

INVESTMENT ADVISER BROCHURE
COURT SQUARE CAPITAL MANAGEMENT, L.P.

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This Investment Adviser Brochure (“**Brochure**”) provides information about the qualifications and business practices of Court Square Capital Management, L.P., a Delaware limited partnership (“**Court Square Capital**” or “**Court Square**”). If you have any questions about the contents of this Brochure, please contact us at 212-752-6772. 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 authority.

Court Square Capital is an investment adviser registered with the SEC under the Investment Advisers Act of 1940, as amended (the “**Advisers Act**”). However, such registration does not imply a certain level of skill or training.

Additional information regarding Court Square Capital is also available on the SEC’s website at www.adviserinfo.sec.gov.

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MATERIAL CHANGES

Court Square Capital filed its most recent Form ADV Part 2 on March 31, 2023. This annual amendment updates the description of the business practices of Court Square Capital and its affiliates.

ADVISORY BUSINESS

Court Square Capital Management, L.P., a registered investment adviser, and its affiliated investment advisers, Court Square Capital GP, LLC (“**Fund II GP**”), Court Square Capital GP III, LLC (“**Fund III GP**”), Court Square Capital GP IV, L.P. (“**Fund IV GP**” and together with Fund II GP and Fund III GP and collectively, together with any future affiliated general partner entities, the “**General Partners**”), CSC Manager, L.P. (“**Manager II**”), Court Square Capital Manager III, L.P. (“**Manager III**”), and Court Square Capital Manager IV, L.P. (“**Manager IV**” and together with Manager II and Manager III collectively, the “**Managers**”) and the General Partners, the Managers and Court Square Capital Management, L.P. (collectively, the “**Advisers**”) provide investment advisory services to investment funds privately offered to qualified investors in the United States and elsewhere. Each of the General Partners and each of the Managers are registered under the Investment Advisers Act pursuant to Court Square Capital Management, L.P.’s registration in accordance with SEC guidance. This Brochure also describes the business practices of each General Partner and each Manager, which operate as a single advisory business together with Court Square Capital Management, L.P. and referred to collectively as Court Square Capital.

Court Square Capital commenced operations in August 2006. As described in “Supplemental Information About Certain Managing Partners of Court Square Capital,” the Managing Partners (as defined below) worked together as a team of investment professionals prior to the founding of Court Square Capital.

Fund II GP has delegated the management of the business and affairs of Fund II to Manager II, which in turn has assigned such management to Court Square Capital Management, L.P. Fund III GP delegated the management of the business and affairs of Fund III to Manager III, which in turn has assigned such management to Court Square Capital Management, L.P. Fund IV GP has delegated the management of the business and affairs of Fund IV to Manager IV, which in turn has assigned such management to Court Square Capital Management, L.P. (See below for a list of Fund II, Fund III and Fund IV funds; Fund II, Fund III and Fund IV each, a “**Fund**,” collectively, the “**Funds**” and together with any future private investment fund managed by Court Square Capital Management, L.P., the “**Private Investment Funds**”).

The Funds and any other Private Investment Funds are private equity funds and invest through negotiated transactions in operating entities, referred to as “portfolio companies.” Court Square Capital’s investment advisory services to the Funds consist of identifying and evaluating investment opportunities, negotiating the terms of investments, managing, and monitoring investments and achieving dispositions for such investments. Investments are made predominantly in non-public companies, although investments in public companies are permitted subject to certain limitations set forth in the applicable Fund’s limited partnership agreement or exempted limited partnership agreement, as applicable (each, as amended, restated, amended and restated, supplemented or otherwise modified from time to time, a “**Fund Agreement**”). Capitalized terms

used but not defined in this Brochure have meanings as defined in the applicable Fund Agreements. The Managing Partners or other personnel of Court Square or its affiliates serve on the Fund's portfolio companies' respective boards of directors or otherwise act to influence control over the management of a Fund's portfolio companies.

Fund II GP, a Delaware limited liability company, is the general partner of the private equity funds listed below (together with any feeder vehicles, alternative investment vehicles and other special purpose entities, "**Fund II**").

- Court Square Capital Partners II, L.P., a Delaware limited partnership ("**Onshore II**")
- Court Square Capital Partners (Executive) II, L.P., a Delaware limited partnership ("**Executive II**")
- Court Square Capital Partners (Offshore) II, L.P., a Cayman Islands exempted limited partnership ("**Offshore II**")
- Court Square Capital Partners II-A, L.P., a Delaware limited partnership ("**Fund II-A**")

While the substantial majority of the terms of each above-named fund are the same, each of such funds was formed to suit the purposes of certain types of investors (e.g., U.S. tax-exempt investors, non-U.S. investors, etc.) so there are slight variations in structure and investment terms among the funds. Investors should refer to the private equity fund's Fund Agreement for specific terms with respect to that private equity fund.

Additionally, Fund II affiliates are the manager of the following co-investment fund ("**Fund II Co-Investment Fund**"), which was formed for the purpose of investing side-by-side with Fund II in a certain portfolio company investment of Fund II on the same terms on a *pro rata* basis based on relative commitment sizes of Fund II and the relevant Fund II Co-Investment Fund:

- CSC Encompass Holdings, LLC, a Delaware limited liability company

Fund III GP, a Delaware limited liability company, is the general partner of the private equity funds listed below (together with any feeder vehicles, alternative investment vehicles and other special purpose entities, "**Fund III**").

- Court Square Capital Partners III, L.P., a Delaware limited partnership ("**Onshore III**")
- Court Square Capital Partners (Executive) III, L.P., a Delaware limited partnership ("**Executive III**")
- Court Square Capital Partners III-A, L.P., a Delaware limited partnership ("**Onshore III-A**")
- Court Square Capital Partners (Offshore) III, L.P., a Cayman Islands exempted limited partnership ("**Offshore III**")

While the substantial majority of the terms of each above-named fund are the same, each of such funds was formed to suit the purposes of certain types of investors (e.g., U.S. tax-exempt investors, non-U.S. investors, etc.) so there are slight variations in structure and investment terms among the funds. Investors should refer to the private equity fund's Fund Agreement for specific terms with respect to that private equity fund.

Additionally, Fund III affiliates are the manager of each of the following co-investment funds (collectively, the “**Fund III Co-Investment Funds**”), which were formed for the purpose of investing side-by-side with Fund III in a certain portfolio company investment of Fund III on the same terms on a *pro rata* basis based on relative commitment sizes of Fund III and the relevant Fund III Co-Investment Fund:

- CSC Insight Co-Investment LLC, a Delaware limited liability company
- CSC PlayCore Group Co-Investment LLC, a Delaware limited liability company
- CSC IC Holdings, L.P., a Delaware limited partnership
- CSC Sapphire Holdings, L.P., a Delaware limited partnership
- CSC Sapphire Holdings II, L.P., a Delaware limited partnership

Fund IV GP, a Delaware limited partnership, is the general partner of the private equity funds listed below (together with any feeder vehicles, alternative investment vehicles and other special purpose entities, “**Fund IV**”).

- Court Square Capital Partners IV, L.P., a Delaware limited partnership (“**Onshore IV**”)
- Court Square Capital Partners (Executive) IV, L.P., a Delaware limited partnership (“**Executive IV**”)
- Court Square Capital Partners IV-A, L.P., a Delaware limited partnership (“**Onshore IV-A**”)
- Court Square Capital Partners (Offshore) IV, L.P., a Cayman Islands exempted limited partnership (“**Offshore IV**”)

While the substantial majority of the terms of each above-named fund are the same, each of such funds was formed to suit the purposes of certain types of investors (e.g., U.S. tax-exempt investors, non-U.S. investors, etc.) so there are slight variations in structure and investment terms among the funds. Investors should refer to the private equity fund's Fund Agreement for specific terms with respect to that private equity fund.

Additionally, Fund IV affiliates are the manager of each of the following co-investment funds (collectively, the “**Fund IV Co-Investment Funds**”), which were formed for the purpose of investing side-by-side with Fund IV in a certain portfolio company investment of Fund IV on the same terms on a *pro rata* based on relative commitment sizes of Fund IV and the relevant Fund

IV Co-Investment Fund:

- CSC ADS Holdings, L.P., a Delaware limited partnership
- CSC Alta Co-Invest, L.P., a Delaware limited partnership
- CSC Bright Light Holdings, L.P., a Delaware limited partnership
- CSC Connatix Holdings, L.P., a Delaware limited partnership
- CSC Fusion Holdings, L.P., a Delaware limited partnership
- CSC Lancet Holdings, L.P., a Delaware limited partnership
- CSC TS Holdings, L.P., a Delaware limited partnership

Court Square Capital's advisory services for the Private Investment Funds are further detailed in the applicable private placement memoranda and the supplements thereto (each, a **"Private Placement Memorandum"** and, collectively, the **"Private Placement Memoranda"** and, together with any relevant Fund Agreements, the **"Governing Documents"**), and are further described below under "Methods of Analysis, Investment Strategies and Risk of Loss." Investors in the Private Investment Funds (generally referred to herein as **"investors"** or **"limited partners"**) participate in the overall investment program for the applicable fund, but are permitted to be excused from a particular investment due to legal, regulatory or other agreed-upon circumstances pursuant to the relevant Fund Agreement; such arrangements generally do not and will not create an adviser-client relationship between Court Square Capital and any investor. The Funds or the General Partners have entered into side letters or other similar agreements with certain investors that have the effect of establishing rights (including economic or other terms) under or altering or supplementing the applicable Fund Agreement.

Additionally, as permitted by the relevant Fund Agreement, the Advisers expect to provide (or agree to provide) investment or co-investment opportunities (including the opportunity to participate in co-invest vehicles) to certain current or prospective investors or other persons, including other sponsors, market participants, finders, consultants and other service providers, portfolio company management or personnel, Court Square Capital's personnel and/or certain other persons associated with Court Square Capital and/or its affiliates alongside a particular Fund's transactions. Such co-investments typically involve investment and disposal of interests in the applicable portfolio company at the same time and on the same terms as the Fund making the investment. However, for strategic and other reasons, a co-investor or co-invest vehicle (including a co-investing Fund) purchases a portion of an investment from one or more Funds after such Funds have consummated their investment in the portfolio company (also known as a post-closing sell-down or transfer), which generally will have been funded through Fund investor capital contributions and/or use of a Fund credit facility. Any such purchase from a Fund by a co-investor or co-invest vehicle typically occurs shortly after the Fund's completion of the investment to avoid any changes in valuation of the investment, but in certain instances could be well after the Fund's initial purchase, and the co-investor or co-invest vehicle is permitted to be charged interest on the purchase to compensate the relevant Fund for the holding period, or required to reimburse the relevant Fund for related costs. However, to the extent any such amounts are not so charged or reimbursed (including charges or reimbursements required pursuant to applicable law), they

generally will be borne by the relevant Fund.

As of December 31, 2023, Court Square has regulatory assets under management of approximately \$7.717 billion in client assets all on a discretionary basis.

Court Square Capital is controlled by its general partner, CSC GP, LLC, a Delaware limited liability company (“**CSC GP**”). CSC GP is governed by a board of managers consisting of Christopher D. Bloise, Michael Delaney, Ian D. Highet, Thomas F. McWilliams, David T. Nguyen, Joseph M. Silvestri, David F. Thomas, Jeffrey F. Vogel, John D. Weber and Kevin White (collectively, the “**Managing Partners**”). No single person is a principal owner of Court Square Capital or CSC GP. Manager II is controlled by its general partner, CSC Manager GP, LLC, a Delaware limited liability company, which is controlled by the Managing Partners. No single person is the principal owner of Manager II or CSC Manager GP, LLC. Manager III is controlled by its general partner, CSC GP III, LLC, a Delaware limited liability company, which is controlled by the Managing Partners. No single person is a principal owner of Manager III or CSC GP III, LLC. Manager IV is controlled by its general partner, CSC GP IV, LLC, a Delaware limited liability company, which is controlled by the Managing Partners. No single person will be a principal owner of Manager IV or CSC GP IV, LLC.

FEES AND COMPENSATION

In general, Court Square Capital receives an asset-based “**Management Fee**” (as defined in each Fund’s Governing Documents) in connection with the advisory services it provides to the Funds. Court Square Capital or other Court Square entities or affiliates receive additional compensation in connection with management and other services performed for portfolio companies of the Funds and such additional compensation will offset in whole or in part the Management Fee otherwise payable to Court Square Capital or its affiliates. Limited Partners in the Funds also bear certain fund expenses. In addition, Court Square Capital is permitted to receive compensation for management and other services performed in connection with co-investments made in portfolio companies of the Funds.

Management Fees

Fund II

Effective July 1, 2019, Fund II GP ceased charging a management fee.

Fund III

Certain Governing Documents permit Court Square Capital to waive the Management Fee for certain investors or investment vehicles. Other than such investors or investment vehicles that have received a waiver, Fund III pays a Management Fee equal to 1.50% of the aggregate commitments of the Class A Limited Partners for the period beginning on the Effective Date (as defined in the applicable Fund III Fund Agreement) and ending upon the earlier of (i) the date on which the commitment period of Fund III expires or is terminated and (ii) the date on which the operation of a new equity fund with primary investment objectives substantially similar to Fund III is commenced. Capital Calls are sent to appropriate Limited Partners when the Management Fee is due. The Management Fee is payable in advance on a quarterly basis due on January 1, April

1, July 1, and October 1.

Effective upon the earlier of (i) the date on which the commitment period of Fund III expires or is terminated and (ii) the date on which the operation of a new equity fund with primary investment objectives substantially similar to Fund III is commenced, the Management Fee will be reduced to 1.00% per annum of the net amount of (A) the aggregate amount of investment contributions of the Class A Limited Partners, less (B) the aggregate amount of distributions returned in respect of such investment contributions to the Class A Limited Partners, less (C) the aggregate amount of investment contributions of the Class A Limited Partners used to fund investments that have been completely written-off, but only to the extent such written-off amount has not been returned to the Class A Limited Partners, less (D) the aggregate amount of investment contributions of the Class A Limited Partners used to fund investments that have been permanently written down, but only to the extent such written-down amount has not been returned to the Class A Limited Partners, in each case, determined as of the first day of the period with respect to which a determination is being made; provided, that distributions made to the Class A Limited Partners with respect to proceeds from investments in a portfolio company shall be treated as having been distributed for purposes of clause (B) only to the extent the aggregate fair market value of all remaining investments in such portfolio company is less than the aggregate investment contributions with respect to all existing and former investments in such portfolio company, as determined on the first day of the period with respect to which a determination is being made.

With respect to Onshore III only, the Management Fee shall be reduced, over the life of Onshore III, by \$15,000,000 (the “**Fund III Fee Reduction Amount**”). In addition, the Management Fee payable on each Management Fee due date shall be reduced by an amount (each, a “**Fund III Periodic Reduction Amount**”) equal to the least of (A) the portion of the Fee Reduction Amount that Manager III has elected to apply to reduce the Management Fee otherwise payable on such Management Fee due date, (B) the amount that would be payable to Manager III on such Management Fee due date without giving effect to any such reductions, waivers or offsets and (C) the excess, if any, of (i) the Fund III Fee Reduction Amount over (ii) the aggregate Fund III Periodic Reduction Amounts as of such date.

As of July 1, 2018, the Management Fee reduction to 1.00% per annum, as described above, became effective.

The Management Fee payable on any Management Fee due date was further reduced by \$18,778,000 (the “**Fund III Waived Fee Amount**”) equal to the lesser of (i) the amount of the Management Fee that Manager III has irrevocably elected to waive with respect to such Management Fee due date and (ii) the amount that would otherwise be payable to Manager III on or with respect to such Management Fee due date (after giving effect to any Fund III Periodic Reduction Amount but without giving effect to the Fund III Offset Amount (defined below) or the Fund III Waived Fee Amount). Any Fund III Periodic Reduction Amount and any Fund III Waived Fee Amount shall reduce later capital contributions of Manager III, in its capacity as a limited partner of Fund III, to Fund III and correspondingly increase later capital contributions of the other limited partners of Fund III. Fund III Management Fees are subject to agreed-upon fee waivers.

Manager III will apply the Class A Limited Partners’ Share of (i) any placement agent fees and expenses paid by Fund III, (ii) any organizational expenses (other than placement agent fees and expenses) in excess of \$3,000,000 paid by Fund III, and (iii) 100% of any Portfolio Company

Fees (the aggregate amount of clauses (i), (ii) and (iii), the “**Fund III Offset Amount**”) to reduce the Management Fee for the quarterly period succeeding the quarterly period in which such placement agent fee or such organizational expense was paid by Fund III or such Portfolio Company Fee was received; provided, that the Fund III Offset Amount shall be reduced by the amount by which Manager III has irrevocably elected to reduce the Management Fee payable on any Management Fee due date preceding the date on which such placement agent fee or such organizational expense is paid by Fund III or such Portfolio Company Fee is received. In the event that the Fund III Offset Amount to be applied against the Management Fee exceeds the Management Fee for the immediately succeeding quarterly period, such excess shall be carried forward to reduce the Management Fee payable in following quarterly periods. Any such excess Fund III Offset Amount that is attributable to Portfolio Company Fees that remains unapplied as of the dissolution of Fund III shall be retained by the applicable Fund III GP related persons. As of the final distribution of Fund III’s assets, the Fund III GP, Manager III or any of their affiliates shall rebate directly to any Class A Limited Partner that has elected to receive its pro rata share of such excess Fund III Offset Amount an amount of Management Fees equal to the lesser of (i) the product of (x) such excess Fund III Offset Amount, multiplied by (y) a fraction, the numerator of which is such Class A Limited Partner’s commitment, and the denominator of which is the commitments of all Class A Limited Partners and (ii) the aggregate Management Fees previously paid by such Class A Limited Partner. All Class B Limited Partners, including Manager III and the GP are paid their pro rata share, based on their original capital commitments, of Fund III Offset Amount annually.

Fund III Management Fee will be further reduced in the circumstances and by the amounts described in the Fund III Fund Agreements. Capital Calls are sent to appropriate Limited Partners when the Management Fee is due. The Management Fee is payable in advance on a quarterly basis due on January 1, April 1, July 1, and October 1.

Fund IV

Certain Governing Documents permit Court Square Capital to waive the Management Fee for certain investors or investment vehicles. Other than such investors or investment vehicles that have received a discount, Fund IV pays a Management Fee equal to 1.50% of the aggregate commitments of the Class A Limited Partners for the period beginning on the Effective Date (as defined in the applicable Fund IV Fund Agreement) and ending upon the earlier of (i) the date on which the commitment period of Fund IV expires or is terminated and (ii) the date on which the relevant General Partner (or an affiliate thereof) begins to receive or accrue management fees with respect to a new equity fund with primary investment objectives substantially similar to Fund IV. Provided, that so long as any Lead Investor maintains an aggregate commitment of at least \$400,000,000 as of any management fee due date, such percentage will equal 1.25% of their aggregate commitment. Capital Calls are sent to appropriate Limited Partners when the Management Fee is due. The Management Fee is payable in advance on a quarterly basis due on January 1, April 1, July 1, and October 1, or on an annual basis as deemed appropriate by the General Partner.

