

**INVESTMENT ADVISER BROCHURE
FORM ADV PART 2A**

PRIMUS CAPITAL PARTNERS, INC.

**3353 Peachtree Rd. N.E. Suite 510
Atlanta, GA 30326
<http://www.primuscapital.com>**

Amended as of March 21, 2024

This Investment Adviser Brochure (“Brochure”) provides information about the qualifications and business practices of Primus Capital Partners, Inc. If you have any questions about the contents of this Brochure, please contact us at (440) 684-7300. 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.

Primus Capital Partners, Inc. 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 Primus Capital Partners, Inc. is also available on the SEC’s website at www.adviserinfo.sec.gov.

MATERIAL CHANGES

Primus Capital Partners, Inc. filed its most recent Form ADV Part 2 on March 23, 2023. This annual amendment updates the description of certain risk factors, business practices and advisory services of Primus Capital Partners, Inc. and its affiliates.

TABLE OF CONTENTS

	<u>Page</u>
Material Changes	i
Advisory Business	2
Fees and Compensation	3
Performance-Based Fees and Side-By-Side Management	13
Types of Clients	14
Methods of Analysis, Investment Strategies and Risk of Loss.....	14
Disciplinary Information.....	47
Other Financial Industry Activities and Affiliations.....	47
Code of Ethics, Participation or Interest in Client Transactions and Personal Trading.....	48
Brokerage Practices	49
Review of Accounts	50
Client Referrals and Other Compensation.....	50
Custody	51
Investment Discretion	51
Voting Client Securities	51
Financial Information.....	52

ADVISORY BUSINESS

Primus Capital Partners, Inc., an Ohio corporation and a registered investment adviser, and its affiliated investment advisers provide investment advisory services to private investment funds. Primus Capital Partners, Inc. commenced operations in 1993.

Primus Capital Partners, Inc.'s clients include the following funds (each, a “**Fund**,” and collectively, together with their respective parallel investment vehicles and any future private investment fund to which Primus Capital Partners, Inc. and/or its affiliates provide investment advisory services, the “**Funds**”):

- Primus Capital Fund V Limited Partnership;
- Primus Capital Fund VI, LP;
- Primus Capital Fund VII, LP;
- Primus Capital Fund VIII, LP (“**Primus Capital Fund VIII**”);
- Primus Executive Fund V Limited Partnership; and
- Primus Capital Fund IX, LP (“**Primus Capital Fund IX**”).

The following are general partner advisory entities affiliated with Primus Capital Partners, Inc.:

- Primus Venture Partners V, L.L.C.;
- Primus Capital Partners VI, LLC;
- Primus Capital Partners VII, LLC;
- Primus Capital Partners VIII, LP; and
- Primus Capital Partners IX, LP

(each, a “**General Partner**” and collectively, together with any future affiliated general partner entities, the “**General Partners**,” and together with Primus Capital Partners, Inc. and their affiliated entities, “**Primus Capital**”). Each General Partner is subject to the Advisers Act pursuant to Primus Capital Partners Inc.'s registration in accordance with SEC guidance. This Brochure also describes the business practices of each General Partner, which operate as a single advisory business together with Primus Capital.

The Funds are private equity funds and invest through negotiated transactions in operating entities. Primus Capital's investment advisory services to the Funds consist of identifying and evaluating investment opportunities, negotiating 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. From time to

time, where such investments consist of portfolio companies, the senior principals or other personnel of Primus Capital or its affiliates generally serve on such portfolio companies' respective boards of directors or otherwise act to influence control over management of portfolio companies held by the Funds.

Primus Capital's advisory services for the Funds are detailed in the applicable private placement memoranda (each, a "**Memorandum**"), investment management agreements and limited partnership agreements of the Funds (each, a "**Partnership Agreement**" and, as applicable, together with any relevant Memorandum, the "**Governing Documents**") and are further described below under "Methods of Analysis, Investment Strategies and Risk of Loss." Investors in the Funds (generally referred to herein as "investors" or "limited partners") participate in the overall investment program of the applicable Fund, but in certain circumstances are excused from a particular investment due to legal, regulatory or other applicable constraints pursuant to the Governing Documents; for the avoidance of doubt, such arrangements generally do not and will not create an adviser-client relationship between Primus Capital and any investor. The Funds or the General Partners have entered, and expect to continue to enter, into side letters or other similar agreements ("**Side Letters**") with certain investors that have the effect of establishing rights under or altering or supplementing the terms of the Governing Documents with respect to such investors.

Additionally, from time to time, Primus Capital expects to provide (or agrees to provide) co-investment opportunities to certain current or prospective investors or other persons, including the opportunity to participate in co-invest vehicles that will invest in certain portfolio companies alongside a Fund. Such co-investments typically involve investment and disposal of their investments in the applicable portfolio company at the same time and on the same terms as the relevant Fund making the investment. However, from time to time, for strategic and other reasons, a co-investor or co-invest vehicle (including a co-investing Fund) purchases a portion of an investment from a Fund, 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 generally 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. Primus Capital, in its sole discretion, reserves the right to charge interest on the purchase to the co-investor or co-invest vehicle (or otherwise equitably to adjust the purchase price under certain conditions), and to seek reimbursement to the relevant Fund for related costs. However, to the extent such amounts are not so charged or reimbursed, they generally will be borne by the relevant Fund.

As of December 31, 2023, Primus Capital managed approximately \$1.779 billion in client assets on a discretionary basis. Primus Capital Partners, Inc. is owned and controlled by Phillip C. Molner II.

FEES AND COMPENSATION

In general, each General Partner receives a management fee and a carried interest in connection with the provision of advisory services to its clients. Primus Capital or its 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 fees otherwise payable to Primus Capital to the extent provided by the Governing Documents. Investors in each Fund also bear certain fund expenses.

