fewer co-investment opportunities than investors with the same or smaller capital commitments in the Fund and other Affiliated Investment Accounts, and some investors may receive no such offers while other investors with capital commitments of the same or lower amount may receive substantial offers for such opportunities. Limited Partners are not required to participate in co-investments offered by the General Partner. The actual number of co-investment opportunities made available to Limited Partners may be significantly higher or lower than those made available in connection with other Affiliated Investment Accounts.

The appropriate allocation of fees and expenses generated in connection with potential investments that are not consummated with an investment of the Fund's assets, including without limitation out-of-pocket fees associated with attorney fees and the fees of other professionals ("Broken Deal Expenses"), will be determined by the Adviser or the Fund's general partner in its good faith discretion. However, until such time as a co-investor or a strategic investor makes such commitment related to one or more specific investments, such investors will generally not be required to share in Broken Deal Expenses that are paid by the Fund, either with respect to a co-investment opportunity that is not consummated or with respect to other potential investments that may be offered to the Fund. Thus, where permitted by applicable law, the Fund will generally bear all of such Broken Deal Expenses.

Please refer to Item 10 for a description of other financial industry activities and affiliations of Morgan Stanley, and a discussion of the material conflicts relating thereto.

Item 12 – Brokerage Practices

Due to the nature of the investments the Fund makes, broker-dealers are not generally used for transactions. However, when executing transactions on behalf of the Fund through a broker, dealer or underwriter, the Adviser's objective will be to obtain "best execution" (that is, the most favorable price and execution). The Adviser's effort to obtain best execution on any individual transaction depends substantially on its judgment, knowledge and experience in evaluating the counterparties', advisers' and service providers' ("Counterparties") reliability and capability based on previous and pending transactions effected by the broker-dealer for client accounts. Some of the factors considered by the Adviser in selecting a Counterparty include, among other things, execution quality and capabilities, including with regard to market making, commissions charged by, and gross compensation paid to, such Counterparty, and special knowledge of the Adviser's client's markets.

To the extent permitted by the applicable regulatory authorities, Morgan Stanley will be authorized to engage in transactions in which it acts as a broker for the Fund and for another person on the other side of the transaction. The Adviser may, in its discretion, subject to its determination in its discretion that such transactions are on arm's-length terms, and subject to applicable law (including the Volcker Rule), choose to execute trades or enter into derivative or hedging transactions for portfolio entities with Morgan Stanley, with Morgan Stanley acting as agent and charging a commission or acting as principal and retaining all profits it may realize as a result of such transactions. If Morgan Stanley acts as agent in such a situation, Morgan Stanley may receive commissions from, and have a potentially conflicting division of loyalties and responsibilities regarding, both parties to such transactions.

The Adviser will only consider engaging in a principal or cross transaction with Morgan Stanley or its affiliates on behalf of the Fund or other client to the extent permitted by applicable law.

A broker-dealer (including a Morgan Stanley affiliate) may act as agent for one or more clients in selling publicly traded securities simultaneously. In such a situation, transactions may, but are not required to, be bundled and clients will receive proceeds from sales based on average prices received, which may be lower than the price which could have been received had each client sold its securities separately from such broker-dealer's other clients.

Item 13 – Review of Accounts

The Investment Committee reviews and approves all significant investment decisions. The members of the Investment Committee are identified in the Supplements to the Adviser's Brochure in Form ADV Part 2B. The investments made by the Fund, and the Invested Portfolio specifically, are generally private, illiquid and long-term in nature. Accordingly, the review process is not directed toward a short-term decision to dispose of securities. However, the Adviser's portfolio management staff closely monitors companies and assets in which the Fund invests and generally maintains an ongoing oversight position in such companies and assets (including, where relevant, representation on the board of directors of such companies). Reviews occur on a quarterly and (in some cases) monthly basis.

The General Partner provides quarterly unaudited reports and annual audited reports to the Limited Partners, which include, among other things, financial statements and descriptions of the investments of the Fund. The Adviser provides quarterly unaudited reports regarding the performance of the Invested Portfolio. In certain cases, the Adviser may provide additional or different information to different Limited Partners. Other than as required by agreement with a Limited Partner or by applicable law, the Adviser is not obligated to offer similar information to any investor by virtue of providing that information to other Limited Partners.