Effective upon the earlier of (i) the date on which the commitment period of Fund IV expires or is terminated and (ii) the date on which the relevant General Partner (or an affiliate thereof) begins to receive or accrue management fees with respect to a new equity fund with primary investment objectives substantially similar to Fund IV, the Management Fee will be

reduced to 1.00% per annum of the net amount of (A) the aggregate amount of investment contributions of the Class A Limited Partners, less (B) the aggregate amount of distributions returned in respect of such investment contributions to the Class A Limited Partners, less (C) the aggregate amount of investment contributions of the Class A Limited Partners used to fund investments that have been completely written-off, but only to the extent such written-off amount has not been returned to the Class A Limited Partners, less (D) the aggregate amount of investment contributions of the Class A Limited Partners used to fund investments that have been permanently written down, but only to the extent such written-down amount has not been returned to the Class A Limited Partners, in each case, determined as of the first day of the period with respect to which a determination is being made; provided, that distributions made to the Class A Limited Partners with respect to investments in a portfolio company shall be treated as having been distributed for purposes of clause (B) only to the extent the aggregate fair market value of all remaining investments in such portfolio company is less than the aggregate investment contributions with respect to all existing and former investments in such portfolio company, as determined on the first day of the period with respect to which a determination is being made.

Manager IV will apply the Class A Limited Partners' Share of (i) any placement agent fees and expenses paid by Fund IV, (ii) any organizational expenses (other than placement agent fees and expenses) in excess of \$3,500,000 paid by Fund IV, and (iii) 100% of any Portfolio Company Fees (the aggregate amount of clauses (i), (ii) and (iii), the "**Fund IV Offset Amount**") to reduce the Management Fee for the quarterly period succeeding the quarterly period in which such placement agent fee or such organizational expense was paid by Fund IV or such Portfolio Company Fee was received; provided, that the Fund IV Offset Amount shall be reduced by the amount by which Manager IV has irrevocably elected to reduce the Management Fee payable on any Management Fee due date preceding the date on which such placement agent fee or such organizational expense is paid by Fund IV or such Portfolio Company Fee is received. In the event that the Fund IV Offset Amount to be applied against the Management Fee exceeds the Management Fee for the immediately succeeding quarterly period, such excess shall be carried forward to reduce the Management Fee payable in following quarterly periods. Any such excess Fund IV Offset Amount that is attributable to Portfolio Company Fees that remains unapplied as of the dissolution of Fund IV shall be retained by the applicable Fund IV GP related persons. As of the final distribution of Fund IV's assets, the Fund IV GP, Manager IV or any of their affiliates shall rebate directly to any Class A Limited Partner that has elected to receive its pro rata share of such excess Fund IV Offset Amount an amount of Management Fees equal to the lesser of (i) the product of (x) such excess Fund IV Offset Amount, multiplied by (y) a fraction, the numerator of which is such Class A Limited Partner's commitment, and the denominator of which is the commitments of all Class A Limited Partners and (ii) the aggregate Management Fees previously paid by such Class A Limited Partner. All Class B Limited Partners, including Manager IV and the GP are paid their pro rata share, based on their original capital commitments, of Fund IV Offset Amount annually.

Fund IV Management Fee will be further reduced in the circumstances and by the amounts described in the Fund IV Fund Agreements. Capital Calls are sent to appropriate Limited Partners when the Management Fee is due. The Management Fee is payable in advance on a quarterly basis due on January 1, April 1, July 1, and October 1.

Where the Governing Documents calculate Management Fees based on the amount of Commitments or the amount of investment contributions, the amount of Management Fees

generally will not be reduced based on reductions in investment value, except where specified by the relevant Governing Documents. As a general matter, Management Fees will be payable during term extensions unless otherwise agreed with investors.

As is typically the case in private equity funds, Management Fees will be calculated and charged on a basis that generally is not based on the respective Fund's then-current net asset value. Subject to the Governing Documents and related management agreements, from the effective date of the relevant Fund until a date specified in the Governing Documents (the "**Stepdown Date**"), Management Fees generally will be calculated based on a percentage of the relevant Fund's aggregate Commitments. After the Stepdown Date, Management Fees generally will be calculated based on the amount of investment contributions (including, where applicable, a Fund borrowing component) made by the relevant Fund.

Under the Governing Documents, where the fair market value of an investment exceeds the total amount of investment contributions relating to such investment, post-Stepdown Date Management Fees will not be calculated based upon such appreciated value, and will instead continue to be calculated based on the amount of such investment contributions. Conversely, the relevant Governing Documents do not require Management Fees to be reduced following the occurrence of a decrease (including a significant decrease) in fair value, except in the case of investments that were realized or disposed of at a valuation below the investment contributions or otherwise permanently written down (such investments, "**Impaired Value Investments**"). For the avoidance of doubt, if the fair market value of the Impaired Value Investment is less than the total amount of investment contributions relating to such Impaired Value Investment, then the amount of Management Fees otherwise payable relating to such investment will be reduced solely based on the ratio of the fair market value of each relevant remaining investment(s) as compared against the amount of total investment contributions relating to such investment.

As a result, and as is generally the case for private equity funds, the amount of Management Fees typically will not correspond with fluctuations in the net asset value of individual investments or of a Fund, including following the relevant investment period, and will not be reduced in connection with any decrease (including a significant decrease) in fair value, except in the case of Impaired Value Investments. Except where the Governing Documents expressly provide to the contrary, Management Fees will not be reduced (in whole or in part) in the case of partial distributions (e.g., those resulting from a dividend recapitalization) or reorganizations, restructurings, roll-over investments, extraordinary dividends or similar transactions or in circumstances where one or more other Fund(s) divest their respective investment(s) (including credit investments) in the relevant portfolio company, whether in whole or in part, and even in cases where the value of the Fund's investment or the Fund's ownership percentage in such investment has been reduced (including substantially reduced) as a result of such transaction.

In many circumstances, the management fees base of such post-Stepdown Date Management Fees will include capitalized transaction-specific expenses of unrealized investments. Further, management fees typically will not be reimbursed or refunded under the Governing Documents in the event of realizations, dispositions, partial write-offs or partial write downs that occur partway through the relevant calculation period.

The Funds' Governing Documents and related management agreements set forth the full list of terms under which Management Fees will be reduced, offset or otherwise limited, and consequently investors should expect to bear the full specified management fee rate in the Governing

Documents and related management agreements until they are reduced in the circumstances and on the date(s) specified therein.

Other Information

Court Square Capital is permitted to exempt certain investors in Private Investment Funds from payment of all or a portion of Management Fee and/or Carried Interest, including Court Square Capital and any other person designated by Court Square Capital, such as “friends and family” of Court Square Capital or its personnel, or other investors meeting certain qualification requirements. Any such exemption from fees and/or Carried Interest is made by direct exemption, a rebate by Court Square Capital and/or its affiliates, or through other Private Investment Funds which co-invest with the Funds. For example, in instances where a Court Square Capital professional (or an affiliated entity thereof) invests in a Fund, such professional (or such affiliated entity) will be exempt from payment of the Management Fee and Carried Interest with respect to such Fund, unless otherwise directed by the General Partner. Additionally, to the extent permitted by the relevant Fund Agreement, certain Advisers have the right to permit investors, affiliated with an Adviser or otherwise, to invest through the relevant General Partner or other vehicles that do not bear Management Fees or carried interest. Due to waived or reduced Management Fees by Court Square Capital and/or timing of receipt of compensation subject to offsets (as described above), it is possible that Management Fee offsets will not be fully realized by investors in a Fund, resulting in net additional benefit to Court Square Capital. Court Square Capital retains flexibility to structure its compensation from investors and expects in certain circumstances to agree to invoice an investor directly for Management Fees or other compensation rather than deducting such amounts from the investor’s capital account(s).

The Funds and any other Private Investment Funds invest on a long-term basis. Accordingly, Management Fees and other fees are expected to be paid, except as otherwise described in the Fund Agreements over the term of the Funds (or the relevant Private Investment Funds, as applicable) and limited partners generally are not permitted to withdraw or redeem interests in the Funds (or other relevant Private Investment Funds, as applicable). The General Partners reserve the right to waive all or a portion of any Management Fee and/or Carried Interest payable by limited partners of their respective Funds or other Private Investment Funds.

In addition to the Management Fee and Carried Interest, the Funds bear certain expenses. As set forth in their Fund Agreements, the Funds would bear certain fees, costs, expenses, liabilities and obligations (including those related to the relevant Fund’s subsidiaries and intermediate entities) to the extent not paid by portfolio companies, including legal, accounting, auditing, investment banking, travel, printing, consulting, research, brokerage, finder’s fees, custody, transfer, government and registration, insurance, advisory committee, annual meeting, interest, taxes and other similar fees and expenses including any such expenses (including break-up or topping fees) incurred in connection with proposed transactions for which Court Square Capital had selected such Fund as a proposed investor but that are not consummated (“**Broken Deal Expenses**”), but not Court Square Capital expenses in connection with the maintenance and operation of its offices (such as compensation of its employees, rent, utilities and general office expenses). Except where the relevant Governing Documents or Side Letter(s) expressly provide to the contrary, Broken Deal Expenses and other expense relating to the diligence or evaluation of a prospective investment are generally expected to be allocated among investors within a Fund regardless of whether any individual investor negotiated for an elective or automatic contractual right that would have excused them from participating in the investment. The Funds also bear

expenses indirectly to the extent a portfolio company (or intermediate entity) pays expenses, including expenses of Court Square Capital and/or its affiliates; the relative percentage of these expenses that are borne by various stakeholders (including the relevant Fund, any co-investors, portfolio company management and other persons) is expected to depend upon the level at which such expenses are charged or incurred. In certain cases, these or similar expenses are expected to be charged to portfolio companies, capitalized into the cost basis of a transaction or, to the extent necessary or desirable for operational, administrative, tax or other reasons, charged at the level of an intermediate holding company between the relevant Fund and the portfolio company. To the extent holding or intermediate entities include one or more special purpose acquisition companies (“SPACs”), the relevant Fund(s) will bear the costs of organizing and offering such SPACs, as well as the amount and dilutive effect of any founders’ equity or similar interests issued thereby that are not held directly or indirectly by the Fund, and except where prohibited by the Governing Documents, such interests are permitted to be issued to Court Square and its personnel. The General Partner reserves the right to agree with Executive Advisors (as defined below), joint venture or similar partners, service providers, portfolio company management or other persons that all or a portion of certain expense reimbursements, payments or other amounts owed to such persons relating to one or more investments will be paid in the form of a profits, participation or equity interest granted in the relevant investments or related intermediate entities. While such an arrangement is more favorable to the relevant Fund in that it does not involve an initial cash outlay for the payment of expenses, and could be further favorable to the relevant Fund if the investment does not increase in value, in the event of appreciation in the relevant investment any such profits, participation or equity interest generally would have a dilutive impact on the Fund’s investment, as well as the potential to result in economic gains to the recipient greater than the original amount of compensation, which in either case could be substantial. Each Fund also generally will bear the costs of implementing, reporting (as applicable), monitoring and complying with investment guidelines and directives relating to the Fund’s strategy, including in Side Letters relating thereto, and (where applicable) environmental, social, governance (“ESG”) and other standards to which the relevant General Partner has committed in making investments on behalf of the Fund. Additionally, subject to the Governing Documents, a Fund typically will bear certain unreimbursed expenses of portfolio companies and intermediate holding vehicles through which the Fund invests. As is typical for private equity funds, the Funds likely bear additional and greater expenses, directly or indirectly, than many other pooled investment products, such as mutual funds, and there can be no assurance that the benefits to investors will be commensurate with such expenses. To the extent brokerage fees are incurred, they will be incurred in accordance with the practices set forth in “Brokerage Practices.” The Fund Agreements call for the inclusion of alternative investment vehicles established in order to permit one or more investors to participate in one or more particular investment opportunities in a manner desirable for tax, regulatory or other reasons. Alternative investment vehicle sponsors have limited discretion to invest the assets of these vehicles independent of limitations or other procedures set forth in the organizational documents of such vehicles and the related Fund. Co-Investment Funds generally are formed in connection with the consummation of a transaction. Accordingly, where a proposed transaction is not consummated, no Co-Investment Fund generally will have been formed. While the Fund Agreements permit the full amount of any Broken Deal Expenses relating to any such proposed transaction to be borne by the Fund or Funds selected by Court Square Capital as proposed investors for such proposed transaction, it has generally been the historical practice of Court Square Capital to determine that certain expenses (certain legal, certain accounting, investment banking, travel, printing, certain consulting, research, brokerage, finder’s fees, custody, transfer, government and registration, insurance, advisory committee, interest, taxes and other similar fees and expenses) to

the extent not paid by the portfolio companies will be paid by Court Square Capital and will not pass the expenses through to the Funds.

In certain circumstances, one Fund is expected to pay an expense or obligation common to multiple Funds and/or co-investors (including without limitation legal expenses for a transaction in which all such Funds and/or co-investors participate, or other fees or expenses in connection with services the benefit of which are received by other Funds and/or co-investors over time), and be reimbursed by the other Funds by their share of such expenses or obligations, without interest. To the extent the paying Fund makes use of a credit facility to pay such expense, it is generally not expected to be reimbursed separately by other Funds for the costs of establishing, negotiating or maintaining the facility as a whole. While highly unlikely, it is possible that one of the other Funds could default on its obligation to reimburse the paying Fund. In certain circumstances, Court Square Capital, the relevant General Partner, or an affiliate thereof is expected to advance amounts related to the foregoing and receive reimbursement from the Funds to which such expenses relate. A Fund may also bear deal sourcing expenses, all or a portion of which is for the purpose of generating future deal flow for such Fund or a future successor Fund.

As described above, in certain circumstances, the relevant General Partner is expected to permit certain investors to co-invest in portfolio companies alongside one or more Funds, subject to Court Square Capital's related policies and practices and the relevant Fund Agreement(s) and/or side letter(s) or similar agreements. Where a co-invest vehicle is formed, such entity will bear expenses related to its formation and operation directly (many of which are similar in nature to those borne by the Funds), or such expenses may be charged to the portfolio company. In the event that a transaction in which a co-investment was planned, including a transaction for which a co-investment was believed necessary in order to consummate such transaction or would otherwise be beneficial, in the judgment of the General Partner, ultimately is not consummated, all Broken Deal Expenses relating to such proposed transaction are permitted to be borne by the relevant Fund(s), and are not required to be borne by any potential co-investors, that were to have participated in such transaction. To the extent that such co-investors have already executed definitive documentation to invest in such transaction, such co-investor is expected to bear its *pro rata* share of such Broken Deal Expenses. The Advisers' practice of allocating Broken Deal Expenses among investing Funds is discussed under "Conflicts of Interest" below. To the extent a Fund makes use of a credit facility to invest in a portfolio company or pay related expenses, it is generally not expected to be reimbursed separately by co-investors for the costs of establishing, negotiating or maintaining the facility as a whole.

As a matter of practice, Court Square Capital is typically paid fees of the type referred to in the foregoing paragraphs from, on behalf of or with respect to co-investors in an investment, as well as other fees relating to the structuring and administration of co-investment arrangements. The receipt of such fees will not reduce the Management Fee payable by any Fund(s) that have also invested in such investment, and, as a result, a Fund will, in most cases, only benefit with respect to its allocable portion on a fully diluted basis of any such fee and not the portion of any fee related to: (i) General Partner or affiliated partner commitments; (ii) co-investors or potential co-investors (which could include co-investment vehicles managed by Court Square, third parties, current or former portfolio company management or personnel, sellers that have rolled their interest or reinvested proceeds in the portfolio company and/or others); or (iii) the value of profits, participation or equity interests owned by current or former portfolio company management, in or relating to the relevant portfolio company, which will, in most cases, be significant. In certain

circumstances, Court Square Capital expects that co-investors or other parties will negotiate the right to share a portion of such fees from a particular investment, and the above-described offset percentage will be applied after excluding any amounts paid to such persons. Additionally, as further described below in the section entitled “Methods of Analysis, Investment Strategies and Risk of Loss” and in the applicable Governing Documents of each Fund, it is Court Square Capital’s practice to use or retain certain other individuals and companies (“**Executive Advisors**”) to provide services to (or with respect to) certain portfolio companies in which one or more Funds invest, as further described below in the section entitled “Methods of Analysis, Investment Strategies and Risk of Loss.” Such Executive Advisors have been compensated by Court Square but are also permitted to receive compensation from the relevant portfolio companies to which they provide services. Generally, no such amounts will offset or reduce the Management Fee. For the avoidance of doubt, Court Square Capital also will not offset compensation received from outside sources, such as residual employee board seats at entities that are no longer Fund portfolio companies. The use of Executive Advisors subjects Court Square Capital to potential conflicts of interest, as discussed under “Conflicts of Interest,” below.

It is Court Square Capital’s practice for principals or other current or former employees, including Resource Partners of Court Square Capital and its affiliates to receive salaries and other compensation derived from, and in certain cases including a portion of, the Management Fee, carried interest or other compensation received by Court Square Capital or its affiliates.

PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT

Court Square Capital does not receive a carried interest allocation (“**Carried Interest**”) for its advisory services to the Funds. Rather, Fund II GP receives a Carried Interest equal to 20% of all aggregate realized profits from the Class A Limited Partners of Onshore II, Offshore II and Executive II, and a Carried Interest equal to 16% of all aggregate realized profits from the Class A Limited Partners in Fund II-A. Fund III GP receives a Carried Interest equal to 20% of all aggregate realized profits from the Class A Limited Partners of Onshore III, Offshore III, III-A and Executive III. Fund IV GP receive a Carried Interest equal to 20% of all aggregate realized profits from the Class A Limited Partners of Onshore IV, Offshore IV, IV-A and Executive IV. Carried Interest is more fully described in each Fund’s respective Fund Agreement. If any General Partner receives Carried Interest distributions during the life of the applicable Fund which are, in the aggregate, in excess of 20% (or 16%, in the case of Fund II GP with respect to Fund II-A) of such Fund’s cumulative net profits, then such excess Carried Interest distributions will be subject to clawback or repayment by such General Partner. The Co-Investment Funds are not subject to a Carried Interest. Other than the Co-Investment Funds, the Advisers do not advise Private Investment Funds not subject to a Carried Interest, although the General Partners can elect to waive Carried Interest with respect to certain affiliated limited partners in the applicable Fund, as described under “Fees and Compensation.”

The existence of performance-based compensation has the potential to create an incentive for a General Partner to make more speculative investments on behalf of a Fund than it would otherwise make in the absence of such arrangement, although Court Square Capital generally considers performance-based compensation to better align its interests with those of its investors, particularly in instances where the Governing Documents include terms requiring clawback or giveback of performance-based compensation amounts at the end of the relevant Fund’s life or at certain interim intervals.

TYPES OF CLIENTS

Court Square Capital provides investment advice solely to its Private Investment Fund clients, including the Funds, and references throughout this Brochure to “**clients**” and to Court Square Capital’s related duties to and practices on behalf of its clients and/or investors should be construed accordingly. Private Investment Funds generally include investment partnerships or other investment entities formed under U.S. or non-U.S. laws and operated as exempt investment pools under the Investment Company Act of 1940, as amended. The investors participating in Private Investment Funds include individuals, banks or thrift institutions, other investment entities, university endowments, sovereign wealth funds, family offices, pension and profit-sharing plans, trusts, estates or charitable organizations or other corporations or business entities and include, directly or indirectly, Managing Partners or other personnel of Court Square Capital and its affiliates and members of their families or other service providers, as well as executives of portfolio companies. Each of Fund II, Fund III, and Fund IV is closed to additional investors.

METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

General

Court Square primarily invests in middle-market businesses, predominantly in the U.S. that Court Square believes possess earnings growth potential. Court Square believes that it has the expertise, network, and experience to identify investment opportunities and create value in its portfolio companies.

Court Square primarily invests in the following four sectors: business services, industrial, healthcare, and technology & telecommunications (the “**Target Industries**”). Court Square typically acquires a controlling equity interest in its portfolio companies. Fund IV, for example, will typically make equity investments of approximately \$75 million to \$350 million in companies that have an enterprise value of \$150 million to \$1.5 billion.

There can be no assurance that the Advisers will achieve the investment objectives of the Funds and a loss of investment is possible.

Investment and Operating Strategy

Investment Strategy

Court Square builds on former successes by leveraging prior investment insights, experience, and an expansive network. This approach serves as the foundation of the three pillars of Court Square’s investment strategy: partnership model, advantaged sourcing, and value creation.

Partnership Model. Court Square believes in the importance of identifying and underwriting investments in partnership with strong management teams capable of driving performance and value creation. While Court Square requires appropriate financial controls, rigorous monitoring of key performance metrics, and continuous open communications with management, Court Square believes there is no replacement for management teams with the incentive, passion, and skill necessary to build an established company.

Court Square actively works with senior management to ensure that their team has the expertise and bandwidth necessary to successfully achieve value creation. In cases where outside resources are required, Court Square works collaboratively with management to identify the appropriate resources, all the while ensuring that management buys into and takes responsibility for those resources. Moreover, Court Square's long track record of building middle market companies in a collaborative partnership with management and an approachable and team-oriented style attract founders, owners, and seasoned managers who prefer partnership to strict control and invasive ownership.

Court Square requires portfolio company management to invest or roll a significant portion of their sale proceeds into the equity of the newly-capitalized entity. Moreover, Court Square's Investment Team, consisting of Managing Partners, Partners, Principals and Vice Presidents (collectively, the "**Investment Team**"), is one of the largest investors in each of the Court Square Funds and makes a substantial personal commitment as well. Such shared economics align interests and ensure that all parties move forward with similar objectives. Court Square's alignment of interest with management is a common thread in all of Court Square's investments.

Advantaged Sourcing. Court Square's deep domain knowledge coupled with its proactive, thematic sourcing strategy, frequently leads to advantaged sourcing opportunities. As a result of decades of investing in its Target Industries, Court Square has developed deep sector knowledge and extensive sector networks. The Investment Team possesses significant insight, experience, and relationships within the four Target Industries.

Court Square employs a highly structured sourcing process which identifies underlying industry dynamics and trends which Court Square believes will drive strong growth. Court Square then proactively seeks businesses that are well positioned to take advantage of these trends. Court Square's extensive network and proactive sourcing process frequently lead to situations where the Investment Team identifies target companies well before they are for sale. Insights and relationships garnered from successful past investments often lead to the next opportunity.

Supplementing these relationships, Court Square utilizes Executive Advisors and other industry consultants. Executive Advisors and industry consultants are third party consultants. Executive Advisors' goal is to identify potential transactions and provide industry information and/or analysis to Court Square. Industry consultants are engaged by Court Square to perform due diligence on certain identified investment opportunities. Executive Advisors are compensated by Court Square for these consulting services, but Executive Advisors do not represent Court Square nor are they authorized to act on behalf of Court Square. In some situations, an Executive Advisor is permitted to be paid by a portfolio company for due diligence performed for the portfolio company or the new portfolio company can request that the Executive Advisor join its Board of Directors. The portfolio company will pay the Executive Advisor fees for advisory services rendered directly to the portfolio company. These services provided to the portfolio company are independent of Court Square and part of the Executive Advisors' role as independent consultants. All compensation received from the portfolio company by the Executive Advisor is generally outside the scope of Court Square or the Funds and will not offset the Management Fees. For certain other industry consultants, a portfolio company will pay such industry consultants fees, for a successfully closed deal, from its closing proceeds; and if deal is unconsummated, such industry consultants will be paid by Court Square. Executive Advisor and other industry consultants fees and expenses are expected to include cash fees and can also include a profits or equity interest in

a portfolio company or other incentive-based compensation, which would be determined according to one or more methods, including the value of the time (including an allocation for overhead and other fixed costs) of such advisor and consultants, a percentage of the value of the portfolio company, the invested capital exposed to such portfolio company, amounts believed to be charged by other providers for comparable services and/or a percentage of cash flows from such company. Compensation in the form of profits, participation, or equity interests in a portfolio company or intermediate holding company generally has a dilutive impact on the Fund's investment, and has the potential to result in economic effects greater than the original amount of compensation, and the relevant Fund typically will bear the costs of all Executive Advisor compensation as well as fees, costs and expenses of structuring Executive Advisor arrangements. Additionally, portfolio companies can potentially provide opportunities for Executive Advisors to invest in such portfolio company and reimburse costs and expenses incurred by Executive Advisors. To the extent a former Court Square employee becomes a consultant to, or employed by, a portfolio company, no compensation earned by such former employee will offset the Management Fee, whether or not such former employee has a remaining interest in the relevant Fund's General Partner or affiliated entity. Conversely, in the event that Court Square employs a person that previously received compensation from a portfolio company, limited partners will receive the benefit of any applicable offset only beginning as of the relevant start date of the person's employment with Court Square, and not with respect to any compensation paid prior to such date, including equity grants made prior to the date of employment that vest thereafter. Although portfolio companies, under the influence of Court Square Capital, have engaged and are expected to engage Executive Advisors with a view to reducing costs to such portfolio companies (and, ultimately, the Fund) and/or improving portfolio company performance, a number of factors would result in limited or no cost savings from such retention.

As an active long-time sector investor, Court Square is well-known by intermediaries and has earned a reputation among sellers and intermediaries for ethical behavior. Court Square endeavors to follow through on its commitments, and this consistency has led to favorable treatment from influential parties in many processes.

Value Creation. Court Square's portfolio companies utilize multiple levers to create value including: (a) organic growth through expanding product or service offerings, investing in salesforce productivity, price optimization, and geographic expansion; (b) highly accretive tuck-in acquisitions or transformative mergers; (c) cost optimization including outsourcing initiatives, sourcing optimization, and operating efficiency; (d) capital efficiency including working capital optimization, facility rationalization, and a disciplined capital approval and allocation process; (e) investment in business infrastructure and systems; and (f) continuous investment in organization talent.

Investment Process

Court Square invests in middle market businesses that it believes have compelling growth potential within the four Target Industries. Court Square specifically targets opportunities where it is positioned to add value based on former investment experience and domain expertise. Court Square aims to build on prior successes, and this is key to Court Square's sourcing efforts and maximizing value creation. Court Square relies on a combination of its deep sector expertise, broad network of relationships, and strong reputation to proactively identify attractive investment opportunities.

Investment Committee Process. Court Square has developed a rigorous internal approval process, in which the investment committee provides early and ongoing input into the diligence process. Court Square's deal teams are typically staffed with five to six investment professionals, including two Managing Partners, which ensures senior level involvement while leveraging the Court Square's broad experience and perspective.

Decision Making. Court Square believes its process emphasizes a transparent and balanced presentation of a business's risks and opportunities. The investment committee process is highly interactive and is designed to encourage open and candid debate of key issues. Court Square believes that this collaborative approach fully leverages Court Square's significant experience and results in more balanced and informed investment committee decisions. In order to approve an investment, a majority of the investment committee must vote in favor of the transaction. While in practice Court Square's interactive approach produces a consensus for most decisions, Court Square believes that the flexibility to dissent encourages debate and contributes to the integrity of the decision-making process.

Portfolio Company Management and Value Creation. Post investment, Court Square requires a high degree of visibility on each business's performance. As part of the diligence process, the deal team begins to develop a value creation plan, which will ultimately include a detailed value creation roadmap. Upon acquisition, this plan is refined in partnership with management and reviewed with the investment committee. The value creation plan serves as an important first step in building the desired relationship with portfolio company management as well as establishing the foundation and momentum for the value creation process. Progress against the value creation plan is reviewed by the investment committee as part of each portfolio company's annual review.

Exit Planning. Exit planning begins with the diligence and investment approval process where potential buyers, exit alternatives, and key exit value drivers are important considerations. Preparations for a successful exit are an ongoing priority of the deal team and require developing relationships with potential buyers and focusing on key strategic initiatives to help drive multiple expansion upon exit.

Risks of Investment

Each Fund and its investors bear the risk of loss that the Advisers' investment strategy entails. Investors should review each Fund's Private Placement Memorandum for information regarding risks specific to each Fund. In general, the risks involved with the Adviser's investment strategy and an investment in the Funds include, but are not limited to:

Business Risks. Each Fund's investment portfolio is expected to consist primarily of securities issued by privately held companies, and operating results in a specified period will be difficult to predict. Such investments involve a high degree of business and financial risk that can result in substantial losses.

Relation to Other Investment Results. The prior investment results of the Court Square investment professionals, including with respect to prior funds and investments are not indicative of a Fund's future investment results. The nature of, and risks associated with, a Fund's future investments may differ substantially from those investments and strategies undertaken historically

by the Court Square investment professionals, including target return levels, level or risk associated with a particular investment, amount of invested in a particular company, types of companies within a particular industry sector, amount of leverage used, structure and holding period. There can be no assurance that a Fund's investments will perform as well as the past investments of the Court Square investment professionals or that a Fund will be able to avoid losses.

Competition for Suitable Investments. A Fund will compete for the acquisition of investments with other investors, some of whom will have greater resources than such Fund. Such competitors may include investment funds as well as individuals, large publicly-traded companies, financial institutions, and other institutional investors. Further, over the past several years, an ever-increasing number of private investment funds have been formed (and many existing funds have grown in size). The availability of investment opportunities generally will be subject to market conditions as well as, in some cases, the prevailing regulatory or political climate. Identification of attractive investment opportunities is difficult and involves a high degree of uncertainty, and structuring and competition for such opportunities may become more intense. There are no assurances that a Fund will be able to find a sufficient number of attractive opportunities to meet its investment objectives and to enable the full amount of capital committed to such Fund to be invested. Nonetheless, investors will be required to bear management fees through a Fund during the commitment period based on the entire amount of the limited partners' commitment and other expenses as set forth in the applicable Fund Agreement.

Limited Number of Investments. A Fund may invest in a limited number of companies and as a consequence, the aggregate returns realized by investors may be substantially adversely affected by the unfavorable performance of a small number of such investments. Furthermore, to the extent that the capital raised is less than the targeted amount, a Fund may invest in fewer portfolio companies and thus be less diversified.

To the extent that a Fund provides bridge financing to facilitate portfolio company investments, it is possible that all or a portion of a bridge financing will not be recouped within the time period specified in the applicable Fund's Fund Agreement, in which case the investment would be treated as a permanent investment of such Fund. As a result, a Fund's portfolio could become more concentrated with respect to such investment than initially expected.

Nature of Investments by the Fund. An investment in a Fund should be viewed as illiquid and requires a long-term commitment with no certainty of return. There will most likely be little or no near-term cash flow available to investors in a Fund. Most of a Fund's investments will be highly illiquid, as such Fund will generally acquire securities that cannot be sold except pursuant to a registration statement filed under the Securities Act of 1933, as amended (the "**Securities Act**") or in a private placement or other transaction exempt from registration under the Securities Act and, even if registered, such securities may never become publicly tradable. Accordingly, there can be no assurance that a Fund will be able to realize such investments in a timely manner, and most of a Fund's investments will be difficult to value. Moreover, distributions in-kind of illiquid securities to the investors may be made. Losses on unsuccessful investments may be realized before gains on successful investments are realized. The securities in which a Fund invests will generally be among the most junior in a company's capital structure, and thus subject to the greatest risk of loss. Generally, there will be no collateral to protect a Fund's investment. In addition, a Fund may hold non-controlling interests in some of its portfolio companies, and therefore, may

have a limited ability to protect its position and interests in such portfolio companies. General economic or industry-specific conditions, which are not predictable, can have a material adverse impact on such investments.

Leveraged Investments. Subject to certain limitations, a Fund is permitted to make use of leverage by incurring or having a portfolio company or intermediate entity incur debt to finance all or a portion of certain investments (whether on a temporary or long-term basis) in a given portfolio company or intermediate entity, including companies not rated by credit agencies. Leverage generally magnifies both a Fund's opportunities for gain and its risk of loss from a particular investment. The cost and availability of leverage is highly dependent on the state of the broader credit markets (and such credit markets may be impacted by regulatory restrictions and guidelines), which is difficult to accurately forecast, and at times it may be difficult to obtain or maintain the desired degree of leverage. The use of leverage by a Fund will also result in interest expense and other costs to a Fund that may not be covered by distributions made to such Fund or appreciation of its investments. The use of leverage also imposes restrictive financial and operating covenants on a company, in addition to the burden of debt service, and potentially will constrain its ability to operate its business as desired and/or finance future operations and capital needs. The leveraged capital structure of portfolio companies will increase the exposure of a Fund's investments to any deterioration in a company's condition or industry, competitive pressures, an adverse economic environment or rising interest rates and could accelerate and magnify declines in the value of a Fund's investments in leveraged portfolio companies in a down market. These risks generally are expected to increase as interest rates rise, including in circumstances where a portfolio company's creditworthiness is such that it must borrow at higher interest rates than are available to the relevant Fund. In the event any portfolio company cannot generate adequate cash flow to meet its debt service, a Fund may suffer a partial or total loss of capital invested in the portfolio company, which could adversely affect the returns of such Fund. Furthermore, should the credit markets be limited or costly at the time a Fund determines that it is desirable to sell all or a part of a portfolio company, the Fund may not achieve an exit multiple or enterprise valuation consistent with its forecasts. Moreover, the companies in which the Funds invest generally will not be rated by a credit rating agency. Except where otherwise required by the relevant Governing Documents, a Fund will not be obligated to borrow on behalf of a portfolio company, even in circumstances where the Fund's creditworthiness would permit borrowing at a lower rate than is available to the portfolio company.

A Fund is also permitted to borrow money or guarantee indebtedness (such as a guarantee of a portfolio company's debt) or otherwise be liable therefor, and in such situations, it is not expected that such Fund would be compensated for providing such guarantee or exposure to such liability. The use of leverage by a Fund generally also will result in fees, interest expense and other costs to such Fund that may not be covered by distributions made to such Fund or appreciation of its investments. A Fund generally is permitted to incur leverage on a joint, several, joint and several or cross-collateralized basis with one or more other investment funds and entities managed by the General Partner or any of its affiliates, including through Fund subsidiaries and other intermediate entities, and may have a right of contribution, subrogation or reimbursement from or against such entities. It is also possible that certain co-investors (including management and their affiliates, as well as any roll-over investors and/or third-party co-investors) will not share in incurring such leverage and that a Fund will disproportionately bear the risk and/or costs of leverage arrangements. In addition, to the extent a Fund incurs leverage (or provides such guarantees), such amounts are permitted to be secured by capital commitments made by such Fund's investors and such investors' contributions may be required to be made directly to the lenders instead of such

Fund. In addition, borrowings by a Fund may be secured by the Partners' commitments as well as by such Fund's assets.

Subscription Lines. A Fund generally is permitted to enter into a subscription line with one or more lenders in order to finance its operations, including the acquisition, financing or refinancing of the Fund's investments, as well as to consolidate or make less frequent capital calls to limited partners. Fund-level borrowing subjects limited partners to certain risks and costs. For example, because amounts borrowed under a subscription line typically are secured by pledges of the relevant General Partner's right to call capital from the limited partners, limited partners may be obligated to contribute capital on an accelerated basis if a Fund fails to repay the amounts borrowed under a subscription line or experiences an event of default thereunder. Moreover, any limited partner claim against such Fund would likely be subordinate to the Fund's obligations to a subscription line's creditors.

In addition, Fund-level borrowing will result in additional partnership expenses that will be borne by investors. These expenses typically include interest on the amounts borrowed, unused commitment fees on the committed but unfunded portion of a subscription line, an upfront fee for establishing a subscription line, and other one-time and recurring fees and/or expenses, as well as legal fees relating to the establishment, structuring and negotiation of the terms of the borrowing facility, as well as expenses relating to maintaining, renegotiating or terminating of the facility. Because a subscription line's interest rate is based in part on the creditworthiness of the relevant Fund's limited partners and the terms of the relevant Governing Documents, it may be higher than the interest rate a limited partner could obtain individually. To the extent a particular limited partner's cost of capital is lower than the Fund's cost of borrowing, Fund-level borrowing can negatively impact a limited partner's overall individual financial returns even if it increases the Fund's reported net returns in certain methods of calculation. Conflicts of interest have the potential to arise in that the use of Fund-level borrowing typically delays the need for limited partners to make contributions to a Fund, or results in short-term gains to a Fund, which in certain circumstances enhances the relevant Fund's return calculations and thereby may be deemed to benefit the marketing efforts of the relevant General Partner and its affiliates and increases the likelihood that any hurdle or preferred return component in a Fund's carried interest arrangements will be met. A portfolio company financing from a subscription line, rather than from a Fund-level equity commitment, has the potential to increase such returns, particularly in instances where the relevant amount has been drawn for an extended period of time. In other circumstances, the use of Fund-level borrowing will increase the base of a Fund's Management Fee calculation, such as during periods where Management Fees are based in whole or in part on an acquisition cost that includes a borrowing component. The use of Fund-level borrowing arrangements, and the repayment or non-repayment thereof, can also influence the determination of the end of a Fund's investment period, and cause or defer a related change in the basis of the relevant Fund's Management Fee calculation under the Governing Documents. Conflicts of interest also have the potential to arise to the extent that a subscription line is used to make an investment that is later sold in part to co-investors (including one or more co-investing Funds) as, to the extent co-investors are not required to act as guarantors under the relevant facility or pay related costs or expenses, co-investors nevertheless stand to receive the benefit of the use of the subscription line and neither the relevant Fund nor investors generally will be compensated for providing the relevant guarantee(s) or being subject to the related costs, expenses and/or liabilities.

A credit agreement or borrowing facility frequently will contain other terms that restrict

the activities of a Fund and the limited partners or impose additional obligations on them. For example, certain lenders or facilities are expected to impose restrictions on the relevant General Partner's ability to consent to the transfer of a limited partner's interest in a Fund or impose concentration or other limits on such Fund's investments and/or financial or other covenants, that could affect the implementation of such Fund's investment strategy. In addition, in order to secure a subscription line, the relevant General Partner may request certain financial information and other documentation from limited partners to share with lenders. The General Partner will have significant discretion in negotiating the terms of any subscription line and may agree to terms that are not the most favorable to one or more limited partners. In certain circumstances, due to separate evaluations of creditworthiness by lenders or facility providers, a portfolio company or other Fund subsidiary is expected to bear higher rates under a borrowing facility than are borne by the Fund, resulting in a potential net benefit to the Fund, or additional potential liquidity constraints or other burdens on the relevant portfolio company or Fund subsidiary.