Management Fees

Each Fund will pay Primus Capital, quarterly in advance, a management fee (the “**Management Fee**”) generally equal to between 1.5% and 2.25% *per annum* based on aggregate Fund investor capital commitments (“**Commitments**”). Investors participating in a closing after the relevant Fund’s initial closing date generally bear the Management Fee from such initial closing date plus interest. Each Fund’s Management Fee steps down following certain events specified in the relevant Governing Documents of such Fund. For example, for Primus Capital Fund IX, after the expiration of the investment period (as described in the Governing Documents) the Management Fee will equal 2.0% of (a) the aggregate investment contributions made (or payable to Primus Capital Fund IX pursuant to any outstanding capital call notice or capital call notice that the relevant General Partner intends to issue to repay indebtedness incurred by the Fund), as reduced by (b) permanent write downs and distributions constituting returns of capital; for the purposes of any such reductions, investments in a portfolio company shall be treated as having been disposed of or permanently written-down only to the extent that, as of the date of any such disposition or write-down, the aggregate 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 further described below. The Management Fee will be payable until proceeds from all portfolio investments are distributed or until such other circumstances described in the Governing Documents. Installments of the Management Fee payable for any period other than a full quarterly period are adjusted on a *pro rata* basis according to the actual number of days in such period. As a general matter, Management Fees will be payable during term extensions unless otherwise agreed with investors.

As is generally the case in private equity funds, the Governing Documents provide that a Fund’s Management Fees will be calculated and charged on a basis that generally is not tied to the Fund’s then-current net asset value. As further specified in the Governing Documents, from the effective date of the relevant Fund until a date specified in the Governing Documents (generally representing the earlier of the end of the Fund’s defined investment period and the date the relevant General Partner (or an affiliate thereof) first begins receiving or accruing management fees from another Fund meeting certain criteria) (the “**Stepdown Date**”), Management Fees generally will be charged based on a formula tied to the amount of the relevant Fund’s aggregate Commitments. Further, after the Stepdown Date, Management Fees generally will be charged and calculated based on a formula tied to the amount of investment contributions made by the relevant Fund that have not been realized or permanently written down.

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. However, where there has been a partial distribution, partial write down or partial sale of an investment and the fair market value of such investment following such event exceeds the total amount of investment contributions relating to such investment, the Governing Documents do not require Management

Fees after the Stepdown Date to be reduced. Following the Stepdown Date, the amount of Management Fees otherwise payable will be reduced based on the ratio of the fair value of each relevant remaining investment(s) as compared against the amount of total investment contributions relating to such investment(s).

As a result, the amount of Management Fees generally will not correspond with fluctuations in the Fund's net asset value, including following the investment period, and will not be reduced in connection with any write downs (whether temporary or permanent), except in the case of investments permanently written down. 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 or partial sales of investments.

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

The Governing Documents set forth the full list of terms under which Management Fees will be reduced, offset or otherwise be limited, and consequently investors should expect to bear the full specified Management Fee rate in the Governing Documents until they are reduced in the circumstances and on the date(s) specified therein.

A Fund's Management Fee will be reduced by a specified percentage of such Fund's share of transaction, advisory, monitoring or directors' fees paid by portfolio companies to the relevant General Partner or its affiliates, up to an amount specified in the relevant Governing Documents (such fees, "**Supplemental Fees**"). With respect to Primus Capital Fund VIII and Primus Capital Fund IX, the Management Fee will be reduced by all of such Fund's share of Supplemental Fees. Certain other Funds offset a portion of Supplemental Fees (*e.g.*, 80% of a Fund's share of such fees) against the Management Fee; for any such Fund, Primus Capital or an affiliate will be permitted to retain the remaining portion of such Supplemental Fees not offset against the Management Fee. To the extent that an offset credit would reduce the Management Fee for the relevant period below zero, the credit will be carried forward for future application against payable Management Fees, and if a credit remains upon liquidation, a payment will be made crediting partners unless a partner has elected to waive such amount (*e.g.*, where an adverse tax consequence potentially will result). Supplemental Fees have also included amounts prepaid in anticipation of future services or otherwise accelerated in certain situations (*e.g.*, an initial public offering), which will be offset against the applicable Management Fee to the extent set forth in the Governing Documents. Although such prepaid or accelerated fees generally will be based on the anticipated level and duration of services that the General Partner believes at the time of such prepayment or acceleration are likely to be provided to the portfolio company, over time, they have the potential to differ from the amount that is ultimately incurred with respect to services ultimately provided to such portfolio company.

As a matter of practice, Primus Capital is typically paid fees of the type referred to in the preceding paragraph from, on behalf of or with respect to co-investors in an investment, as well as

other fees relating to the structuring and administration of co-investment arrangements. The receipt of such fees will not reduce the Management 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 the relevant allocable portion on a fully diluted basis of any such fee and not the portion of any fee related to General Partner or affiliated partner Commitments or that relates to such co-investors or potential co-investors (which could include co-investment vehicles managed by Primus Capital, third parties, portfolio company management or employees and/or others), which have the potential to be significant. Supplemental Fee offsets generally are performed on a net basis, after giving effect to certain taxes and other expenses in connection with the receipt of such fees or the provision of related services, and to the extent Supplemental Fees are paid in kind (including through securities, option grants or other interests), Primus Capital is permitted to calculate the amount of offset based on the then-current value of the in-kind payment, rather than the ultimate value of the interests as of a further date. Unless otherwise agreed with investors, Supplemental Fees generally will be payable during term extensions, even if Management Fees are reduced or eliminated during the extended term, thus reducing the amounts of Management Fees actually offset. Supplemental Fees will be offset only to the extent they are paid during the holding period of the relevant Fund, and investors generally will not receive the benefit of Supplemental Fees paid prior to the Fund's acquisition of the relevant investment. In certain circumstances, Primus Capital expects that co-investors, lenders, consultants or other parties from time to time will seek to negotiate the right to share a portion of such fees from a particular investment, and in such cases the above-described offset percentage will be applied after excluding any amounts paid to such persons. Additionally, as further described below and in the Governing Documents, it is Primus Capital's practice to retain certain operating partners to provide services to (or with respect to) certain portfolio companies in which one or more Funds invest. Such operating partners generally receive compensation and other amounts described herein from the relevant portfolio companies or Funds to which they provide services, but no such amounts will offset or reduce the Management Fee. For the avoidance of doubt, Primus 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.