Item 14 – Client Referrals and Other Compensation

The Adviser may from time to time compensate placement agents (which may include certain of its affiliates) in return for referrals of Limited Partners and/or investors in the Portfolio Funds. Any additional compensation paid specifically for such referrals will meet the requirements under the Advisers Act, if applicable.

Item 15 – Custody

The Adviser is not deemed to have custody of Fund's cash and securities.

Item 16 – Investment Discretion

As the subadvisor of the Fund, the Adviser will have discretion to recommend to the General Partner, without consent of the Limited Partners, the particular securities to be bought and sold, the broker or dealer (including a Morgan Stanley affiliate) to be used (if any) and the commission rates to be paid by the Fund in cases where a broker or dealer is used. The Adviser will provide investment advice to the Fund, subject to certain investment limitations regarding diversification and type of permitted investments as set forth in the Governing Documents and sub-advisory agreement. In addition, the Adviser and its affiliates, in their respective capacities as investment manager, general partner or similar managing entity of the Portfolio Funds, may have discretion to make similar recommendations regarding the purchase and sale of securities, the selection of the broker or dealer and the relevant commission rates with respect to the Portfolio Funds.

When executing transactions on behalf of the Fund or a Portfolio Fund through a broker, dealer or underwriter, the Adviser's objective will be to obtain the most favorable commission and the best price available on each transaction in light of the quality of execution provided. Consequently, brokers, dealers and underwriters are selected primarily on the basis of their execution, capability and trading expertise.

The Adviser generally receives discretionary authority from the Fund or a Portfolio Fund at the outset of its advisory relationship to select the identity and amount of securities to be bought or sold. Such authority is provided in Adviser's advisory contract with the Fund or a Portfolio Fund and/or under the terms of the applicable governing documents. In all cases, however, such discretion is to be exercised in a manner consistent with the stated investment objectives for the Fund and the Portfolio Fund, as applicable. When selecting securities and determining amounts, the Adviser observes the investment policies, limitations and restrictions of the Fund and the Portfolio Fund, as applicable.

Item 17 – Voting Client Securities

Where the Adviser has accepted authority to vote proxies on behalf of a client, the Adviser will vote proxies in accordance with its policies and procedures in place for voting of proxies (the “Proxy Voting Policy”), which are designed to ensure compliance with Rule 206(4)-6 of the Advisers Act. Copies of the Proxy Voting Policy are available upon request from the Adviser. Under the Proxy Voting Policy, the Adviser will vote proxies on behalf of the clients based on a determination of the best interest of the clients, consistent with the objective of maximizing long-term investment returns for the clients.

In many situations, a client is a party to a stockholder or similar agreement. These agreements are entered into in the best interests of the clients, and may require the Adviser to vote the other investors’ nominees to a board of directors or similar body, or require a vote in favor of a particular transaction. If this is the case, the Adviser will comply with the applicable clients’ contractual obligations.

Where no contract requires a client to vote for a specific outcome, the Proxy Voting Policy is designed to be responsive to the wide range of issues that may be subject to proxy vote, but is not exhaustive due to the variety of proxy voting issues that the Adviser may be required to consider.

The clients generally make a limited number of direct investments in portfolio companies that are or will become public. As a result, the Adviser will generally cast proxy votes on behalf of the clients with respect to a limited number of public portfolio companies.

The Adviser reserves the right to depart from the Proxy Voting Policy in order to avoid voting decisions that it believes may be contrary to the clients’ best interests. In addition, the Adviser may also abstain from voting if, based on factors such as expense or difficulty of exercise, it determines that the client’s interests are better served by an abstention.

The Adviser may be subject to conflicts of interest in the voting of proxies. A potential conflict of interest may occur where the Adviser or any of its affiliates or their respective employees has a direct or indirect economic stake in the outcome of a proxy vote that is different from a client’s stake. When such a potential conflict arises between the Adviser and any of its affiliates or their respective employees on the one hand and one or more of the clients on the other, the matter is evaluated to determine whether an actual conflict exists. Where an actual conflict exists, the Adviser will take necessary and appropriate steps to address the conflict.

Item 18 – Financial Information

Registered investment advisers are required in this Item to provide you with certain financial information or disclosure about the Adviser's financial condition. The Adviser is not aware of any financial condition that impairs its ability to meet contractual and fiduciary commitments to clients, and has not been the subject of a bankruptcy proceeding.