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

If an investment appreciates in value and is disposed of prior to repayment, the relevant Fund generally would apply disposition proceeds to repay the borrowing and related interest and expenses, the absence of invested capital funded by limited partners potentially will result in a distribution of net proceeds without a preferred return accrual on the amount invested. Accordingly, borrowings have the potential to support the distribution of proceeds to limited partners and increase the potential carried interest for the relevant General Partner, as reduced by the interest incurred by the relevant Fund. Subject to any limitations in the Governing Documents, this scenario potentially incentivizes the relevant General Partner to permanently fund the acquisition and ongoing capital needs of a Fund's investments and related expenses with the proceeds of such borrowings in lieu of drawing down capital contributions on an as-needed basis, and, accordingly, capital contributions to repay such borrowings may be required only at the time of the disposition of an investment (or never, if principal and interest on such borrowings are always repaid out of disposition proceeds).

Investment- and Intermediate Entity-Level Borrowing. Under the relevant Governing Documents, one or more Funds are authorized to incur indebtedness that is secured by any assets of such Fund (e.g., asset-based borrowing, as well as "back leverage" and net asset value (NAV)

facilities), and is permitted directly or indirectly through one or more intermediate entities (e.g., special purpose vehicles) to incur indebtedness, including to borrow money from any person, to make guarantees or provide other credit support to any person or to incur any other obligation (including other extensions of credit). Indebtedness is permitted to be incurred for any purpose relating to the activities of the Fund, including without limitation to: finance any investment-related activities of the Fund; increase the buying power of the Fund; provide interim financing to the extent necessary to consummate the purchase of investments prior to the receipt of permanent financing or capital contributions or distributions (as applicable); pay for Fund expenses or fund the payment of Management Fees; make, hold or dispose of investments; provide financing or refinancing; fund the payment of amounts to withdrawing limited partners; fund distributions to the partners; and/or provide collateral to secure outstanding letters of credit or to create reserves, in each case in accordance with the Governing Documents. Additionally, a Fund is expected to enter into letters of credit in support of one or more of its investments, including for the purpose of such Fund agreeing to fund additional equity financing or capital expenditures into a portfolio company (regardless of who the beneficiary to such letter of credit may be) at a certain time or upon the occurrence of a certain event. Although in many cases the Governing Documents impose limits on borrowings at the Fund level, portfolio investments and intermediate entities generally do not have such limits on their ability to engage in borrowings or incur leverage with respect to all or a portion of the relevant investments.

Illiquidity of Investment. Investment in the Funds requires the financial ability and willingness to accept significant risks of illiquidity. The interests in the Funds have not been registered under the Securities Act or any other applicable securities law. There is no public market for the interests in the Funds, and none is expected to develop. The interests will not be redeemable and will not be transferable without the prior consent of the General Partners. Investors may not withdraw capital from the Funds. Consequently, investors may not be able to liquidate their interests prior to the end of the terms of the Funds. In addition, because each Fund has a finite term, investments made by each Fund may not be ready to be sold or disposed of at the end of such term. As a result, there may be in-kind distributions of interests in such investments, which may be illiquid securities. Furthermore, the proceeds upon disposition of such securities could be significantly less than their fair value.

Foreign Investments. Subject to certain limitations, a Fund is permitted to invest in portfolio companies that are organized and operating or headquartered or have substantial sales or operations outside of the United States, its territories, and possessions. Such investments may be subject to certain additional risks due to, among other things, potentially unsettled points of applicable governing law, the risks associated with fluctuating currency exchange rates, capital repatriation regulations (as such regulations may be given effect during the term of the Funds), the application of complex U.S. and non-U.S. tax rules to cross-border investments, possible imposition of non-U.S. taxes on the Funds and/or investors in the Funds with respect to each Fund's income, and possible non-U.S. tax return filing requirements for the Funds and/or investors in the Funds. Additional risks of non-U.S. investments include: (a) economic dislocations in the host country; (b) less publicly available information; (c) less well-developed and/or more restrictive laws, regulations, regulatory institutions and judicial systems; (d) greater difficulty of enforcing legal rights in a non-U.S. jurisdiction; (e) civil disturbances; (f) government instability and (g) nationalization and expropriation of private assets. Moreover, non-U.S. companies may not be subject to uniform accounting, auditing and financial reporting standards, practices and requirements comparable to those that apply to U.S. companies.

Reliance on Portfolio Company Management. Although the General Partners will monitor the performance of each Fund investment, it will primarily be the responsibility of each portfolio company's management team to operate such portfolio company on a day to day basis. Although Court Square generally intends to invest in companies with strong management or recruit strong management to such companies, there can be no assurance that the management of such companies will be able or willing to successfully operate a company in accordance with each Fund's objectives.

Risk Arising from Provision of Managerial Assistance. The investment professionals of Court Square and the Advisers take an active role in the management of portfolio companies. The Funds will typically seek to designate investment professionals of Court Square to serve on the boards of directors of portfolio companies. The designation of directors and other measures contemplated could expose the assets of the Funds and their representatives to claims by a portfolio company, its security holders and its creditors. Not all portfolio companies may obtain insurance with respect to such liability, and the insurance that portfolio companies do obtain may be insufficient to adequately protect officers and directors from such liability. In addition, involvement in litigation can be time consuming for such persons and can divert the attention of such persons from a Fund's investment activities. While the Advisers intend to manage the Funds in a way that will minimize exposure to these risks, the possibility of successful claims cannot be precluded.

Potential Contingent Liabilities. In connection with the disposition of an investment in a portfolio company, a Fund may be required to make representations about the business and financial affairs of the portfolio company typical of those made in connection with the sale of any business or may be responsible for the contents of disclosure documents under applicable securities laws. A Fund can also be required to indemnify the purchasers of such investment to the extent that any such representations turn out to be inaccurate or misleading. These arrangements may result in contingent liabilities, which might ultimately have to be funded by the investors of such Fund to the extent that they have received prior distributions from such Fund or to the extent that they have undrawn commitments at such time.

Financial Projections. The General Partners will generally establish the capital structures of companies in which the Funds invest on the basis of financial projections for such companies. Projected operating results of a company in which a Fund invests will normally be based primarily on management judgments. In all cases, projections are only estimates of future results, which are based upon information received from the company and third parties and assumptions made at the time that the projections are developed. There can be no assurance that the projected results will be achieved and actual results may vary significantly from the projections. General economic and industry-specific conditions, which are not predictable, can have a material adverse impact on the reliability of projections.

Impact of Regulation. A Fund may focus, in part, on investments in the media, communication and information industries, sectors of which are regulated by the Federal Communications Commission ("FCC") and other regulatory bodies. Many of the companies in which a Fund invests will be subject to regulation by the FCC and, in some cases, to other governmental regulation in the United States and elsewhere. The products or services of such companies are dependent upon obtaining regulatory clearances and approvals in various

jurisdictions. The process of obtaining such approvals can be lengthy, expensive and uncertain, and there is no assurance that such approvals will be obtained. Failure to obtain such approvals could have a significant adverse effect on such a portfolio company's performance or the ability of a Fund to dispose of its investments in such portfolio company at an attractive time or price.

Additionally, the SEC has proposed and enacted significant rules that will impact the business of Court Square and the Funds. In particular, the SEC has adopted a number of new rules that impose significant changes on private fund advisers and their management of private funds, and the SEC is expected to propose and/or adopt additional rules in the future. Such current and future rulemaking is expected to materially impact Court Square and its affiliates, the Funds and/or their investments. In addition, the Funds are expected to bear significant increased costs as a result of such rules, including costs relating to investor reporting and disclosures. Significant time and resources are expected to be required to comply with the new regulations, which potentially will detract from the time and resources dedicated to the Funds. Certain rules are or may become subject to legal challenge from private fund industry groups and others, and to the extent such legal challenges are successful, investors will not be afforded some or all of the protections provided by these rules.

Public Company Holdings. Subject to certain limitations, a Fund's investment portfolio may contain securities issued by publicly-held companies. Such investments may subject a Fund to risks that differ in type or degree from those involved with investments in privately-held companies. Such risks include, without limitation, greater volatility in the valuation of such companies, increased obligations to disclose information regarding such companies, limitations on the ability of a Fund to dispose of such securities at certain times, increased likelihood of shareholder litigation and insider trading allegations against such companies' executives and board members, including the General Partners and its investment professionals, and increased costs associated with each of the aforementioned risks.

Lack of Unilateral Control. Even if a Fund is the majority investor or controlling shareholder, as applicable, of a portfolio company, in certain circumstances it may not have unilateral control of the portfolio company. In the unlikely situation where a Fund invests alongside third parties, such as institutional co-investors or private equity funds of other sponsors, or makes a minority investment, the relevant portfolio companies may be controlled or influenced by persons who have economic or business interests, investment or operational goals, tax strategies or other considerations that differ from or are inconsistent with those of the Funds or their limited partners. Such third parties may be in a position to take action contrary to the Funds' business, tax or other interests, and the Fund may not be in a position to limit such contrary actions or otherwise protect the value of its investment. When taking non-control positions, a Fund generally will seek to negotiate certain negative controls and veto rights on major decisions, but there can be no assurance that a Fund will be able to control the timing or occurrence of an exit strategy for such portfolio companies in a manner that maximizes or protects value.

Uncertain Economic, Social and Political Environment. Consumer, corporate and financial confidence may be adversely affected by current or future tensions around the world, fear of terrorist activity and/or military conflicts, supply-chain disruptions, economic sanctions, localized or global financial crises or other sources of political, social or economic unrest. Such erosion of confidence may lead to or extend a localized or global economic downturn. A climate of uncertainty may reduce the availability of potential investment opportunities, and increases the difficulty of modeling market conditions, potentially reducing the accuracy of financial

projections. In addition, limited availability of credit for consumers, homeowners and businesses, including credit used to acquire businesses, in an uncertain environment or economic downturn may have an adverse effect on the economy generally and on the ability of the Fund and its portfolio companies to execute their respective strategies and to receive an attractive multiple of earnings on the disposition of businesses. This may slow the rate of future investments by the Fund and result in longer holding periods for investments. Furthermore, such uncertainty or general economic downturn may have an adverse effect upon the Fund's portfolio companies.

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

Public Health Emergencies; COVID-19. Health crises, such as pandemic and epidemic diseases, as well as other catastrophes that interrupt the expected course of events, such as natural disasters, war, or civil disturbances, acts of terrorism, power outages and other unforeseeable and external events, and the public response to or fear of such diseases or events, have and may in the future have an adverse effect on the Funds' investments and the Court Square Capital's operations and employees. For example, any preventative or protective actions that governments may take in respect to such diseases or events may result in periods of business disruption, inability to obtain raw materials, supplies and component parts, and reduced or disrupted operations for certain Fund investments. In addition, under such circumstances the operations, including functions such as trading and valuation, of the Court Square Capital and other service providers could be reduced, delayed, suspended, or otherwise disrupted. Further, the occurrence and pendency of such diseases or events could adversely affect the economies and financial markets either in specific countries or worldwide.

Valuation of Investments. The relevant General Partner will determine the value of all the related Fund's investments for which market quotations are available based on publicly available quotations. However, market quotations will not be available for virtually all of a Fund's investments

because, among other things, the securities of portfolio companies held by such Fund generally will be illiquid and not quoted on any exchange. Each General Partner will determine the value of all the Fund's investments that are not readily marketable based on the Accounting Standards Codification ("ASC") 820 guidelines as promulgated by the Financial Accounting Standards Board and any subsequent valuation guidelines required of an investment fund reporting under Generally Accepted Accounting Principles as promulgated in the United States. There can be no assurance that the relevant General Partner will have all the information necessary to make valuation decisions in respect of these investments, or that any information provided by third parties on which such decisions are based will be correct. There can be no assurance that the valuation decision of a General Partner with respect to an investment will represent the value realized by the relevant Fund on the eventual disposition of such investment or that would, in fact, be realized upon an immediate disposition of such investment on the date of its valuation. Accordingly, the valuation decisions made by such General Partner may cause it to ineffectively manage the relevant Fund's investment portfolios and risks, and may also affect the diversification and management of such Fund's portfolio of investments.

Financial Institution Risk; Distress Events. An investment in a Fund is subject to the risk that one of the banks, brokers, counterparties, clearinghouses, exchanges, lenders or other custodians (each, a "**Financial Institution**") of some or all of the Fund's (or any portfolio company's) assets fails to timely perform or otherwise defaults on its obligations or experiences insolvency, closure, seizure, receivership or other financial distress or difficulty (each, a "**Distress Event**"). Distress Events can be caused by factors including eroding market sentiment, significant withdrawals, fraud, malfeasance, poor performance, undercapitalization, market forces or accounting irregularities. If a Financial Institution experiences a Distress Event, Court Square Capital, any General Partner, the Funds and/or any of the portfolio companies may be unable to access deposits, borrowing facilities or other services, either permanently or for an indeterminate period of time. Although assets held by regulated Financial Institutions in the United States frequently are insured up to stated balance amounts by organizations such as the Federal Deposit Insurance Corporation, in the case of banks, and the Securities Investor Protection Corporation, in the case of certain broker-dealers, amounts in excess of the relevant insurance are subject to risk of total loss, and any non-U.S. Financial Institutions that are not subject to similar regimes pose potentially increased risk of loss. While in recent years governmental intervention has often resulted in additional protections for depositors and counterparties in connection with Distress Events, there can be no assurance that any intervention will occur in connection with any future Distress Event or that any such intervention undertaken will be successful or avoid the risks of loss, substantial delays or negative impact on banking or brokerage conditions or markets.

Any Distress Event has a potentially adverse effect on the ability of Court Square Capital to manage the Funds and their investments, and on the ability of Court Square Capital, any Fund or any portfolio company to maintain operations, which in each case could result in operational burdens, significant losses and unconsummated investment acquisitions and dispositions. Such losses could include: a loss of funds; an obligation to pay fees and expenses in the event a Fund is unable to close a transaction (whether due to the inability to draw capital on a credit line provided by a Financial Institution experiencing a Distress Event, the inability of the Fund to access capital contributions or otherwise); the inability of the Fund to acquire or dispose of investments, including at prices that the relevant General Partner believes reflect the fair value of such investments; and/or the inability of Court Square Capital or portfolio companies to make payroll, fulfill obligations and/or maintain operations. If a Distress Event leads to a loss of access to a Financial Institution's services, it is also possible that Court Square Capital will experience operational burdens and expenses, and a Fund or

a portfolio company will incur additional expenses and/or delays in putting in place alternative arrangements and/or that such alternative arrangements will be less favorable than those formerly in place (with respect to economic terms, service levels, access to capital or otherwise). There can be no assurance that Court Square Capital will be able to exercise contractual remedies under the agreements with Financial Institutions in the event of a Distress Event, or that such remedies will be successful or avoid losses, delays or other negative impacts. The Funds and their portfolio companies are subject to additional risks in the event a Financial Institution utilized by investors of a Fund or suppliers, vendors, contractors, service providers or other counterparties of the Funds or a portfolio company become subject to Distress Events, which could have a material adverse effect on a Fund, its investors or such portfolio companies, including the risk of investor defaults.

Many Financial Institutions require, as a condition to using their services (including lending services), that Court Square Capital and/or the relevant Fund maintain all or a set amount or percentage of their respective accounts or assets with the Financial Institution, which heightens the risks associated with a Distress Event with respect to such Financial Institutions. Although Court Square Capital seeks to do business with Financial Institutions that it believes are creditworthy and capable of fulfilling their respective obligations to the Funds, Court Square Capital is under no obligation to use a minimum number of Financial Institutions with respect to any Fund, or to maintain account balances at or below the relevant insured amounts.

Cybersecurity Risks. Recent events have illustrated the ongoing cybersecurity risks to which operating companies are subject, particularly operating companies in historically vulnerable industries such as the food services and retail industries. To the extent that a portfolio company, Fund, General Partner, Court Square Capital or one or more of their respective service providers is subject to cyber-attack or other unauthorized access is gained to their systems, substantial losses may occur in the form of stolen, lost or corrupted: (i) data or payment information; (ii) financial information; (iii) software, contact lists or other databases; (iv) proprietary information or trade secrets; or (v) other items. If technology systems are compromised, become inoperable for extended periods of time or cease to function properly, Court Square Capital, the General Partners, the Funds and/or portfolio companies may incur significant time or expense to fix or replace them and to seek to remedy the effects of such issues. The failure of these systems and/or of disaster recovery plans for any reason could cause significant interruptions in Court Square Capital's, the General Partners', the Funds', portfolio companies' and/or service providers' operations, including the ability to make distributions to limited partners, and result in a failure to maintain the security, confidentiality or privacy of sensitive data, including personal information relating to investors (and the beneficial owners of investors). In certain events, a failure or deemed failure to address and mitigate cybersecurity risks may be the subject of civil litigation or regulatory or other action. The use of internet- or cloud-based programs, technologies and data storage applications generally heightens these risks, and the risks of attack are expected to be heightened in remote work environments. Any of such circumstances could subject a portfolio company, or the relevant Fund, to substantial losses, including losses relating to: misappropriation of assets, intellectual property or confidential information; corruption, deletion or destruction of data; physical damage and repairs to systems; reputational harm; financial losses from remedial actions; and/or disruption of operations. Third parties, including activist, criminal, nation-state or terrorist actors, may also attempt fraudulently to induce portfolio companies or their personnel to disclose sensitive information (including passwords) in order to gain access to data, accounts, funds or other assets, or otherwise to inflict harm. In addition, in the event that such a cyber- attack or other unauthorized access is directed at Court Square Capital or one of its service providers holding its financial or investor data, Court Square Capital, its affiliates or the Funds may also be at risk of loss, despite

efforts to prevent and mitigate such risks under Court Square Capital's policies and practices.

Sanctioned Investors. If after subscribing to a Fund a limited partner is included on a list of prohibited persons maintained by a relevant regulatory or governmental authority (including OFAC or equivalent non-U.S. authorities) (a "**Sanctions List**"), the relevant General Partner will have the sole discretion to determine the resolution, remedy and manner of compliance of the Fund with applicable laws, including without limitation a "freeze" on distributions and/or capital calls from the relevant limited partner and reporting to the relevant authorities. Adverse actions by any such authorities, including temporary or permanent stays or holds on the Fund's activities, could materially and adversely affect the Funds.

CFIUS and National Security Clearance Considerations. Certain investments are expected to be subject to or require review and approval by the U.S. Committee on Foreign Investment in the United States ("**CFIUS**"), such as where CFIUS-related laws, regulations or guidance deem non-U.S. persons or entities under their control (such as a Fund, co-investors and/or rollover sellers) to be acquiring a U.S. business (including a business with assets, employees, facilities, and/or operations in the United States). CFIUS has the authority to review proposed or existing transactions or investments or to seek to impose limitations on or prohibit investments, and CFIUS filings and other considerations can materially impact transaction timing, feasibility, certainty and costs. In certain circumstances, CFIUS considerations have the potential to prevent a Fund from maintaining or pursuing investments, or limit the universe of available buyers for an existing investment. Any of these factors have the potential to adversely affect a Fund's performance, and the likelihood that CFIUS considerations will be implicated is expected to increase where non-U.S. limited partners comprise a substantial percentage of a Fund. Under the Governing Documents, the relevant General Partner generally is authorized, although not required, to excuse or otherwise limit non-U.S. limited partners' ability to invest in U.S. businesses (or to exercise voting or advisory committee rights with respect thereto) in order to anticipate or comply with CFIUS considerations. However, there can be no assurance that invoking any such excuse provisions or other limitations will allow the Fund to proceed with or maintain any investment, or to avoid losses relating thereto. Similar considerations are expected to apply with respect to reviews by non-U.S. national security or investment clearance regulators.