Certain Governing Documents permit a General Partner to waive or agree to reduce the Management Fee. Any such waived or reduced portion of the Management Fee reduces the amount of capital such General Partner would otherwise be required to contribute to the relevant Fund and entitles the General Partner to special allocations and distributions related to such reduced amounts as set forth in the relevant Governing Documents. The limited partners of such Fund would, in such circumstances, be required to make a *pro rata* contribution according to their respective Commitments to fund any contribution that would otherwise be required of such General Partner in connection with any such waiver or reduction as described above and, as a result, the exercise of such waiver may result in an acceleration of investor capital contributions. Waived or reduced Management Fees are not subject to the Management Fee offsets described above. Due to waived or reduced Management Fees by the General Partners 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 the relevant Fund, resulting in a net additional benefit to Primus Capital or its affiliates.

No Management Fee is or was payable to Primus Capital or any General Partner by Primus Executive Fund V Limited Partnership or by the partners of Primus Capital Fund VIII and Primus Capital Fund IX that are deemed affiliated partners.

Carried Interest

Each General Partner will receive a carried interest with respect to the relevant Fund generally equal to 20% of all realized profits subject to any preferred return, as more fully described in the Governing Documents. The carried interest distributed to a General Partner is subject to a potential clawback or giveback at the end of life of the relevant Fund if such General Partner has received excess cumulative distributions. It is expected that any future Funds will have a similar compensation structure.

No carried interest is payable to Primus Capital or any General Partner by the Primus Executive Fund V Limited Partnership or by the partners of Primus Capital Fund VIII and Primus Capital Fund IX that are deemed affiliated partners.

Other Information

Primus Capital has the right to exempt certain investors in the Funds from payment of all or a portion of Management Fees and/or carried interest, including Primus Capital and any other person designated by the relevant General Partner, such as “friends and family” of Primus Capital or its personnel, or other investors meeting certain qualification requirements based on commitment size or other strategic or relationship factors. The relevant General Partner reserves the right to make any such exemption from Management Fees and/or carried interest by a direct exemption or by a rebate by Primus Capital and/or its affiliates, or through other Funds that co-invest with a Fund. For example, in instances where a Primus Capital professional or its affiliate invests in a Fund, such professional or its affiliate generally will be exempt from payment of the Management Fee and carried interest with respect to such Fund. Additionally, to the extent permitted by the Governing Documents, certain General Partners have the right to permit investors, affiliated with the General Partner or otherwise, to invest through the relevant General Partner or other vehicles that do not bear Management Fees and/or carried interest. In general, the Management Fee offsets described above apply only with respect to the Commitments of fee-paying investors. Primus 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 invest on a long-term basis. Accordingly, Management Fees and other fees are expected to be paid, except as otherwise described in the Governing Documents, over the term of the relevant Fund, and investors generally are not permitted to withdraw or redeem interests in a Fund.

Principals or other current or former employees of Primus Capital generally 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 Primus Capital, a General Partner or their affiliates.

In addition to the Management Fee and carried interest payable to each General Partner (or any affiliate thereof), each Fund bears certain expenses. As set forth in the Governing Documents, a Fund bears all fees, costs, expenses, liabilities and obligations relating to the Fund's (and its subsidiaries' and intermediate entities') activities, business portfolio companies or actual or potential investments to the extent not reimbursed by a portfolio company or applied to reduce Management Fees, including: (i) activities with respect to originating, identifying and sourcing of investment opportunities, buy-side and sell-side finders' fees and other similar deal sourcing payments, meeting with consultants, finders, broker-dealers, investment banks and other sources of investments and developing and maintaining an investment pipeline; (ii) activities with respect to the pursuing, structuring, organizing, negotiating, consummating, financing, refinancing, diligencing (including any subscriptions to any periodicals, databases and/or research services), acquiring, bidding on, owning, managing, monitoring, operating, holding, hedging, restructuring, trading, taking public or private, selling, valuing, winding-up, liquidating, dissolving or otherwise disposing of, as applicable, a Fund's actual and potential investments (including follow-on investments) or seeking to do any of the foregoing (including any associated legal, financing, commitment, transaction or other fees and expenses payable to attorneys, accountants, tax professionals, investment bankers, lenders, expert networks, third-party diligence and deal-sourcing software and service providers, consultants and similar professionals in connection therewith, closing dinners, social and entertainment costs, after-hour meals and transportation, and any fees and expenses related to transactions that may have been offered to co-investors), whether or not any contemplated transaction or project is consummated and whether or not such activities are successful; (iii) indebtedness of, or guarantees made by, a Fund, Primus Capital, the relevant General Partner or any affiliate of such General Partner on behalf of such Fund (including any credit facility, letter of credit or similar credit support), including the repayment of principal and interest with respect thereto, or seeking to put in place any such indebtedness or guarantee; (iv) financing, commitment, origination and similar fees and expenses; (v) broker, dealer, underwriting (including both commissions and discounts), loan administration, private placement, sales, investment banker, finder and similar services; (vi) brokerage, sale, custodial, depository, local Alternative Investment Fund Managers Directive (the "AIFMD") and any Swiss Collective Investment Schemes Act (as amended), including any law, rule or regulation relating to the implementation thereof; (vii) legal, accounting, research, auditing, technology, administration (including fees and expenses associated with a Fund's compliance with any anti-money laundering laws and regulations and any third-party administrator and administration, tracking or reporting software, if any), information, appraisal, advisory, valuation (including third-party valuations, fairness opinions, appraisals or pricing services), consulting (including expenses related to hiring consultants (e.g., headhunter fees, background checks and relocation expenses), consulting and retainer fees, salary and other compensation paid to, and benefits or personnel costs provided to or on behalf of, operating partners or any of its consultants performing investment initiatives or providing services related to environmental, social and governance investment considerations and policies and other consultants), tax and other professional services (including costs related to the establishment or maintenance of any such activities or services); provided that compensation payable directly by a Fund, any parallel fund and any alternative investment vehicle to operating partners shall not exceed, without advisory board approval, a certain amount; (viii) reporting, filings and other ongoing compliance requirements contemplated by the AIFMD (excluding, for the avoidance of doubt, the initial and/or preliminary registrations, filings and compliance

obligations related thereto), including secondary legislation, regulations, rules and/or associated guidance, and any related requirements; (ix) reverse break-up, termination and other similar fees (such expenses, “**Broken Deal Expenses**”); (x) insurance (including directors and officers liability, fidelity bond, portfolio company management liability, cybersecurity, errors and omissions liability, crime coverage and general partnership liability premiums and other insurance and regulatory expenses, including any costs and expenses related to any retention or deductibles and broker fees, costs and commissions) and the costs of any consultants or other advisors utilized in the procurement, review, maintenance and analysis of insurance; (xi) filing, title, transfer, registration and other similar activities; (xii) printing, communications, mailing, courier, marketing and publicity (other than any printing, communications, mailing, courier, marketing and publicity expenses incurred in connection with fundraising for a Fund, it being understood and agreed that any such expenses shall be characterized as organizational expenses of such Fund; (xiii) the preparation, distribution or filing of Fund-related or investment-related financial statements or other reports, tax returns, tax estimates, Schedule K-1s or similar forms or other communications with limited partners, any other administrative, compliance or regulatory filings or reports (including Form PF and Bureau of Economic Analysis Reports), or other information, including fees, costs and expenses of any third-party service providers and professionals related to the foregoing; (xiv) compliance with any tax or financial account reporting regime, including the “Foreign Account Tax Compliance Act” or “FATCA”, the OECD Standard for Automatic Exchange of Financial Account Information – Common Reporting Standard and any similar laws, rules and regulations, including any fees, costs and expenses of any third-party service providers and professionals related to the foregoing; (xv) developing, licensing, implementing, maintaining or upgrading any web portal, extranet tools, computer software (including accounting, investor reporting, ledger systems, financial management and cybersecurity) or other administrative or reporting tools (including subscription-based services); (xvi) any activities with respect to protecting the confidential or non-public nature of any information or data (including any costs and expenses incurred in connection with the General Data protection Regulation (EU 2016/679) (as amended) and the Freedom of Information act, 5 U.S.C. § 552); (xvii) to the extent provided in the relevant Governing Documents or otherwise approved by the relevant General Partner in its sole discretion, activities or proceedings of an advisory board (including any reasonable out-of-pocket costs and expenses incurred by representatives of the relevant General Partner, a Fund’s advisory board members, permitted observers and other persons in attending or otherwise participating in meetings of such advisory board); (xviii) indemnification obligations (including legal and any other fees, costs and expenses incurred in connection with indemnifying any limited partner or other person pursuant to the relevant Governing Documents and advancing fees, costs and expenses incurred by any such person in defense or settlement of any claim that may be subject to a right of indemnification pursuant to the relevant Governing Documents), except as otherwise set forth in such Governing Documents; (xix) actual, threatened or otherwise anticipated litigation, mediation, arbitration or other dispute resolution process, including the costs and expenses of any discovery related thereto and any judgment, other award or settlement entered into in connection therewith; (xx) any taxes, fees and other governmental charges levied against a Fund and/or any alternative investment vehicle and all expenses incurred in connection with any tax audit, inquiry, investigation settlement or review of such Fund and/or any alternative investment vehicle (except to the extent that such Fund is reimbursed therefor by a limited partner) and any costs and expenses of or related to the “partnership representative” of a Fund; provided that nothing in this clause (xx)