ESG Matters. Court Square Capital seeks to integrate certain ESG factors into its investment process in accordance with its policy and subject to its fiduciary duty and any applicable legal, regulatory or contractual requirements. There is no guarantee that Court Square Capital will be able successfully to implement its ESG policy. In addition, applying ESG factors to investment decisions is qualitative and subjective by nature, and there is no guarantee that the criteria utilized by Court Square Capital, or any judgment exercised by Court Square Capital, will reflect the beliefs or values of any particular investor. There are also significant differences in interpretations of what ESG characteristics mean by region, industry and topic, as well as the interpretations of their scope and materiality. Court Square Capital's interpretations and decisions are expected to differ from others' views and could also evolve over time. In addition, in evaluating an investment, Court Square Capital expects to depend upon information and data provided by a number of sources, including the relevant investments and/or various reporting sources which could be incomplete, inaccurate or unavailable, and which could cause Court Square Capital to incorrectly assess a company's ESG practices and/or related risks and opportunities. Court Square Capital does not intend independently to verify all ESG information reported by investments or third parties. Further, considering ESG qualities when evaluating an investment could result in the selection or exclusion of certain investments based on Court Square Capital's view of certain ESG-related and

other factors and could cause the relevant Funds not to make an investment that they would have made or to make a management decision with respect to an investment differently than they would have made in the absence of the ESG Policies. For avoidance of doubt, however, Court Square Capital does not expect to subordinate a Fund's investment returns or increase a Fund's investment risks as a result of (or in connection with) the consideration of any ESG factors.

Further, ESG practices are evolving rapidly and there are different principles, frameworks, methodologies, and tracking tools being implemented by other asset managers, and Court Square Capital's adoption and adherence to various such principles, frameworks, methodologies and tools is expected to vary over time. There is also a growing regulatory interest across jurisdictions in improving transparency regarding the definition, measurement and disclosure of ESG factors. Court Square Capital's ESG policies could become subject to additional regulation in the future, and Court Square Capital cannot guarantee that its current approach will meet future regulatory requirements or predict the manner in which any such future requirements (including any enforcement with respect thereto) could affect a Fund or its investments, including with respect to future administrative burdens and costs.

International Conflicts. Wars and other international conflicts, such as the Israeli-Palestinian conflict and the ongoing military conflict between Russia and Ukraine, have caused disruption to global financial systems, trade and transport, among other things. In response, multiple other countries have put in place sanctions and other severe restrictions or prohibitions on certain of the countries involved, as well as related individuals and businesses. However, the ultimate impact of these conflicts and their effect on global economic and commercial activity and conditions, and on the operations, financial condition and performance of the Funds or any particular industry, business or investee country and the duration and severity of those effects, is impossible to predict.

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

Changes to Benchmark Rates. To the extent that a Fund's investments, borrowing facilities, hedging activities, or other assets or structures are tied to interest rates based on benchmark or reference rates, including the London Interbank Offered Rate ("**LIBOR**"), Secured Overnight Financing Rate (SOFR) or other rates (each, a "**Benchmark Rate**"), the Fund may be subject to certain material risks, including the risk that a Benchmark Rate is terminated, ceases to be published or otherwise ceases to be broadly used by the market. Regulators, central banks, governments and other market participants have transitioned historical instruments and contracts away from LIBOR to new Benchmark Rates. This transition includes the potential to: increase volatility or illiquidity in markets; cause delays in or reductions to financing options for the Funds and their portfolio companies; increase the cost of borrowing; reduce the value of certain instruments or the effectiveness of certain hedges; cause uncertainty under applicable legal documentation; or otherwise impose costs and administrative burdens relating to factors that include document amendments and changes in systems. Future transitions to and from Benchmark Rates have the potential to have similar effects.

Secondaries and other General Partner-Led Transactions. There continues to be a significant market for secondary sales, General Partner-led transactions, continuation funds, successor fund investments and other transactions, and Court Square reserves the right to dispose of (or seek additional capital for) Fund investments through such means. Many of these transactions involve an auction process run by an investment bank and a buyer (or buyer group) that agrees to purchase all or a portion of one or more investments that will continue to be managed by Court Square following the transaction. Such transactions are permitted to be undertaken for various reasons, including, for example, to balance competing interests between offering liquidity to existing limited partners and maintaining exposure to an asset where Court Square believes there is the potential for additional value generation. Where undertaken, existing limited partners typically are offered certain options relating to receiving liquidity from the transaction or continuing to maintain exposure to the asset, assets or a new portfolio of assets (including a portfolio that combines assets from multiple Funds sponsored by Court Square and its affiliates), often on different terms than their original investment in the Fund. However, certain of such transactions are expected to involve: a limited partner investing (or being required to invest) additional capital in the existing Fund and/or other investment vehicles; a greater exposure to one or more particular portfolio companies; and/or a delay in the full liquidation of the Fund's investment. In other circumstances, even limited partners that elect to continue to hold a direct or indirect interest in the relevant portfolio company will have their interest adjusted as if distributed (*i.e.*, a portion of such interest will be allocated to the relevant General Partner to the extent of its right to receive carried interest, if any), effectively diluting their interests.

Each of these transactions has the potential for conflicts between the interests of a Fund or limited partner and those of Court Square or any buyer group that typically are not applicable to more traditional investment sales. For example, in circumstances where Court Square or an affiliate will continue to manage and receive fees and/or performance-based compensation relating to the subject assets following the transaction (potentially in addition to performance-based compensation earned by the relevant General Partner on the sale of an asset from an existing Fund in such transaction), their incentives are expected to diverge from those of limited partners who elect to sell their interests. Similarly, there are potential conflicts of interest among the selling Fund, Court Square, the relevant General Partner and any buyer group relating to the valuation and consideration offered for the subject investment(s). To the extent Court Square requires existing limited partners and/or new buyers to commit capital to a continuation fund or another Fund managed by Court Square in addition to the purchase amount paid in a transaction (including commitments to the relevant Fund in specified ratios to the purchase price), such requirement is expected to have a dilutive effect on the purchase price for the selling Fund and its limited partners. There can be no assurance that any such transaction will accurately reflect the fair market value of the investment(s) being sold. Further, the relevant General Partner is expected to be incentivized, including through the possibility of receiving additional compensation, to make investments in portfolio companies with the view of holding such investments for longer periods of time or to make investments that it would not otherwise have made if the possibility of liquidity through a secondary transaction did not exist. Where co-investors historically have been invested in an investment subject to such a transaction, there can be no assurance that they will receive the same liquidity or other options as limited partners in the relevant Fund, and in such circumstances Court Square reserves the right to compel co-investors to receive cash or continue to hold an interest in the relevant investment. In other circumstances, certain limited partners will not be permitted to continue to maintain exposure to the asset(s) due to a lack of eligibility to invest in a continuation vehicle under relevant securities, tax or other considerations. Although relevant potential conflicts of interest are disclosed to limited partners and/or the relevant advisory committee prior to the

closing of the transaction, there can be no assurance that Court Square will successfully identify all conflicts of interest or resolve or mitigate all such conflicts of interest in favor of Fund or any individual limited partner or group of limited partners. However, Court Square reserves the right, in its sole discretion, to determine to engage in such transactions, subject to any approvals required in the relevant Governing Documents. Court Square is permitted to seek the consent of the relevant Fund advisory committee(s) to approve conflicts associated with such transactions and accordingly not all limited partners will necessarily be able to approve or disapprove of such transactions. Similar to any prospective sale or disposition of Fund investments, to the extent such transactions are not consummated, the relevant Fund is expected to bear all of the related costs in the absence of an agreement with other parties to bear a portion of such costs.

Social Media and Publicity Risk. The use of social networks, message boards, internet channels and other platforms has become widespread within the United States and globally. As a result, individuals now have the ability to rapidly and broadly disseminate information or misinformation, without independent or authoritative verification. Any such information or misinformation regarding the Firm, the Funds, and its portfolio companies could have a material and adverse effect on the value of the Funds.

Artificial Intelligence and Machine Learning Risk. The emergence of recent technology developments in artificial intelligence and machine learning such as OpenAI and ChatGPT (collectively, “Machine Learning Technology”) can pose risks to the Firm. The Firm is exposed to the risks of Machine Learning Technology from both known uses, as well as from any uses of Machine Learning Technology that may be undertaken by Firm personnel, portfolio company personnel, or by third-party service providers, whether or not known to the Firm. Use of Machine Learning Technology involves the risk of inaccuracies or errors in the data utilized by Machine Learning Technology, which may directly or indirectly create security or data risks, and may increase trademark, licensing and copyright risks. Machine Learning Technology continues to develop rapidly, and it is impossible to predict the future risks that may arise from such developments.

Conflicts of Interest

General. Court Square Capital and its related entities engage in a broad range of advisory and non-advisory activities, including investment activities for their own account and for the account of other Funds, and providing transaction-related, legal, management and other services to Funds, SPACs and portfolio companies. In the ordinary course of Court Square Capital conducting its activities, the interests of a Fund likely will conflict with the interests of Court Square Capital, one or more other Funds, portfolio companies or their respective affiliates in certain circumstances. Certain of these conflicts of interest are discussed herein. As a general matter, Court Square Capital will determine all matters relating to structuring transactions and Fund operations using its best judgment considering all factors it deems relevant, but in its sole discretion, subject in certain cases to the required approvals by the advisory committees of the participating Funds.

Other Activities of the Investment Team. Members of the Investment Team will devote such time and internal resources as are necessary to conduct the business affairs of the Funds in an appropriate manner, as required by the relevant Fund Agreement, although the Funds and their respective investments will place varying levels of demand on these over time. However, it is expected that members of the Investment Team will provide management and advisory services to

other Funds, and in such event, will be required to devote such time and commitment as may be necessary to perform such services diligently and in a professional manner. Therefore, conflicts of interest will likely arise in allocating time, services or functions among a Fund and other Funds.

Potential Conflicts between Funds. Court Square Capital will continue to own and operate the portfolio companies of Fund II, Fund III, and Fund IV and, accordingly, will have an economic interest in their performance.

It is anticipated that the portfolio companies of Fund II, Fund III, and Fund IV will continue to make acquisitions and investments, and these activities, as well as the management of pre-existing investments, will require significant involvement by the Investment Team. It is possible that certain of the acquisitions and investments made by portfolio companies of Fund II, Fund III or Fund IV may compete with each other, or otherwise have a conflict of interest with one of the other Funds or its portfolio companies.

Court Square Capital may continue to receive incentive compensation from any follow-on investments made by certain Funds, which may differ from such opportunities and compensation received in connection with any such investment made by other Funds.

Although uncommon, Court Square Capital reserves the right to cause a Fund to enter into a transaction whereby the Fund (i) purchases securities from, or sells securities to, other Funds, or co-investors or co-investment vehicles or (ii) co-invests alongside such other Funds or co-investors. Such transactions may arise in the context of automatic or other re-balancing of an investment among parallel investing entities or in contexts where a portfolio company owned by one Fund is acquired by a portfolio company acquired by another Fund. In some cases a portfolio company of one Fund will be merged with or into a portfolio company owned by another Fund. Any of these transactions raise potential conflicts of interest, including where (i) the investment of one Fund supports the value of portfolio companies owned by another Fund; or (ii) the transaction allows Court Square or its affiliates to realize carried interest or receive Management Fees or other compensation with respect to such investments. These conflicts are heightened to the extent the relevant securities are illiquid or do not have a readily ascertainable value, and there generally can be no assurance that the price at which such transactions are entered into represent what would ultimately be the underlying investment's fair value. To the extent required by the Funds' Fund Agreements or otherwise in the sole discretion of Court Square Capital, Court Square Capital reserves the right to seek to mitigate such conflicts by seeking input from an unaffiliated third party (including the use of a consultant or investment banker paid for by the relevant Fund(s) to opine as to the fairness or "arm's-length" nature of a purchase or sale price, whether or not part of a formal fairness opinion, "request for proposal" process, or proposal or quotation provided exclusively for the benefit of Court Square Capital) or by obtaining the consent of the relevant Fund (including, where authorized, the consent of each Fund's advisory committee) to such transactions. Court Square Capital reserves the right to determine that the willingness of a third party to make an investment on the same or similar terms demonstrates the fairness of the relevant transaction (including its value) to the Fund under then-current market conditions and therefore determine not to obtain a consent or fairness opinion (except where required by applicable law). Court Square Capital intends that any such transactions be conducted in a manner that it believes to be fair and equitable to each Fund under the circumstances, including a consideration of the potential present and future benefits with respect to each Fund. Further, cross transactions are expected to arise in the context of automatic or other re-balancing of investments among parallel

investing entities, and in such circumstances, Court Square Capital generally will not seek a fairness opinion or advisory committee consent given that such transactions typically are effected close in time to the initial Fund's investment or pursuant to authorizing provisions in the relevant Governing Documents.

Although Court Square Capital generally structure its Funds to avoid circumstances in which one Fund ultimately bears liability for all or part of the obligations of another Fund or any Court Square Capital affiliate, in certain circumstances lenders and other market participants negotiate for the right to face only select Fund entities, which may result in a single Fund being solely liable for other Funds' share of the relevant obligation and/or joint and several liability among Funds. In such cases, Court Square Capital intends to cause the relevant other Funds to enter into a back-to-back guarantee, indemnification or similar reimbursement arrangement, although the Fund undertaking the obligation in the first instance generally will not receive compensation for being primarily liable under these arrangements. In other circumstances, lenders and other market participants are expected to seek "cross default" rights under which a Fund will be treated as in default under the relevant facility in the event of a default by another Fund or a Court Square Capital affiliate relating to their respective lending or other facilities; if any such provision were to be triggered, a Fund's limited partners could suffer adverse effects resulting from any default by any Fund or a Court Square Capital affiliate, whether or not related to the Fund in which such limited partners have invested.

Allocations of Investment and Co-Investment Opportunities. During the commitment period of a Fund, all appropriate investment opportunities will be pursued by Court Square Capital principals through such Fund, subject to certain limited exceptions. Without limitation, Court Square Capital principals currently manage, and expect in the future to manage, several other investments similar to those in which a Fund will be investing, and expect to direct certain relevant investment opportunities or resources to those investments. Court Square Capital personnel reserve the right to manage their own personal investments, whether or not through a formal family office or estate planning structure, to establish trusts, endowments, charitable programs, foundations or similar arrangements, and to pay or receive compensation relating to the foregoing. Court Square Capital's principals and Court Square Capital's investment staff will continue to manage and monitor such investments until their realization. Such other investments that Court Square Capital principals expect to control or manage generally have the potential to compete with companies acquired by a Fund. Following the commitment period of a Fund, Court Square Capital principals reserve the right and likely will focus their investment activities on other opportunities and areas unrelated to such Fund's investments. To the extent an advisory opportunity is received that is unsuitable for a Fund, in Court Square Capital's sole discretion, Court Square Capital and its personnel reserve the right to refer such opportunity to third parties or to make personal investments in the relevant opportunity. Unless restricted by the Governing Documents, Court Square Capital personnel are permitted to serve on boards or act in other roles unaffiliated with Court Square Capital, the Funds or their portfolio companies, including boards of charitable and educational institutions, public companies and former portfolio companies, and receive compensation in connection with such services and roles, none of which will offset or otherwise reduce Management Fees.

Court Square Capital expects to be presented with certain investment opportunities that would be suitable not only for a Fund, but also for other Funds and other investment vehicles operated by advisory affiliates of Court Square Capital. In determining which investment vehicles

should participate in such investment opportunities, Court Square Capital and its affiliates are subject to conflicts of interest among the investors in such investment vehicles. Investments by more than one client of Court Square Capital in a portfolio company also have the potential to raise the risk of using assets of a client of Court Square Capital to support positions taken by other clients of Court Square Capital.

Court Square Capital must first determine which Fund(s) will, or are required to, participate in the relevant investment opportunity. Court Square Capital generally assesses whether an investment opportunity is appropriate for a particular Fund based on the Fund's Fund Agreement, investment objectives, strategies, life-cycle, structure and other relevant factors. For example, a newly organized Fund generally will seek to purchase a disproportionate amount of investments until it is substantially invested. A Fund generally reserves the right to invest together with other Funds in the manner set forth in the relevant Fund Agreements and Court Square Capital's allocation policy. Court Square Capital will determine the allocation of investment opportunities among Funds in a manner that it believes is fair and equitable to its clients under the circumstances consistent with Court Square Capital's obligations and reserves the right to take into consideration factors such as those set forth above. Court Square Capital reserves the right to offer any co-investment opportunities to one or more potential co-investors, including Executive Advisors, vendors, service providers and/or other third parties, as determined by the Funds' Fund Agreements, side letters or similar agreements and Court Square Capital's procedures regarding allocation. Court Square Capital's procedures permit it to take into consideration a variety of factors in making such determinations, including but not limited to: expressed interest in co-investment opportunities; expertise of the prospective co-investor in the geographic location, market or industry to which the investment opportunity relates; perceived ability to quickly execute on transactions; tax, regulatory, securities laws and/or other legal considerations (e.g., qualified purchaser or qualified institutional buyer status); the existence of a formal or informal strategic relationship with the prospective co-investor; the size and/or timing of a commitment to a Fund; the size of the investment allocation and the practicality of dividing it up among multiple co-investors; and whether Court Square Capital believes that allocating investment opportunities to an investor or person will help establish, recognize, strengthen and/or cultivate relationships that will have the potential to provide longer-term benefits to the relevant portfolio company, other portfolio companies, the Funds or Court Square Capital. Although Court Square Capital reserves the right to consider a prospective co-investor's willingness to invest in future Funds, such willingness generally will not be the sole determining factor considered by Court Square Capital in identifying co-investors.

Furthermore, Court Square Capital or its related persons expect to make decisions regarding whether and to whom to offer co-investment opportunities in consultation with other participants in the relevant transactions, such as a co-sponsor or lender. Co-investment opportunities typically will be offered to some and not to other Fund investors and the consideration of the factors set forth above likely will result in certain investors receiving multiple opportunities to co-invest while others expressing interest in co-investments have the potential to receive none. Allowing any co-investment generally reduces the amount of the relevant investment opportunity that theoretically could have been taken by the relevant Fund, and Court Square Capital expects to be subject to potential conflicts of interest in determining the amount of investment opportunity that should be allocated to the relevant Fund because (i) co-invest opportunities generally appeal to Fund investors and third parties, (ii) to the extent co-investments made by Fund investors are not subjected to Management Fees and/or performance-based

compensation, co-investments blend the effective rates of compensation paid by such persons in a manner not subject to the “most-favored nation” provisions of a Fund’s Governing Documents and (iii) co-investors’ proportionate share of a particular investment typically is not subject to the Management Fee offset provisions of a Fund’s Governing Documents. In order to facilitate the acquisition of a portfolio company, a Fund reserves the right to make (or commit to make) an investment in the company with a view to selling a portion of the investment to co-investors or other persons prior to or following the closing of the acquisition. In such event, the relevant Fund will bear the risk that any or all of the excess portion of such investment may not be sold or may only be sold on unattractive terms, including for example the risk that a portion of the investment will be syndicated at reduced cost, at cost, or at a lower amount at a time when the General Partner believes the value of such investment has appreciated or should be higher than that paid (or willing to be paid) by a co-investor. To the extent such a syndication is made, the General Partner’s interest in limiting the Fund’s exposure to a given investment while providing a potential benefit to co-investors investing at such lower values will give rise to a potential conflict of interest. As a consequence of a failed co-investment syndication process or a co-investment syndication on unattractive terms, the relevant Fund would be required to (i) bear the entire portion of any break-up, topping or other fees, costs and expenses related to such investment (including the proportionate share of such amounts that were expected to have been borne by co-investors), (ii) hold a larger-than-expected investment in such portfolio company, (iii) receive less-than-fair-market value for the syndicated portion of the investment and/or (iv) be diluted or realize lower than expected returns from such investment. When and to the extent that personnel and related persons of Court Square Capital and its affiliates make capital investments in or alongside certain Funds, Court Square Capital and its affiliates are subject to potentially conflicting interests in connection with these investments. There can be no assurance that any Fund’s return from a transaction would be equal to and not less than another Fund participating in the same transaction or that it would have been as favorable as it would have been had such conflict not existed.