shall affect the treatment of any such amount pursuant to the relevant Governing Documents; (xxi) any annual periodic or special meeting of the limited partners and any other conference, meeting or webcast or other video conference with any limited partner(s) (in each case, including any costs associated with venue, set-up room and board, dining, entertainment, gift and mementos, honorarium, events or speakers and other meeting or conference-related costs), in each case to the extent incurred by a Fund, the relevant General Partner or any other affiliate of the General Partner; (xxii) except as otherwise determined by the relevant General Partner in its sole discretion, any fee, cost, expense, liability or obligation relating to any alternative investment vehicle or its activities, business, portfolio companies or actual or potential investments (to the extent not borne or reimbursed by a portfolio company of such alternative investment vehicle) that would be a fund expense if it were incurred in connection with a Fund, and any expenses incurred in connection with the formation, management, operation, termination, winding-up and dissolution of any feeder vehicles related to such Fund to the extent not paid by the investors investing in such entities and any other costs and expenses related to any past or anticipated structuring or restricting of a Fund and/or its affiliated entities; (xxiii) the termination, liquidation, winding-up or dissolution of a Fund and any legal entities owned directly or indirectly by such Fund, including portfolio companies and related entities; (xxiv) defaults by limited partners in the payment of any capital contributions; (xxv) amendments to, and waivers, consents or approvals pursuant to, the constituent documents of a Fund, the parallel fund, the relevant General Partner, the parallel fund general partner, the ultimate general partner, Primus Capital, any entities owned directly or indirectly by the Fund (including portfolio companies) and any alternative investment vehicle of such or the parallel fund, including the preparation, distribution and implementation thereof; (xxvi) (A) compliance with any law, rule, regulation, policy, directive or special measure (including in relation to privacy, data protection, know-your-customer, anti-money laundering, sanctions or anti-terrorism considerations), including any legal, administrator, consulting or other third-party service provider fees, costs and expenses related thereto, any regulatory expenses of the relevant General Partner and/or any of its affiliates incurred in connection with the operation of such Fund and costs and expenses related to compliance with any environmental, social or governance or other investment considerations and policies applicable to a Fund, the relevant General Partner and/or any of their respective affiliates and/or (B) any costs and expenses related to the validation or other confirmation of any payments made to a Fund or the relevant General Partner (including as a result of any anti-money laundering laws, rules or regulations); (xxvii) any litigation or governmental inquiry, investigation or proceeding, including any costs and expenses of discovery related thereto and the amount of any judgments, settlements or fines paid in connection therewith, except to the extent such expenses or amounts have been determined to be excluded from the indemnification; (xxviii) any consultants, experts or advisors, including independent appraisers, engaged in connection with a Fund considering, making, holding or disposing of, directly or indirectly, an investment in the same entity as one or more other Funds; (xxix) unreimbursed costs and expenses incurred in connection with certain transfers or proposed transfers and limited partner's name change, internal restructuring or change in trust, registered agent or custodian; (xxx) distributions to the investors and other expenses associated with the acquisition, holding and disposition of a Fund's investments, including extraordinary expenses (including break-up or topping fees or other liabilities or obligations incurred in connection with transactions not consummated); (xxxi) subject to clause (vii) above, unreimbursed expenses and unpaid fees of the operating partners or other persons engaged by such operating partners; (xxxii) compliance or

regulatory matters, except as set forth in the relevant Governing Documents, including compliance with the relevant Governing Documents and/or any Side Letter and similar agreement; (xxxiii) amendments to, and waivers, consents or approvals pursuant to, Side Letters and similar agreements with limited partners and “most-favored-nations” election processes in connection therewith; (xxxiv) attendance of any member, manager, shareholder, partner, director, officer, employee or affiliate of the General Partners, Primus Capital or any of their respective affiliates at any trade conference, including any applicable registration fees and exhibition, sponsorship or presentation fees, costs and expenses; (xxxv) the cost of hosting or attending training programs, meetings or other events for portfolio companies, their executives and/or their personnel; (xxxvi) any travel (including, where appropriate as determined by the relevant General Partner, the cost of using or chartering private aircraft or other private air travel (at a cost not to exceed the cost of corresponding first class commercial airfare), other air travel, car or ride sharing services or other modes of transportation), lodging, meals, and entertainment relating to any of the foregoing, including in connection with consummated and unconsummated investment and disposition opportunities; (xxxvii) any of the items listed in clauses (i) through (xxxvi) above relating to any investment restructuring, taking public or private, disposition, transaction, project or other opportunity not consummated, including any opportunity offered to co-investors; (xxxviii) organizational expenses; (xxxix) placement fees; and (xl) any other fees, costs, expenses, liabilities or obligations approved by the relevant advisory board. As a general matter, Broken Deal Expenses and other expenses relating to the diligence of a prospective investment are 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 Primus 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. Generally included in the expenses permitted to be borne by a Fund are the fees, costs, expenses, liabilities and obligations of legal counsel, consultants and/or other service providers to procure, develop, establish, review, revise, customize, upgrade and/or negotiate relationships relating to the foregoing items, which generally are expected to be significant. In certain cases, these or similar expenses (and/or Supplemental Fees) 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. The General Partner reserves the right to agree with operating partners, joint venture or similar partners, service providers, portfolio company management or other persons that all or a portion of certain expense reimbursements, payments or other amounts owed to such persons relating to one or more investments will be paid in the form of a profits interest granted in the relevant investments or related intermediate entities. While such an arrangement could be more favorable to the relevant Fund if the investment does not increase in value, in the event of appreciation in the relevant investment any such profits interest generally would have a dilutive impact on the Fund’s investment, as well as the potential to result in economic gains to the recipient greater than the original amount of compensation. Excluded from Fund expenses, as set forth in the Governing Documents, are ordinary overhead and administrative expenses of Primus Capital or the applicable General Partner, including employees’ salaries, rent and

equipment expenses. 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 and other standards to which the relevant General Partner has committed in making investments on behalf of the Fund. Additionally, subject to the Governing Documents, a Fund typically will bear certain unreimbursed expenses of portfolio companies and intermediate holding vehicles through which the Fund invests.

In 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 for 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 generally will not be reimbursed separately by other Funds for use of the facility. In certain circumstances, Primus Capital, the relevant General Partner or an affiliate thereof is expected to advance amounts related to the foregoing and receive reimbursement from the Funds, without interest, to which such expenses relate. In addition to the foregoing, a Fund also can bear the costs of hosting or attending training programs, meetings or other events for a Fund, its portfolio companies or personnel of either of the foregoing.

A General Partner expects to permit certain investors to co-invest in portfolio companies alongside one or more Funds. If a co-invest vehicle is formed, such entity generally will bear expenses related to its formation and operation, many of which are similar in nature to those borne by the Funds. In the event that a transaction in which a co-investment was planned, including a transaction for which a co-investment was believed necessary in order to consummate such transaction or would otherwise be beneficial, in the judgment of the General Partner, ultimately is not consummated, all Broken Deal Expenses relating to such proposed transaction will be borne by the Fund(s), and not by any potential co-investors, that were to have participated in such transaction. However, to the extent that such co-investors have already invested in a co-invest or other vehicle in connection with such transaction, such vehicle is expected to bear its share of such Broken Deal Expenses where permitted by such vehicle's governing documents. To the extent the Fund makes use of a credit facility to invest in a portfolio company or pay related expenses, it generally will not be reimbursed separately by co-investors for use of the facility.