Court Square Capital’s allocation of investment opportunities among the persons and in the manner discussed herein often will not result in proportional allocations among such persons, and such allocations likely will be more or less advantageous to some such persons relative to others. While Court Square Capital will allocate investment opportunities in a manner that it believes is fair and equitable to its clients under the circumstances over time and considering relevant factors, there can be no assurance that a Fund’s actual allocation of an investment opportunity, if any, or the terms on which that allocation is made, will be as favorable as they would be if the potential conflicts of interest to which Court Square Capital expects to be subject to, discussed herein, did not exist. In certain cases, Court Square Capital will have an opportunity (but, subject to any applicable restrictions or procedures in the relevant Fund Agreement, no obligation) to identify one or more secondary transferees of interests in a Fund. In such cases, Court Square Capital will not receive compensation for identifying such transferees, and will use its discretion to select such transferees based on suitability and other factors similar to those employed in selecting co-investors, and unless required by the relevant Fund Agreement, will determine in its sole discretion whether the opportunity to receive a transfer of Fund interests should be offered to one or more existing Fund investors.

Relationship with Other Entities. Court Square Capital reserves the right to manage a number of private investment funds in the future, which can potentially have investment objectives similar to those of a Fund. In addition, following the expiration or termination of the commitment period of a Fund, Court Square Capital likely will focus its investment activities on other

opportunities and areas unrelated to such Fund's investments.

In certain circumstances, current or former Court Square Capital personnel are expected to serve in interim or part-time roles at a portfolio company, or provide services to a portfolio company as a secondee or in similar capacities, in some cases whether or not while maintaining certain legacy economic arrangements, benefits, support services or indicia of employment at Court Square Capital. Under such arrangements, Court Square Capital and/or the relevant portfolio company is authorized to pay all or a portion of the personnel costs of such employee, supervise, or oversee such employee. These arrangements have the potential to create conflicts of interest, in that amounts paid by a portfolio company in connection with secondee relationships (including compensation, benefits and other incentives or opportunities (including investment opportunities)) or to former employees generally will not offset or reduce the Management Fee. Due to the nature of secondee relationships, which are often initiated to meet a temporary portfolio company need, the arrangements between such employees and the related portfolio company are expected to change over time, and in many cases will be terminated when the portfolio company is sold or when the position can be filled on a longer-term or permanent basis. Employees may or may not return to Court Square Capital at the end of such secondee arrangement.

Potential conflicts are expected to arise when and to the extent a Fund makes investments in conjunction with an investment being made by another Fund, or if it were to invest in the securities of a company in which another Fund has already made an investment. It is possible that a Fund does not, for example, invest through the same investment vehicles, have the same access to credit or employ the same hedging or investment strategies as other Funds. This likely will result in differences in price, terms, leverage and associated costs. Where multiple Funds invest in the same company at different times, the first Fund to invest typically will bear a higher level of diligence and transaction fees, costs and expenses than later Funds; similarly, to the extent a transaction does not proceed, the first Fund to invest typically will bear the full amount of Broken Deal Expenses relating to the transaction, regardless of whether other Funds could or would have invested in the company in potential future transactions. Further, there can be no assurance that the relevant Fund and the other Fund(s) or vehicle(s) with which it co-invests will exit such investment at the same time or on the same terms. Court Square Capital and its affiliates reserve the right to express inconsistent views of commonly held investments or of market conditions more generally. There can be no assurance that the return on one Fund's investments will be the same as the returns obtained by other Funds participating in a given transaction. Given the nature of the relevant conflicts there can be no assurance that any such conflict can be resolved in a manner that is beneficial to both Funds. In that regard, actions taken for one or more Funds may adversely affect other Funds.

Furthermore, Court Square Capital manages, and expects in the future to manage, other co-investment vehicles formed for the purpose of investing side-by-side with a Fund in certain portfolio company investments of such Fund on the same terms and on a pro rata basis based on relative commitment sizes of the Fund and the co-investment vehicle. Under certain limited circumstances, other Funds could invest in different parts of the capital structure of a company or other issuers in which the Fund invests. For example, with respect to a Fund's investments in certain companies, other Funds could invest in different classes of debt issued by the same companies and/or own some or all of the equity securities of such companies. The interests of such other Funds may not in all cases be aligned with the Fund, which could create actual or potential conflicts of interest or the appearance of such conflicts. In that regard, actions could be taken by

Court Square Capital and other Funds that are adverse to the Fund. In addition, where a Fund and other Funds invest in different parts of the capital structure of a portfolio company, their respective interests could diverge significantly in the case of financial distress of the company. In addition, it is possible that in a bankruptcy proceeding a Fund's interest may be subordinated or otherwise adversely affected by virtue of the involvement and actions of Court Square Capital and other Funds relating to their investments. In this circumstance, questions could arise subsequently as to whether payment obligations and covenants should be enforced, modified or waived, or whether debt should be refinanced or restructured. In troubled situations, decisions including whether to enforce claims, or whether to advocate or initiate a restructuring or liquidation inside or outside of bankruptcy, and the terms of any work-out or restructuring could raise potential conflicts of interest, particularly with respect to the Fund and other Funds that have invested in different securities within the same portfolio company. Because of the different legal rights associated with debt and equity of the same portfolio company, Court Square Capital expects to face a potential conflict of interest in respect of the advice it gives to, and the actions it takes on behalf of a Fund versus another Fund (e.g., the terms of debt instruments, the enforcement of covenants, the terms of recapitalizations and the resolution of workouts or bankruptcies).

Allocation of Fees and Expenses. Subject to any relevant restrictions or other limitations contained in the Fund Agreements of the Funds, Court Square Capital will allocate fees and expenses in a manner that it believes is fair and equitable to its clients under the circumstances over time and considering such factors as it deems relevant, but in any case in its sole discretion. In exercising such discretion, Court Square Capital expects to be faced with a variety of potential conflicts of interest.

As a general matter, Fund expenses typically will be allocated among all relevant Funds or co-invest vehicles receiving the benefit of such expense (in the relevant General Partner's sole discretion) and eligible to reimburse expenses of that kind. In all such cases, subject to applicable law and legal, contractual or similar restrictions, expense allocation decisions will be made by Court Square Capital or its affiliates using their best judgment, considering such factors as they deem relevant, but in their sole discretion to be fair and equitable across these vehicles. It is possible that the allocations of such expenses will not be proportional, and any such determinations involve inherent matters of discretion, *e.g.*, in certain circumstances determining which Funds or co-invest vehicles benefit (or the extent to which they benefit) from the relevant service relating to the expense, or whether to allocate *pro rata* based on number of Funds or co-invest vehicles receiving related benefits or proportionately in accordance with asset size, or in certain circumstances determining whether a particular expense has greater benefit to a fund or Court Square Capital. The Funds generally have different expense reimbursement terms, including with respect to Management Fee offsets, which would result in the Funds bearing different levels of expenses with respect to the same investment.

Reimbursements. As a result of the Funds' controlling interests in portfolio companies, Court Square Capital and/or its affiliates typically have the right to appoint portfolio company board members, or to influence their appointment, and to determine or influence a determination of their compensation. Although not the general practice of Court Square Capital, portfolio company board members can approve compensation and/or other amounts payable to Court Square Capital and/or its affiliates. Such amounts will offset against any Management Fees. A portfolio company can similarly reimburse Court Square Capital or service providers retained at Court Square Capital's discretion for expenses (including without limitation travel expenses) incurred by

Court Square Capital or such service providers in connection with its performance of services for such portfolio company. Service provider expenses are required to be reimbursed whether or not there is overlap in expertise, function or services performed by Court Square personnel. This potentially subjects Court Square Capital and its affiliates to conflicts of interest because the Funds generally do not have an interest or share in these reimbursements, and the amount of such reimbursements over time is expected to be substantial. Court Square Capital determines the amount of these reimbursements for such services in its own discretion, subject to its internal reimbursement policies and practices. Although the amount of individual reimbursements typically is not disclosed to investors in any Fund, any fee paid or expense reimbursed to Court Square Capital or such service providers generally is subject to: agreements with sellers, buyers and management teams; the review and supervision of the board of directors of or lenders to portfolio companies; and/or third party co-investors in its transactions. These factors help to mitigate related conflicts of interest.

In connection with its services to the Funds and their investments, Court Square Capital, its affiliates and personnel expect to receive the benefit of certain tangible and intangible benefits. For example, in the course of Court Square Capital's operations, including research, due diligence, investment monitoring, operational improvements and investment activities, Court Square Capital and its personnel expect to receive and benefit from information, "know-how," experience, analysis and data relating to Fund or portfolio company (as applicable) operations, terms, trends, market demands, customers, vendors and other metrics (collectively, "**Court Square Information**"). In many cases, Court Square Information will include tools, procedures and resources developed by Court Square Capital to organize or systematize Court Square Information for ongoing or future use. Although Court Square Capital expects its Funds and their portfolio companies generally to benefit from Court Square Capital's possession of Court Square Information, it is possible that any benefits will be experienced solely by other or future Funds or portfolio companies (or by Court Square Capital and its personnel) and not by the Fund or portfolio company from which Court Square Information was originally received. Court Square Information will be the sole intellectual property of Court Square Capital and solely for the use of Court Square Capital. Court Square Capital reserves the right to use, share, license, sell or monetize Court Square Information, without offsetting or otherwise reducing Management Fees, and the relevant Fund or portfolio company will not receive any financial or other benefit of such use, sharing, licensure, sale or monetization. Additionally, expenses relating to the Funds or portfolio companies are expected to be charged using credit cards or other widely available third-party rewards programs that provide airline miles, hotel stays, travel rewards, traveler loyalty or status programs, "points," "cash back," rebates, discounts and other arrangements, perquisites and benefits under the available terms of such reward programs. Such programs are expected to vary, and any such rewards (whether or not *de minimis* or difficult to value) generally will inure to the benefit of the personnel participating in the rewards program, rather than the portfolio companies, the Funds or their respective investors; no such rewards will offset or reduce Management Fees.

Selection and Retention of Services Providers. Court Square Capital generally exercises its discretion to recommend to a Fund or to a portfolio company that it contract for services with certain service providers, and such service providers are expected to include: (i) Court Square Capital or a related person of Court Square Capital (which is permitted to include a portfolio company of such Fund); (ii) an entity with which Court Square Capital or its affiliates or current or former personnel has a relationship or from which Court Square Capital or its affiliates or their personnel otherwise derives financial or other benefit, including relationships with joint venturers or co-venturers, or

relationships where Court Square Capital personnel are seconded, or from which Court Square Capital receives secondees; or (iii) certain limited partners or their affiliates. For example, Court Square Capital expects to be presented with opportunities to receive financing and/or other services in connection with a Fund's investments from certain limited partners or their affiliates that are engaged in lending or related business. This subjects Court Square Capital to conflicts of interest, because although Court Square Capital selects service providers that it believes are aligned with its operational strategies and will enhance portfolio company performance and, relatedly, returns of the relevant Fund, Court Square Capital has a potential incentive to recommend the related or other person (including a limited partner) because of its financial or other business interest. There is a possibility that Court Square Capital, because of such belief or for other reasons (including whether the use of such persons could establish, recognize, strengthen and/or cultivate relationships that have the potential to provide longer-term benefits to the relevant Funds or Court Square Capital), would favor such retention or continuation even if a better price and/or quality of service could be obtained from another person. Court Square Capital will not necessarily seek out the lowest cost options when incurring (or causing a Fund or its portfolio companies to incur) such expenses. Although Court Square Capital generally seeks appropriate rates for services, it reserves the right to prioritize prior usage, perceived quality, sector competence or expertise, familiarity, onboarding speed or other factors in retaining or recommending service providers. Additionally, Court Square expects certain service providers, their affiliates and personnel to invest in, or co-invest alongside, one or more Funds, and due to the nature of the service provider relationships and the timing of services, these persons have the potential to have information advantages relative to other investors or co-investors, and likely will be offered co-investment opportunities before such opportunities are presented to other prospective co-investors. Based on the foregoing factors, limited partners should not expect service providers to Court Square or any Fund to provide services that will be the most beneficial to any limited partner.

In certain circumstances where Court Square Capital commits or has committed to seek "market" or "arms-length" rates or terms, Court Square Capital will do so in its sole discretion, seeking rates that it has determined in its sole discretion to be reflective of the range of rates in the applicable or related markets. Court Square Capital reserves the right to deem third-party investment in a transaction to be verification that the transaction was entered into at a value that is "arms-length." Consequently, Court Square Capital undertakes no minimum amount of benchmarking, and does not represent that any such benchmarking ultimately will be accurate, comparable or relate specifically to the assets, services, geographies or comparable markets to which such rates or terms relate. Where such rates or terms include hourly component, Court Square Capital reserves the right to rely on approximations or estimates of time spent for purposes of allocating or charging for services. Any methodology, or choice among methodologies, involves potential conflicts of interest. Whether or not Court Square Capital has a relationship or receives financial or other benefit from recommending a particular service provider, there can be no assurance that no other service provider is more qualified to provide the applicable services or could provide such services at lesser cost.

Court Square Capital and/or its affiliates reserve the right to employ personnel with pre-existing ownership interests in portfolio companies owned by the Funds or other investment vehicles advised by Court Square Capital and/or its affiliates; conversely, current or former personnel or executives of Court Square Capital and/or its affiliates are expected to serve in significant management roles at portfolio companies or service providers recommended by Court Square Capital. Similarly, Court Square Capital, its affiliates and/or personnel maintain relationships with (or are permitted to invest in) financial institutions, service providers and other

market participants, including but not limited to managers of private funds, banks, brokers, advisors, consultants, finders (including executive finders and portfolio company finders), executives, attorneys, accountants, institutional investors, family offices, lenders, current and former personnel, and current and former portfolio company executives, as well as certain family members or close contacts of these persons. Certain of these persons or entities will invest (or will be affiliated with an investor) in, engage in transactions with and/or provide services (including services at reduced rates) to, Court Square Capital and/or its affiliates, and/or the Funds or other investment vehicles they advise. In other circumstances, these vendors are expected to provide personal banking, private wealth or lending arrangements (including lending arrangements with respect to personal investments in or through Court Square entities, whether or not relating to financing Court Square personnel obligations to fund General Partner commitment obligations) to Court Square personnel and their estate planning vehicles. Court Square Capital could have a potential conflict of interest with a Fund in recommending the retention or continuation of a third-party service provider to such Fund or a portfolio company if such recommendation, for example, is motivated by a belief that the service provider or its affiliate(s) will continue to invest in one or more Funds, will provide Court Square Capital information about markets and industries in which Court Square Capital operates (or is contemplating operations) or will provide other services that are beneficial to Court Square Capital or one or more other Funds. For example, Court Square Capital reserves the right to cause a Fund to make payments to investment banks and/or other intermediaries, all or a portion of which is for the purpose of generating future deal flow for such Fund; however, there can be no assurance that such payments will result in future deal flow, and in certain cases, future deal flow can inure to the benefit of another or a successor Fund rather than the Fund making the payment.

Court Square Capital expects to be subject to a potential conflict of interest in making such recommendations, in that Court Square Capital has an incentive to maintain goodwill between it and the existing and prospective portfolio companies for a Fund, while the products or services recommended may not necessarily be the best available to the portfolio companies held by a Fund. To date, Court Square Capital does not believe that this has ever occurred but the possibility of it occurring does exist.

Court Square Capital, its officers, investment professionals, personnel and service providers or their affiliates, often charge different rates or have different arrangements for specific types of services. Therefore, based on the types of services used by a Fund and the companies in which a Fund invests, as compared to Court Square Capital and the terms of such services, Court Square Capital has the potential to benefit to a greater degree from such vendor arrangements than such Fund or such companies. Court Square Capital has incentives to use or to recommend products or services of one portfolio company to another, which generally will involve fees, commissions, servicing payments or other compensation. Potential conflicts of interest arise in making such recommendations, as Court Square Capital has incentives to maintain goodwill between it and its former, existing and prospective portfolio companies, and as a result the products or services recommended may not necessarily be the best or lowest cost option. In most cases, the relevant Fund(s) will not consent, participate in the negotiations or be directly involved in such arrangements. Discounted prices or better terms offered to Court Square Capital, any other portfolio company or third parties have the potential to affect the returns of a portfolio company.

Court Square Capital has instituted a program under which portfolio companies owned by the Funds are given the option to participate in purchasing, vendor or similar arrangements with

Court Square Capital, its affiliates and other portfolio companies. Program participants expect to receive discounts negotiated with various vendors and service providers on a groupwide basis. Court Square Capital and program participants voluntarily participate in the program generally without incurring any administrative cost. In cases where fees or third-party administration costs for the programs are incurred, Court Square Capital allocates these costs among the relevant portfolio companies participating in the programs. In certain cases, such arrangements will involve the sharing of risk, such as under group insurance arrangements where deductibles are shared or calculated with regard to the group rather than the individual insured parties. Court Square Capital and its affiliates also participate in the program and receive similar benefits and discounts as the portfolio companies participating therein. No such amounts will offset or reduce Management Fees. Court Square Capital believes the potential for conflicts relating to such arrangements is mitigated by the anticipated cost savings to portfolio companies (which is expected to be to the benefit of the applicable Fund(s)) that will result if the rates for goods and services are discounted due to scale or relative to those widely available in the market.

Court Square Capital, its affiliates, officers, principals and personnel reserve the right to buy or sell securities or other instruments that Court Square Capital has recommended to a Fund. In addition, officers, principals and personnel reserve the right to buy securities in transactions deemed unsuitable for a Fund, but will not in such circumstances be required to share in, reimburse or compensate the relevant Fund for due diligence or other expenses (including Broken Deal Expenses) incurred by the Fund in connection with the Fund's consideration of the relevant investment opportunity. Any such transactions are subject to any restrictions in the applicable Fund's Fund Agreement and any policies and procedures set forth in Court Square Capital's Code of Ethics. The investment policies, fee arrangements and other circumstances of these investments generally vary from those of any Fund. Personnel and related persons of Court Square Capital have, and are expected to continue to have, capital investments in or alongside certain Funds, or in prospective portfolio companies directly or indirectly, as well as in investment vehicles (including private funds) sponsored by potential competitors, and therefore expect to have additional potential conflicting interests in connection with these investments.