Primus Capital and/or its affiliates generally have discretion over whether to charge Supplemental Fees or other compensation to a portfolio company and, if so, the rate, timing, method and/or amount of such compensation, as well as to charge such amounts at varying levels in a portfolio company's holding or operating structure. In most circumstances, such compensation is not reviewed or approved by an independent third party. The receipt of Supplemental Fees generally gives rise to potential conflicts of interest between the Funds, on the one hand, and Primus Capital and/or its affiliates on the other hand as discussed in the "Conflicts of Interest" section below.

Operating Partners

It is Primus Capital's practice to retain, cause a portfolio company to retain or otherwise utilize certain operating partners (including entities formed for the benefit of such persons and/or to facilitate the provision of their services) to provide services to one or more Funds or certain current or prospective portfolio companies in which one or more Funds invest. Such operating partners generally provide services in relation to the identification, acquisition, holding, improvement and disposition of portfolio companies, including operational aspects of such companies. These services from time to time also include serving in management, on the board of directors or in other policy-making positions for portfolio companies. Operating partners generally have been compensated by Primus Capital, although an operating partner's travel expenses generally are borne by (or reimbursed by) the relevant portfolio companies. Operating partners also have the ability to receive a profits or equity interest in the applicable General Partner and/or Fund and any portfolio company they provide services to. Compensation in the form of profits or equity interests in a portfolio company or intermediate holding company generally has a dilutive impact on the Fund's investment, and has the potential to result in economic effects greater than the original amount of compensation. With respect to Primus Capital Fund VIII and Primus Capital Fund IX, to the extent Primus Capital utilizes operating partners or an operations group on behalf of such Funds, such fees, expenses and other compensation will be paid by a portfolio company, prospective portfolio company or directly by the relevant Fund as described in the Governing Documents, and any such compensation generally will not offset or reduce the Management Fee of such Fund. The use of operating partners subjects Primus Capital to potential conflicts of interest, as discussed under "Conflicts of Interest" below.

PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT

As described under "Fees and Compensation," the relevant General Partner generally receives a carried interest allocation on certain realized profits in the relevant Fund. Primus Capital also manages Primus Executive Fund V Limited Partnership which is not charged a performance-based fee. This practice could present a conflict of interest because Primus Capital has an incentive to favor accounts for which it receives a performance-based fee.

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

Primus Capital seeks to address the potential conflict of interest in these matters by trading on behalf of the Primus Executive Fund V Limited Partnership in parallel with the corresponding Fund and with allocation policies that provide that transactions and investment opportunities will be allocated to the Funds in accordance with each Fund's investment guidelines and Governing Documents, as well as other factors that do not include the amount of performance-based compensation received by Primus Capital or any personnel.

The existence of performance-based compensation has the potential to create an incentive for a General Partner to make more speculative investments on behalf of a Fund than it would

otherwise make in the absence of such arrangement, although Primus Capital generally considered 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

Primus Capital provides investment advice solely to its Fund clients, and references throughout this Brochure to "clients" and to Primus Capital's related duties to and practices on behalf of its clients and/or investors should be construed accordingly. The Funds generally include investment partnerships or other investment entities formed under U.S. or non-U.S. laws and operated as exempt investment pools under the Investment Company Act of 1940, as amended (the "**Company Act**"). The investors participating in the Funds generally include but are not limited to individuals, banks or thrift institutions, other investment entities, university endowments, family offices, pension and profit-sharing plans, trusts, estates or charitable organizations or other corporations or business entities and from time to time include, directly or indirectly, principals or other employees of Primus Capital and its affiliates and members of their families, operating partners or other service providers retained by Primus Capital, as well as executives of portfolio companies.

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

Each Fund generally has a minimum investment amount of \$5 million for institutional investors and \$2 million for individual investors, and Fund interests are offered and sold solely to qualified investors, including accredited investors who are also qualified clients or, as applicable, qualified purchasers as defined under the Company Act (or qualified knowledgeable Primus Capital personnel). Primus Capital generally is permitted to waive such minimum investment amount.

METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

General

The essential elements of Primus Capital's current investment strategy for the Funds include:

- Originate investment opportunities in the lower middle market;
- Invest in companies that we believe are positioned to build value through growth;

- Focus investments on selected growth industries in which Primus Capital has demonstrated success;
- Employ flexible and creative financial structures to meet the needs of the transaction and optimize returns; and
- Exercise an active role in the portfolio companies in an effort to maximize financial performance and investment returns.

Each of these elements is described in turn below.

Originate Investments in the Lower Middle Market.

The origination of lower middle market investment opportunities with company enterprise values below \$250 million (typically below \$100 million) is a fundamental strength of Primus Capital that has been thoroughly tested across the Funds. Central to Primus Capital's origination capabilities are well-established and longstanding relationships with intermediaries and co-investment partners. Over its Funds, Primus Capital has established trusted relationships with a network of investment sources that includes investment bankers, brokers, lenders, accountants, lawyers, consultants, individual investors, corporate management teams and other private equity funds. Primus Capital believes that these well-established relationships have enabled it to develop a distinctive, and in some cases proprietary, deal flow, find hidden value and opportunities in investment candidates, and secure favorable financing terms from lenders and other equity investors.