A Fund's General Partner generally is permitted to receive a distribution in kind from the Fund, including in connection with investment dispositions or the payment in kind of amounts owed to the General Partner as carried interest (which generally will be made using the value of the relevant securities on the date of distribution). In such circumstances, there is a potential conflict of interest between the General Partner (and its beneficial owners) and the relevant Fund's limited partners. For example, the General Partner and its beneficial owners may intend to hold the investment for a different time period than Court Square Capital deems suitable for the Fund. Although the General Partner and its beneficial owners bear the risk that such securities will decrease during their holding period, to the extent the value of the relevant securities increases following the Fund's disposition thereof, neither the relevant Fund nor its limited partners will benefit from the increase, and over time the economic benefit to the General Partner and its beneficial owners could exceed the value of the General Partner's pro rata interest in the Fund and the amount of carried interest owed. To the extent the beneficial owners of the General Partner contribute such securities to a charity (including to a private foundation or other charitable organization associated with, operated or chosen by such persons or their families), any tax efficiencies or other personal benefits associated with the contribution will inure to the benefit of such beneficial owners rather than to the Fund or its limited partners.

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

Carried Interest. A General Partner's carried interest is based substantially on the performance of the applicable Fund. This arrangement could incent such General Partner to select investments that are riskier or more speculative than it would otherwise make in the absence of such performance-based compensation. In addition, the manner in which the General Partner's entitlement to the carried interest is determined will likely result in a potential conflict between its interests and the interests of Limited Partners with respect to the sequence and timing of disposals of investments. The performance of co-investments sponsored by Court Square are not netted with the performance of a Fund's investments for purposes of calculating the carried interest payable by such Fund or the carried interest or performance fee payable by co-investors with respect to any such co-investment; and Court Square will likely have potential conflicts with respect to the pursuit and allocation of investment opportunities.

Management Fees. The Governing Documents provide Court Square with wide-ranging authority to make determinations, including those related to investment purchases and dispositions (and their timing), valuation and other matters that in each case have the potential to affect Court Square's compensation. In making such determinations, Court Square is subject to potential conflicts of interest. For example, the potential to earn additional compensation creates an incentive for Court Square or its affiliates to make investments and to hold investments longer than otherwise would be the case in the absence of the relevant Fund's Management Fee and carried interest compensation arrangements. Court Square expects to be incentivized to cause a Fund to make, hold, value and/or dispose of investments (and to delay or forego a determination that the investments are Impaired Value Investments) in order to receive greater ongoing Management Fees and, potentially, earlier and/or larger carried interest distributions than would otherwise be the case.

Where the Management Fee is calculated taking into account the valuation of an investment, Court Square will have incentives to make determinations that result in the continued payment of, or a higher, Management Fee. Where the Governing Documents do not require Management Fees to be reduced in connection with investment reorganizations, restructurings, roll-over investments, extraordinary dividends or similar transactions, Court Square is incentivized to pursue such transactions. Additionally, the amount of carried interest owed to the relevant General Partner is dependent in part on the amount and timing of investment dispositions, as well as in certain instances determinations that investments are Impaired Value Investments, and the relevant General Partner expects to be subject to related potential conflicts of interest in determining whether and when to dispose of investments, make distributions, and/or determine that an investment is an Impaired Value Investment, within the requirements of the relevant Governing Documents.

Court Square's wide-ranging authority on the determination of Impaired Value Investments, and the criteria used by the relevant General Partner or its affiliates in valuing an investment, or determining whether an investment is an Impaired Value Investment, have the potential to be

subjective, to be influenced by market information and other factors and to vary over time. There can be no assurance that a third party or investor would agree with the substance or timing of the relevant General Partner's determination that an investment is an Impaired Value Investment, and except as set forth in the Governing Documents, neither the General Partner nor its affiliates is obligated to follow any third-party methodology in making its determination on whether an investment meets the relevant standards or whether value can be recovered or retained during the Fund's holding period. In making its determination, the General Partner is entitled to make its own determination taking into account all facts and circumstances it deems relevant, subject to the provisions of the Governing Documents and Court Square's valuation policy. As a general matter, the standards for determining Impaired Value Investments are intended to be high, and are not intended to apply to investments experiencing partial or temporary declines in value. Because the amount of Court Square's compensation is dependent in part on an investment's status as an Impaired Value Investment, the relevant General Partner faces potential conflicts of interest in determining whether an investment meets, or continues to meet, the relevant criteria which include, and are not limited to, what industry or sector the portfolio company operates in, whether there has been a permanent, material and potentially irreversible impairment to the portfolio company's future earnings or its liquidity, whether the portfolio company has entered into bankruptcy legal proceedings, whether Court Square has ceased to have control of the portfolio company arising from a credit event or bankruptcy proceeding, whether the value of the portfolio company has experienced a permanent reduction in value for federal income tax purposes, the expectation of Court Square with respect to the future business prospect of the portfolio company, and whether Court Square continues to dedicate resources into turning the portfolio company's business prospect around. Such criteria are fluid, considered in the totality of circumstances, and are expected to fluctuate from investment to investment. Although Court Square intends to operate in accordance with the Governing Documents, as well as its valuation policy, in order to mitigate the potential for subjectivity in making such determinations, there can be no assurance that such policy or practices will address all of the necessary factors to do so, or completely eliminate all potential conflicts of interest in such determinations.

Diverse Limited Partner Group. The limited partners are expected to include U.S. taxable and tax-exempt entities and institutions from jurisdictions outside of the United States. Such limited partners could have conflicting investment, tax, and other interests with respect to their investments in a Fund. The conflicting interests of individual limited partners can potentially relate to or arise from, among other things, the nature of investments made by such Fund, the structuring of the acquisition of investments and the timing of disposition of investments. As a consequence, potential conflicts of interest could arise in connection with decisions made by the applicable General Partner, including with respect to the nature or structuring of investments, that have the potential to be more beneficial for one limited partner than for another limited partner, especially with respect to limited partners' individual tax situations. In addition, a Fund could make investments that potentially have a negative impact on related investments made by the limited partners in separate transactions. In selecting and structuring investments appropriate for a Fund, the General Partner will consider the investment and tax objectives of such Fund and the Partners as a whole, rather than the investment, tax, or other objectives of any limited partner individually. Interests in a Fund held by personnel of Court Square Capital could have the same voting and other rights as Limited Partners in such Fund if such personnel ceases to be affiliated with Court Square Capital. Due to, among other factors, the differing circumstances under which events of defaults by Limited Partners could arise, Court Square Capital reserves the right to apply different, or refrain from applying, remedies to any such defaults.

By acquiring an interest in a Fund, each limited partner shall be deemed to have acknowledged the existence of any such potential conflict of interest and to have waived any claim with respect to any liability arising from the existence of such conflict of interest.

Advisory Committee. Pursuant to the relevant Fund Agreement, an Advisory Committee is established and authorized to give consent on behalf of a Fund, and Court Square Capital reserves the right in certain situations to choose to consult with or obtain the consent of the Advisory Committee with respect to any specific conflict of interest relating to such Fund or in certain situations required by the Investment Advisers Act. If the Advisory Committee waives the conflict of interest or Court Square Capital acts in a manner, or pursuant to the standards and procedures, approved by the Advisory Committee with respect to the conflict of interest, then Court Square and its affiliates will not have any liability to such Fund or the Limited Partners for such actions taken by them, including actions in pursuit of their own interests.

Court Square Capital reserves the right to appoint one or more Limited Partner representatives to the Advisory Committee. Pursuant to the terms of the relevant Fund Agreement, all Limited Partners are generally bound by the determinations of the Advisory Committee, regardless of whether a Limited Partner is represented by a member of the Advisory Committee. Such Fund Agreement may provide that to the maximum extent not prohibited by applicable law, no Advisory Committee member (or Limited Partner represented by such Advisory Committee member) shall be liable to any Partner or the Fund for any such Advisory Committee member's action taken or failure to act (but solely with respect to any action or omission of such Advisory Committee member in his or her capacity as such) unless and to the extent such member failed to act in good faith. Representatives appointed to the Advisory Committee are not necessarily an officer, director, employee, partner, or member of the person whom such member represents. Furthermore, it is possible that members of the Advisory Committee own securities of, or have various business and other relationships with, Court Square Capital and its partners, personnel, and affiliates. The presence of these other interests and relationships could influence their decisions as members of such committee. Members of the Advisory Committee could have potential conflicts of interest that do not disqualify such members from voting or consenting to matters submitted to the Advisory Committee for consideration or review. To the extent that a Limited Partner is not represented by a member of the Advisory Committee, such Limited Partner will have no influence over matters submitted to the Advisory Committee for review or approval.

Side Letters. Court Square Capital has entered, and expects to enter in the future, side letter arrangements with certain investors in a Fund providing such investors with different or preferential rights or terms, including but not limited to different fee structures or arrangements (including discounted or rebated compensation terms, modified waterfall mechanics and/or receipt of a portion of Court Square Capital's compensation, none of which generally will be subject to the "most-favored nation" provisions of a Fund's Governing Documents), information rights, specialized reporting, priority co-investment rights or targeted co-investment amounts, rights to serve on the Fund's advisory committee, liquidity or transfer rights, confidentiality protections and disclosure rights, modification of default remedies, as well as economic procedural and other terms.

Court Square Capital is likely to have its own economic and/or other business incentives to provide certain terms to certain limited partners, *e.g.*, based on commitment amount to a Fund

or the timing thereof, the ability of a limited partner to provide sourcing or other services to Court Square Capital, its affiliates and personnel, or the Funds, or the potential to establish, recognize, strengthen or cultivate relationships that have the potential to provide longer-term benefits to Court Square Capital, its affiliates and personnel, or the Funds. Further, Side Letters also are expected to relate to strategic relationships under which an investor agrees to make capital commitments to multiple Funds. Except in the circumstances and on the timing required by Governing Documents and/or applicable law, other investors will not receive copies of Side Letters or related provisions, and as a general matter, the other investors have no recourse against a Fund, Court Square Capital, the relevant General Partner or any of their affiliates in the event that certain investors have received additional and/or different rights and/or terms as a result of such Side Letters. Side Letters subject Court Square Capital to potential conflicts of interest, including in circumstances where an investor's right to serve on the relevant Fund's advisory committee results in the investor receiving additional information relative to other investors. To the extent an investor is subject to statutory or other limitations on indemnification, or otherwise negotiates rights relating thereto, other investors may be subject to increased losses, or be required to bear an increased portion of indemnification amounts. Other Side Letter rights are likely to confer benefits on the relevant limited partner at the expense of the relevant Fund or of limited partners as a whole, including in the event that a Side Letter confers additional reporting, information rights and/or transfer rights, the costs and expenses of which are expected to be borne by the relevant Fund.

As a consequence of one or more limited partners being excused or excluded, or from regulatory, tax or other factors altering or limiting their participation in investments or ability to bear certain liabilities or obligations, the aggregate returns realized by participating or non-participating limited partners could be adversely affected in a material manner by the unfavorable performance of particular investments; similar considerations apply in the event a limited partner defaults on a drawdown in respect of an investment. Although Court Square Capital believes it to be unlikely, excuse or other rights requested or received by one or more limited partners (or such regulatory, tax or other factors applicable to such limited partners) representing a substantial percentage of a Fund have the potential to create significant variations in limited partner investment returns or exposures to liabilities or obligations, or to influence or affect the investment strategy and pursuit of investment opportunities by the General Partner on behalf of the relevant Fund as a whole. A limited partner's voting rights for regulatory or other reasons can be limited in circumstances specified in the Governing Documents; conversely, a limitation on one or more limited partners' voting rights generally will increase the voting rights percentage of other limited partners in the relevant Fund. Further, limited partners with different domiciles or tax categorizations could receive different investment returns or amounts of tax basis and/or pay different levels of expenses, e.g., based on tax savings or ownership of alternative investment vehicle, "blocker" or other structures used to facilitate their investments in, through or below a Fund.

Any of these situations subjects Court Square Capital and/or its affiliates to potential conflicts of interest. Court Square Capital attempts to resolve such conflicts of interest in light of its obligations to investors in its Funds and the obligations owed by Court Square Capital's advisory affiliates to investors in investment vehicles managed by them, and attempts to allocate investment opportunities among a Fund, other Funds and such investment vehicles in a manner it believes to be fair and equitable to the Funds under the circumstances over time. To the extent that an investment or relationship raises particular conflicts of interest, Court Square Capital will review the circumstances of such investment or relationship with a view to addressing and reducing

the potential for conflict. Where necessary, Court Square Capital consults and receives consent to conflicts from an advisory committee consisting of limited partners of the relevant Fund and such other investment vehicles.

Valuation of Assets. There is not expected to be an actively traded market for most of the securities owned by a Fund. When estimating fair market value, Court Square Capital has applied a methodology it has determined to be appropriate based on accounting guidelines and the applicable nature, facts, and circumstances of the respective investments. However, the process of valuing securities for which reliable market quotations are not available is based on inherent uncertainties and the resulting values could differ from values that would have been determined had an active market existed for such securities and could differ materially from the prices at which such securities ultimately are sold. The exercise of discretion in valuation by Court Square Capital could give rise to potential conflicts of interest, including in connection with determining the amount and timing of distributions of carried interest and the calculation of Management Fees. Additionally, under certain circumstances set forth in the relevant Fund Agreement, distributions in kind of investments for which market quotations are not readily available could be made. The valuation of such investments will generally form the basis for calculation of the General Partner's carried interest.

Insurance. Although the Governing Documents generally contain broad exculpation and indemnification provisions, Court Square will not interpret such provisions to constitute a waiver of any person's non-waivable federal fiduciary duties to the relevant Fund under the Advisers Act. The relevant liability standards under insurance coverage procured by Court Square Capital are expected to vary by carrier, and such standards are expected to vary depending on, for example, coverage features or limitations then-available from the carrier at the time of insurance contract renewal. As a result, insurance coverages are expected to vary from relevant liability and/or indemnity standards in the Governing Documents. Investors generally will be responsible for insurance premiums, as set forth in the Governing Documents regardless of whether the liability and/or indemnity standards in Court Square Capital's insurance coverage are higher or lower than that set forth in the Governing Documents.

Platform Investments. A Fund reserves the right to establish or invest in platform companies or similar platform investments that seek to acquire interests in other companies and/or assets. While the relevant Fund would typically be involved in the strategy and oversight of any platform investment, a platform investment typically would retain its own management team to operate, administer and manage the platform on a daily basis. In such cases, the relevant Fund generally will directly or indirectly bear the expenses related to developing and operating the platform investment, including overhead expenses (such as real estate, technology, salaries, bonuses and incentive-based compensation (e.g., equity, a profits interest, options and warrants)), investment sourcing and diligence expenses, transaction fees and other related expenses. Such expenses generally will not offset any Management Fee paid by the Funds.

Such platform investments create potential conflicts of interest. For example, management teams sometimes provide services that are similar to, and that could overlap with, services provided by Court Square Capital and its personnel to the Funds, and certain Court Square Capital professionals are expected to serve on the boards of, or otherwise provide services to, platform investments. Because Court Square Capital (and not the Funds) otherwise generally pays the salaries of its employees, Court Square Capital has an incentive to cause a platform investment to

retain its own management team instead of relying on Court Square Capital employees to provide managerial services, or to deploy existing Court Square Capital employees as members of such platform investment's management team. In addition, Court Square Capital generally will have the ability to significantly influence the form and amount of compensation paid to such management teams. Members of platform investment management teams also can potentially render services exclusively to the platform or provide the same or similar services to other Funds and/or portfolio companies.

Industry Experts. Portfolio companies (and, to a lesser extent, a Fund) typically will pay certain fees to, and reimburse expenses of, industry experts and other third party consultants and other consultants introduced or arranged by Court Square Capital that will likely regularly provide services to one or more portfolio companies, and such amounts do not offset the Management Fee as described herein. Industry experts are expected to make use of Court Square Capital resources or otherwise be associated with Court Square Capital. Although the use of industry experts and the allocation of compensation paid to them by Court Square Capital and/or the portfolio companies will subject Court Square Capital to potential conflicts of interest, Court Square Capital believes that such potential conflicts are reduced by the anticipated cost savings to portfolio companies (which are expected to be to the benefit of the relevant Fund) that will result if the cost of the industry expert is lower than market rates for the services provided and/or if the quality of the services of the industry expert makes a greater contribution to the success of the portfolio company than could otherwise be obtained at the same cost or at all. Although Court Square Capital will seek to retain industry experts with a view to reducing costs to portfolio companies and, ultimately, the relevant Fund, a number of factors may result in limited or no cost savings from such retention. Court Square Capital also will seek to reduce potential conflicts of interest resulting from such arrangements by structuring compensation packages for such persons in a manner that Court Square Capital believes will align such persons' interests with those of the Limited Partners.

Follow-on Investments. Investments to finance follow on acquisitions are a regular part of the business of a Fund. Follow-on investments could present potential conflicts of interest, including determination of the equity component valuation and other terms of the new financing. In addition, the Fund could participate in releveraging and recapitalization transactions involving portfolio companies in which other Funds have invested or will invest. Recapitalization transactions are expected to present conflicts of interest, including determinations of whether existing investors are being cashed out at a price that is higher or lower than market value and whether new investors are paying too high or too low a price for the company or purchasing securities with terms that are more or less favorable than the prevailing market terms. Court Square Capital will resolve conflicts using its best judgment but in its sole discretion, subject in certain cases to approval by the Advisory Committee.

Research Costs for Investments. There could be circumstances when Court Square Capital considers a portfolio company on behalf of a Fund but initially determines not to make such an investment, but eventually makes an investment in such portfolio company through another Fund. In these circumstances, Court Square Capital or such other Funds or investment vehicles would likely benefit from research by the original investment team researching the investment and/or from costs borne by a Fund in pursuing the potential portfolio investment, but will not be required to reimburse such Fund for expenses incurred in connection with such investment.

Limited Access to Information. Limited partners' rights to information regarding a Fund,

the relevant General Partner or Court Square Capital generally will be specified, and in many cases strictly limited, by the Governing Documents. In particular, it is anticipated that the relevant General Partner and its affiliates will obtain certain types of material information from or relating to a Fund's investments that will not be disclosed to limited partners because such disclosure is prohibited, including as a result of contractual, legal or similar obligations outside of Court Square Capital's control. Decisions by Court Square Capital or its affiliates to withhold information may have adverse consequences for limited partners in a variety of circumstances. For example, a limited partner that seeks to transfer its interest in a Fund may have difficulty in determining an appropriate price for such interest. Decisions to withhold information may also make it difficult for a limited partner to monitor Court Square Capital and its performance. Additionally, it is anticipated that limited partners that designate representatives to participate on a Fund's advisory committee generally may, by virtue of such participation, have more or earlier information about a Fund and its investments in certain circumstances than other limited partners. Limited partners generally will bear the expenses of responding to disclosure requests, including in connection with state public records, similar freedom of information and other laws, whether or not the relevant Fund succeeds in asserting confidentiality for requested documents and other materials, and Court Square Capital reserves the right to withhold certain information from investors subject to such laws for reasons relating to Court Square Capital's public reputation, business strategy or other reasons.

Material Non-Public Information; Other Regulatory Restrictions. As a result of the operations of Court Square Capital and its affiliates, as well as in connection with officerships or directorships of Court Square Capital personnel, Court Square Capital frequently comes into possession of confidential or material non-public information. Therefore, Court Square Capital and its affiliates may have access to material, non-public information that may be relevant to an investment decision to be made by a Fund. Consequently, a Fund may be restricted from initiating a transaction or selling an investment which, if such information had not been known to it, may have been undertaken on account of applicable securities laws or Court Square Capital's internal policies and practices.

Similarly, anti-money laundering, anti-boycott and economic and trade sanction laws and regulations in the United States and other jurisdictions may prevent Court Square Capital or the funds from entering into transactions with certain individuals or jurisdictions. The United States Department of the Treasury's Office of Foreign Assets Control ("OFAC") and other governmental bodies administer and enforce laws, regulations and other pronouncements that establish economic and trade sanctions on behalf of the United States. Among other things, these sanctions may prohibit transactions with or the provision of services to, certain individuals or portfolio companies owned or operated by such persons or located in jurisdictions identified from time to time by OFAC. Additionally, antitrust laws in the United States and other jurisdictions give broad discretion to the U.S. Federal Trade Commission, the United States Department of Justice and other U.S. and non-U.S. regulators and governmental bodies to challenge, impose conditions on, or reject certain transactions. In certain circumstances, antitrust remedies relating to one Fund's acquisition of a portfolio company may require one or more other Funds to sell all or a portion of certain portfolio companies owned by them.

As a result of any of the foregoing, a Fund may be adversely affected because of Court Square Capital's inability or unwillingness to participate in transactions that may violate such laws or regulations, or by remedies imposed by any regulators or governmental bodies. Any such laws

or regulations may make it difficult or may prevent a Fund from pursuing investment opportunities, require the sale of part or all of certain portfolio companies on a timeline or in a manner deemed undesirable by Court Square Capital or may limit the ability of one or more portfolio companies from conducting their intended business in whole or in part. Consequently, there can be no assurance that any Fund will be able to participate in all potential investment opportunities that fall within its investment objectives.

Executive Advisors and Other Industry Consultants. As described above in the section entitled “Methods of Analysis, Investment Strategies and Risk of Loss,” the General Partner, a Fund and the portfolio companies retain Executive Advisors and other industry consultants, the use of which is expected to fluctuate and/or expand over time, which can include affiliates of the General Partner, personnel of such affiliates, portfolio companies of other funds managed by the General Partner or its affiliates, third party consultants (including consultants and external executives), “strategic partners,” “executive partners” or “senior advisors.” The Executive Advisors and other industry consultants are typically engaged to provide services to, or in connection with, a Fund in relation to its activities or one or more portfolio companies, including sourcing, identification, due diligence, acquisition, acquisitions integration/rationalization, holding, improvement, operations, technology, portfolio company management and disposition of portfolio companies (“**Services**”). Executive Advisors include former personnel of Court Square Capital or certain portfolio companies, and in some circumstances former Executive Advisors are expected to become Court Square Capital employees or employees of portfolio companies. Consequently, the determination of whether individuals are Executive Advisors is expected to vary and/or be revisited from time to time, which poses potential conflicts of interest where certain changes in status or categorization would reduce costs that Court Square Capital otherwise would be required to bear to the extent such costs were borne by the applicable portfolio company. Pursuant to the relevant Fund Agreement, Executive Advisor fees and expenses are generally paid and/or reimbursed by applicable portfolio companies and do not offset the Management Fee. For certain other industry consultants, a portfolio company will pay such industry consultants fees, for a successfully closed deal, from its closing proceeds; and if deal is unconsummated, such industry consultants will be paid by Court Square. Executive Advisor and other industry consultants’ fees and expenses are expected to include cash fees and may include a profits or equity interest in a portfolio company or other incentive-based compensation, which are typically determined according to one or more methods, including the value of the time (including an allocation for overhead and other fixed costs) of such advisors or consultants, a percentage of the value of the portfolio company, the invested capital exposed to such portfolio company, amounts charged by other providers for comparable services and/or a percentage of cash flows from such company. Additionally, portfolio companies will provide opportunities for Executive Advisors and other industry consultants to invest in such portfolio company and reimburse costs and expenses incurred by such advisors or consultants. Under many of these arrangements, including where Executive Advisors are paid a flat fee, there can be no assurance that the amount of compensation paid in a particular year will be proportional to the amount of hours worked or the amount of tangible work product generated by the Executive Advisor or other industry consultant. Although portfolio companies are expected to engage Executive Advisors and other industry consultants with a view to reducing costs to such portfolio companies (and, ultimately, the Fund) and/or improving portfolio company performance, a number of factors may result in limited or no cost savings from such retention.

DISCIPLINARY INFORMATION

Court Square Capital and its management persons have not been subject to any material legal or disciplinary events required to be discussed in this Brochure.

OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

Court Square Capital is affiliated with other Court Square investment advisers that are not registered with the SEC under the Advisers Act pursuant to Court Square Capital's single registrant approach in accordance with SEC guidance. These entities operate as a single advisory business together with Court Square Capital and likely serve as managers or general partners of the Funds and other pooled vehicles and likely share common owners, officers, partners, employees, consultants, or persons occupying similar positions. Based on the nature of Court Square Capital's relationship with its affiliated investment advisers, such relationships do not create material conflicts of interest with Court Square Capital's Funds.

Court Square Capital is also affiliated with CSC Shareholder Services, LLC ("**Shareholder**"), whose sole member is CSC GP, LLC the General Partner of Court Square Capital Management, LP. The main purpose of Shareholder is to serve as representative for the clients at the time the clients withdraws (as a result of a sale, liquidation or some other capital event) from their respective portfolio company investment. Shareholder is not an investment advisor, nor does it receive any fees for its' services and does not have any economic interest in the clients and acts solely as a legal representative.

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

The Advisers have adopted the Court Square Capital Code of Ethics and Securities Trading Policy and Procedures (the "**Code**"), which sets forth standards of conduct that are expected of Court Square Capital Managing Partners and employees and addresses conflicts that arise from personal trading. The Code requires certain Court Square Capital personnel to report their personal securities transactions, prohibits or requires pre-clearance for Court Square personnel from directly or indirectly acquiring beneficial ownership or disposing of securities in an initial public offering or private placement, and prohibits Court Square personnel from directly or indirectly acquiring beneficial ownership of securities with limited exceptions, without first obtaining approval from the Court Square Chief Compliance Officer or designee. In addition, the Code requires such personnel to comply with procedures designed to prevent the misuse of, or trading upon, material non-public information. A copy of the Code will be provided to any limited partner or prospective limited partner upon request to Anthony P. Mirra, the Court Square Capital Chief Compliance Officer, at 212-752-6772. Personal securities transactions by employees who manage client accounts are required to be conducted in a manner that prioritizes the client's interests in client eligible investments.

The Advisers and their affiliated persons may come into possession of material nonpublic or other confidential information about public companies which, if disclosed, might affect an investor's decision to buy, sell or hold a security. Under applicable law, the Advisers and their affiliated persons would be prohibited from improperly disclosing or using such information for their personal benefit or for the benefit of any person, regardless of whether such person is a client of the Advisers.

Accordingly, should the Advisers or any of their affiliated persons come into possession of material nonpublic or other confidential information with respect to any public company, the Advisers would be prohibited from communicating such information to clients, and the Advisers will have no responsibility or liability for failing to disclose such information to clients as a result of following their policies and procedures designed to comply with applicable law. Similar restrictions may be applicable as a result of the Advisers' personnel serving as directors of public companies and may restrict trading on behalf of clients, including the Funds.

Managing Partners and personnel of the Advisers and their affiliates generally are expected to directly or indirectly own an interest in Private Investment Funds or certain co-investment vehicles. To the extent that co-investment vehicles exist, such vehicles are expected to invest in one or more of the same portfolio companies as the Funds.

Co-invest opportunities generally are also expected to be presented to certain affiliates of the Advisers, as well as third party investors and other persons, and such co-investments may be effected through co-invest vehicles, directly in a particular portfolio company or through an intermediate entity in a portfolio company's structure. Additionally, the Funds and other Private Investment Funds are permitted to invest together with other funds advised by an affiliated adviser of Court Square Capital in the manner set forth in their Fund Agreements. The Advisers will determine the allocation of investment opportunity in a manner that it believes is fair and equitable to its clients consistent with the Advisers' obligations and may take into consideration factors such as the following: the client's investment restrictions and objectives (including those set forth in the relevant client's Governing Documents, where applicable), investment and operating guidelines, diversification limitations, tax and regulatory considerations, minimum dollar limits and other relevant factors, including risk.

The Advisers and their affiliates, the Managing Partners and other personnel expect to carry on investment activities for their own account, for personal or employee investment vehicles, and, potentially, for family members, friends or others who do not invest in the Funds, as well as give advice and recommend securities to vehicles which may differ from advice given to, or securities recommended or bought for the Funds even though their investment objectives may be the same or similar.

The operative documents and investment programs of certain vehicles sponsored by Court Square Capital (the "**Reference Funds**") generally restrict, limit or prohibit, in whole or subject to certain procedural requirements, investments of certain other vehicles in issuers held by such Reference Funds or give priority with respect to investments to such Reference Funds. Some of these restrictions could be waived by limited partners (or their representatives) in such Reference Funds or be subject to limitations (e.g., by time or percentage of capital deployed).

BROKERAGE PRACTICES

The Advisers focus on securities transactions of private companies and generally purchase and sell such companies through privately-negotiated transactions in which the services of a broker-dealer may be retained. However, the Advisers reserve the right to distribute securities to investors in a Fund or sell such securities, including through using a broker-dealer, if such as where a public trading market exists. Although the Advisers do not intend to regularly engage in public

securities transactions, to the extent they do so, they intent to follow the brokerage practices described below.

If the Advisers sell publicly traded securities for a Fund, it is responsible for directing orders to broker-dealers to effect securities transactions for accounts managed by the Advisers. In such event, the Advisers will seek to select brokers on the basis of best price and execution capability. In selecting a broker to execute client transactions, the Advisers reserve the right to consider a variety of factors, including: (i) execution capabilities with respect to the relevant type of order; (ii) commissions charged; (iii) the reputation of the firm being considered; and (iv) responsiveness to requests for trade data and other financial information.

The Advisers have no duty or obligation to seek in advance competitive bidding for the most favorable commission rate applicable to any particular client transaction or to select any broker on the basis of its purported or “posted” commission rate, but will endeavor to be aware of the current level of the charges of eligible brokers and to reduce the expenses incurred for effecting client transactions to the extent consistent with the interests of such clients. Although the Advisers generally seek competitive commission rates, they may not necessarily pay the lowest commission or commission equivalent. Transactions may involve specialized services on the part of the broker involved and thereby entail higher commissions or their equivalents than would be the case with other transactions requiring more routine services.

Consistent with the Advisers seeking to obtain best execution, brokerage commissions on client transactions are permitted to be directed to brokers in recognition of research furnished by them, although the Advisers generally do not make use of such services at the current time and have not made use of such services since its inception. Such research services could include economic research, market strategy research, industry research, company research, fixed income data services, computer-based quotation equipment and research services and portfolio performance analysis. As a general matter, research provided by these brokers would be used to service all of the Advisers’ Private Investment Funds. However, each and every research service may not be used for the benefit of each and every Private Investment Fund managed by the Advisers, and brokerage commissions paid by one Private Investment Fund may apply towards payment for research services that might not be used in the service of such Private Investment Fund. Research services may be shared among the Advisers and their affiliates.

The Advisers do not employ any agreement or formula for the allocation of brokerage business on the basis of research services; however, the Advisers in their discretion reserve the right to cause the Private Investment Funds to pay such brokers a commission for effecting portfolio transactions in excess of the amount of commission another broker adequately qualified to effect such transactions would have charged for effecting such transactions. This generally arises where the Advisers have determined in good faith that such commission is reasonable in relation to the value of brokerage and research services received. In reaching such a determination, the Advisers would not be required to place or attempt to place a specified dollar value on the brokerage or research services provided by such broker.

The Advisers will periodically determine which brokers have provided research that has been helpful in the management of its Private Investment Funds. To the extent consistent with the Advisers’ goal to obtain best execution for the Funds, the Advisers reserve the right to seek to place a portion of the trades that they direct with the brokers who are identified through this

process.

To the extent that the Adviser allocates brokerage business on the basis of research services, it expects to have an incentive to select or recommend broker-dealers based on the interest in receiving such research or other products or services, rather than based on its Private Investment Funds' interest in receiving most favorable execution.

The Advisers do not anticipate engaging in significant public securities transactions; however, to the extent that the Advisers engage in any such transactions, orders for purchase or sale of securities placed first will be executed first, and within a reasonable amount of time of order receipt. To the extent that orders for Private Investment Funds are completed independently, the Advisers also reserve the right to purchase or sell the same securities or instruments for several Private Investment Funds simultaneously. The Advisers are permitted, but are not obligated, to purchase or sell securities for several client accounts at approximately the same time. Such orders may be combined or "batched" to facilitate obtaining best execution and/or to reduce brokerage commissions or other costs. Batched transactions are executed in a manner intended to ensure that no participating Private Investment Fund of the Advisers is favored over any other Private Investment Fund. When an aggregated order is filled in its entirety, each participating Private Investment Fund generally will receive the average price obtained on all such purchases or sales made during such trading day. To the extent such orders are not batched, they may have the effect of increasing brokerage commissions or other costs.

When an aggregate order is partially filled, the securities purchased or sold will normally be allocated on a *pro rata* basis to each Private Investment Fund participating in such buy or sell order in accordance with the amount of securities originally requested for such Private Investment Funds.

Each Private Investment Fund generally will receive the average price obtained on all such purchases or sales made during such trading day. Exceptions to pro rata allocations are permissible provided Court Square Capital believes they are fair and equitable to Private Investment Funds under the circumstances over time.

In Court Square Capital's private company securities transactions on behalf of the Funds, Court Square Capital reserves the right to retain one or more broker-dealers or investment banks, the costs of which will be borne by the relevant Fund and/or its portfolio companies. In determining to retain such parties, Court Square Capital reserves the right to consider a variety of factors, including: (i) capabilities with respect to the type of transaction being contemplated; (ii) commissions or fees charged; (iii) reputation of the firm being considered; and (iv) responsiveness to requests for information. As a result, although Court Square Capital generally will seek reasonable rates for such services, the market for such services involves more subjective evaluations than public securities brokerage transactions, and the Funds may not pay the lowest commission or fee for such services.

REVIEW OF ACCOUNTS

The investments made by the Funds generally are private, illiquid, and long-term in nature. Accordingly, the review process is not directed toward a short-term decision to dispose of securities. However, Court Square Capital closely monitors companies in which the Funds invest,

and the Court Square Capital Chief Compliance Officer periodically checks to confirm that each Private Investment Fund is maintained in accordance with its stated objectives.

Each Fund will provide to each of its limited partners, unless approved otherwise by its limited partners, (i) annual GAAP audited and quarterly unaudited financial statements, (ii) annual tax information necessary for each limited partner's tax return and (iii) at the time of delivery of the financial statements, reports providing a description of all investments held by the Funds and a narrative summary of the status of each such investment.

CLIENT REFERRALS AND OTHER COMPENSATION

Court Square Capital and/or its affiliates intend to provide certain business or consulting services to companies in each Fund's portfolio and expect to receive compensation from these companies in connection with such services. As described in the Fund Agreements, this compensation will, in many cases, offset a portion of the Management Fees paid by Funds. However, in other cases (e.g., reimbursements for out of pocket expenses directly related to a portfolio company), these fees are in addition to Management Fees, as further described above in the section entitled "Fees and Compensation."

The Advisers reserve the right to enter into solicitation arrangements pursuant to which they compensate third parties for referrals that result in a potential investor becoming a limited partner in a Fund or other Private Investment Fund. Any fees and expenses payable to any such placement agents will generally be borne by Court Square Capital indirectly through an offset against the Management Fee under the Governing Documents, although related expenses incurred pursuant to the relevant placement agent or similar agreement, including but not limited to placement agent travel, meal and entertainment expenses, typically are borne by the relevant Fund(s). The Adviser has currently retained Raymond James to solicit commitments from investors in exchange for placement fees based on investors' commitments and a non-refundable monthly retainer fee (which is deducted from the placement fees). Raymond James is also entitled to the reimbursement of certain expenses.

CUSTODY

Court Square Capital generally expects that it will be deemed to have "custody" (within the meaning of Advisers Act Rule 206(4)-2) (the "**Custody Rule**") of the funds or securities held in the name of one or more Funds, subject to certain exceptions set forth in the Custody Rule and related guidance, and intends to maintain such assets with the following qualified custodian: Citibank, N.A. Court Square Capital is responsible for arranging for annual independent audits of the Funds by a major accounting firm within 120 days of the Funds' fiscal year end and for obtaining audited financial statements prepared in accordance with GAAP. Court Square Capital arranges for the delivery of such audited financial statements to investors of the Fund within 120 days of the Funds' fiscal year end.

INVESTMENT DISCRETION

Court Square Capital has discretionary authority to manage the investments on behalf of each Fund pursuant to the Fund Agreements and relevant investment management agreements described under "Advisory Business." As a general policy, the Advisers do not allow clients to

place limitations on this authority. Pursuant to the terms of the Fund Agreements, however, the Advisers have entered, and expect to enter, into “side letter” arrangements with certain limited partners whereby the terms applicable to such limited partners’ investment in the Funds are to be altered or varied, including, in some cases, the right to opt-out of certain investments for legal, tax, regulatory or other similar reasons. Court Square Capital assumes this authority pursuant to the terms of the relevant investment management agreements and powers of attorney executed by the limited partners of Funds.

Court Square Capital’s policy is to allocate investment opportunities among its clients in a fair and equitable manner, consistent with its fiduciary obligations and underlying documents. The Advisers do not guarantee any allocation party the right to invest in any particular transaction.

VOTING CLIENT SECURITIES

All of the Court Square Funds’ investments are in private companies, so proxy voting policies are not currently necessary. However, the Advisers have adopted Proxy Voting Policies and Procedures (the “**Proxy Policy**”) to address how they will vote proxies, as applicable, for each Fund’s (and any Private Investment Fund’s) portfolio investments. The Proxy Policy seeks to ensure that the Advisers’ vote proxies (or similar instruments) are in the best interest of the Funds, including where there may be material conflicts of interest in voting proxies. Each of the Advisers generally believes its interests are aligned with those of Funds’ limited partners through its personnel’s beneficial ownership interests in the Funds and therefore will not seek limited partner approval or direction when voting proxies. In the event that there is or may be a conflict of interest in voting proxies, the Proxy Policy provides that the Adviser may address the conflict using several alternatives, including by seeking the approval or concurrence of the Funds’ advisory committees on the proposed proxy vote or through other alternatives set forth in the Proxy Policy. Additionally, the Funds’ advisory committees are authorized to approve the Adviser’s vote in a particular solicitation. The Advisers do not consider service on portfolio company boards by Court Square personnel or their receipt of management or other fees from portfolio companies to create a material conflict of interest in voting proxies with respect to such companies. In addition, the Proxy Policy sets forth certain specific proxy voting guidelines followed by the Advisers when voting proxies on behalf of the Funds. If you would like a copy of the Adviser’s complete Proxy Policy or information regarding how the Advisers voted proxies for particular portfolio companies, please contact Anthony P. Mirra, the Court Square Capital Chief Compliance Officer, at 212-752-6772 and it will be provided to you at no charge.

FINANCIAL INFORMATION

Court Square Capital does not require prepayment of management fees six months or more in advance. Court Square Capital has not been subject to a bankruptcy petition nor is it currently subject to a bankruptcy petition.