Primus Capital augments its network of intermediary and co-investor origination sources by seeking to leverage its prior investments and executive relationships to generate opportunities. Several investments in the Funds' portfolios were sourced based on previous investment relationships with entrepreneurs, management teams and/or owners.

Finally, Primus Capital self-sources investment opportunities by directly pursuing promising companies within the firm's three targeted industry sectors of software/technology, healthcare, and technology-enabled services.

Primus Capital has a history of originating proprietary investment opportunities through a proactive and disciplined program of calling on companies that are attracted to Primus Capital's partnership approach and value creation capabilities. Primus Capital believes that its established relationships and deal origination program provides it with competitive advantage.

Invest in Lower Middle Market Growth Companies

The Funds target investments in growth companies in the lower middle market that exhibit one or more of the following characteristics: profitable, recurring or predictable revenues, demonstrable historical revenue growth, high contribution margins/operating leverage and/or significant free cash flow. Investment returns can be generated through revenue and earnings growth, multiple expansion, the use of leverage and yield. Fund returns are expected to be tied to all four of these factors, with the underlying growth of revenues and earnings projected as the

largest contributor to a Fund's investment performance. Each Fund will target companies with annual revenue growth rates that exceed 10% and high-margin business models that can translate increased sales into greater growth in profitability. Primus Capital believes that its focus on such companies reduces risk relative to investing in earlier stage companies and reduces dependence on the capital markets for future debt and equity financing since Primus Capital believes such companies to be, in large part, self-financing. This approach is also designed to facilitate ultimate exits as the relevant portfolio companies are expected to profile as attractive targets for strategic buyers at the time the relevant Fund invests in them. The size of the initial investment in each portfolio company will be based on the needs of the transaction and the likelihood of follow-on investment to support organic growth and acquisitions, subject to any transaction size and/or concentration limits present in the Governing Documents.

Focus on Selected Growth Industries

Primus Capital seeks to invest in industries that Primus Capital believes are well-positioned in the economy for future growth. Primus Capital believes that a prudent portfolio should be diversified over a number of growth industries so that the relevant Fund can seek to achieve the advantages of a focused investment strategy while reducing the risk of exposure to a single industry. Primus Capital focuses its investment origination activities on a select group of industries that include software/technology, healthcare and technology-enabled services. Primus Capital believes that the current market dynamics in these industries are fueling a higher growth rate than the overall economy. Those dynamics include the increased use of outsourcing, the proliferation of new and enabling technologies, increased emphasis on specialization, changes in the regulatory environment, the competitive advantages of scale, and the focus on cost containment. Moreover, these industries frequently operate on different business cycles, thereby offering additional diversification for the portfolio. A Fund has the right to diversify its portfolio by investing opportunistically outside of these targeted industries in companies Primus Capital believes to have exceptional growth and profit potential:

- *Technology-Enabled Services* — Primus Capital believes that the increasing trend of companies to outsource critical business processes to third-party service providers makes the business services sector attractive for investments. Although technology-enabled services define a relatively broad space, the Primus Capital investment strategy is more narrowly focused on opportunities and companies that leverage some form of proprietary and scalable technology, including technologies related to human capital management, financial technology and payment processing, for example. Companies targeted by a Fund are expected to have business models that include recurring or predictable revenues, high margins, operating leverage, compelling value propositions to customers, and significant barriers to entry.
- *Healthcare* — Primus Capital has a longstanding investment history in the healthcare sector. While many private equity firms have recently turned to healthcare as an area of interest, Primus Capital's involvement in healthcare extends back to its origins and is well-represented in each of its Funds. Primus Capital's healthcare investment strategy is intentionally diversified, looks to

manage regulatory and payer reimbursement risk, and targets companies that deliver on the dual objectives of cost containment and improved quality of care.

- *Software/Technology* — Primus Capital actively pursues software and technology investments across a number of end markets that are Primus Capital believes are poised to benefit from the efficiency gains that such solutions can provide. As with other target industries, companies targeted by a Fund are expected to have business models that include recurring or predictable revenues, high margins, operating leverage, compelling value propositions to customers, and significant barriers to entry. Primus Capital pursues opportunities in verticals such as healthcare, finance technology, human capital management, marketing, and education, among others, where Primus Capital believes it may have a compelling angle given its expertise with software/technology businesses and investment experience in these industries.

Employ Investment Flexibility for a Competitive Edge

Each Fund will pursue an investment approach that spans minority growth investments to control positions in leveraged and unleveraged transactions. Primus Capital expects the Funds' investment in companies will provide equity funding to support organic and acquisition-related growth and the repurchase of stock from existing shareholders. It is also anticipated that investments by the Funds in portfolio companies will be used to support more significant recapitalizations using equity and debt as well as buyout transactions where a change of control occurs and more substantial amounts of senior and subordinated debt may be employed. Flexibility in investment structure allows Primus Capital to consider a broader range of opportunities on behalf of the Funds and differentiates the Funds from more traditional buyout funds, where an investment model is built around the use of leverage and a change of control. Furthermore, Primus Capital will seek co-investments with other private equity firms and limited partners as part of a syndicate of investors. Primus Capital believes this collaboration enables the firm to arrange larger equity financings than it could provide alone, further expanding the range of opportunities it is able to consider. Primus Capital believes that this co-investment strategy is likely to provide incremental investment opportunities to the Funds based on reciprocal deal flow that develops from its list of compatible co-investment partners who have significant experience with lower middle market transactions.

Exercise an Active Role in Portfolio Companies

Primus Capital seeks to add value to its Funds' portfolio companies. Primus Capital believes that successful investment returns are created primarily by driving growth and achieving significant improvements in operating results. Accordingly, Primus Capital plays an active post-investment role with the Funds' portfolio companies, including representation on such portfolio companies' board of directors. As an active investor, Primus Capital works with management to:

- Establish business policies and strategic priorities;
- Develop operating plans and budgets;

- Secure the necessary debt and equity financing to accomplish those plans;
- Recruit experienced senior executives to lead the companies and industry experts to join the board of directors;
- Identify high-impact business development opportunities, including mergers, acquisitions and strategic partnerships; and
- Achieve shareholder liquidity through a recapitalization, sale, merger or IPO.

In order to establish its post-closing priorities, Primus Capital attempts to enter each new Fund investment with a clear perspective, developed through its rigorous and comprehensive due diligence process, on how equity value can be created in the specific situation. Through this process, Primus Capital seeks to determine how it can work with management to achieve maximum impact. Multiple members of the Primus Capital investment staff will be involved in a portfolio company investment and Primus Capital's resources will be made available to help the portfolio companies and their management teams execute their business plans.

Risks of Investment

Each Fund and its investors bear the risk of loss that Primus Capital's investment strategy entails. The risks involved with Primus Capital's investment strategy and an investment in a Fund are discussed in each Fund's Memorandum and include, but are not limited to:

Investments in Private Companies. A 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.

Long-Term Nature of Investment; No Assurance of Investment Return. A Fund's task of identifying and negotiating investment opportunities, managing such investments and realizing a significant return for investors is typically a long, time-consuming process with no certainty of return on investment. There will likely be little if any near-term cash flow available to a Fund's investors, and there is no assurance that any Fund will be able to invest its capital on attractive terms, generate returns for its investors or return the capital contributed by them. There can be no assurance that the actual rates of return achieved by a Fund will equal or exceed any targeted returns.

Dependence on Key Personnel. The success of each Fund will be highly dependent on the financial and managerial expertise of Primus Capital's principals (the "**Principals**") and other individuals employed by Primus Capital and its affiliates. Investors will be relying entirely on such persons to manage the business of the relevant Fund. There can be no assurance that the Principals or the other key investment professionals will continue to be associated with or employed by Primus Capital or its affiliates throughout the life of any Fund. The loss of one or more of these individuals could have a material adverse effect on the performance of any such Fund.

Reliance on the General Partner and Portfolio Company Management. Control over the operation of a Fund will be vested with the relevant General Partner, and such Fund's future profitability will depend largely upon the business and investment acumen of the Principals. The Principals currently, and may in the future, manage or advise other investment funds besides such Fund and the Principals may need to devote substantial amounts of their time to the investment activities of such other funds, which poses potential conflicts of interest in the allocation of the time of the Principals. Limited partners generally have no right or power to take part in the management of a Fund, and as a result, the investment performance of such Fund will depend on the actions of the relevant General Partner. In addition, certain changes in such General Partner or circumstances relating to the General Partner may have an adverse effect on such Fund or one or more of its portfolio companies including potential acceleration of debt facilities.

Although the relevant General Partner 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 each Fund 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 such Fund's objectives.

Minority Investors. It is possible that a third party could acquire a minority ownership interest in any General Partner, Primus Capital and/or an affiliate thereof. The existence of a minority investor could raise certain potential conflicts of interest. Specifically, a minority investor may be an investor, or subsequently invest, in a Fund and have minority economic interests in the relevant General Partner and/or Primus Capital and, in such capacity, would be entitled to receive a portion of the carried interest and/or a portion of the net fee income to which Primus Capital would otherwise be entitled. Primus Capital does not expect that any minority investor would be involved in the management of such Fund, the relevant General Partner or Primus Capital. The existence of these minority economic interests could diminish the alignment of a minority investor's interests with the other Fund investors. Additionally, a minority investor may have relationships with other investment vehicles and accounts that could give rise to potential conflicts of interest. For example, a minority investor and/or its affiliates may sponsor, advise, underwrite, manage or invest in other investment vehicles and accounts that pursue investment strategies similar to those of a Fund. Such activities could adversely affect such Fund; for example, a minority investor and/or its affiliates may compete with a Fund for investment opportunities, and Primus Capital expects that a minority investor would be under no obligation to share any investment opportunity, idea or strategy with such Fund, the relevant General Partner or Primus Capital.

Recycling; Reinvestment. The General Partners generally have the right to recall certain capital returned or distributed to the limited partners. Accordingly, during the term of each Fund, a limited partner may be required to make capital contributions in excess of its Commitment (subject to certain limitations set forth in the relevant Governing Documents), and to the extent such recalled or retained amounts are reinvested in investments, a limited partner will remain subject to investment and other risks associated with such investments.

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

Difficulty of Locating Suitable Investments; Competitive Marketplace. The success of each Fund will depend on Primus Capital's ability to identify suitable investments, to negotiate the purchase of these investments at a price and on terms acceptable to such Fund, to arrange the closing of appropriate transactions, and to arrange the timely disposition of investments on favorable terms. Although Primus Capital has historically been successful in identifying suitable investments in North America, there can be no assurances that there will be a sufficient number of suitable lower middle market investment opportunities to enable any Fund to invest all of its committed capital in opportunities that satisfy such Fund's investment objective, or that such investment opportunities will lead to completed investments by such Fund. Regardless, limited partners will be required to bear Management Fees through the relevant Fund during the investment period based on the entire amount of such limited partners' Commitments and other expenses as set forth in the relevant Governing Documents. Additionally, identification of attractive investment opportunities generally will be subject to market conditions. A Fund may also face increasing competition for such opportunities over time.

Dynamic Investment Strategy. While each General Partner generally intends to seek attractive returns for the relevant Fund primarily through making private equity investments, such General Partner has the right to pursue additional investment strategies and/or modify or depart from its initial investment strategy, investment process and investment techniques as it determines appropriate. A General Partner has the right to pursue investments outside of the industries and sectors in which the Principals have previously made investments or have internal operational experience.

Nature and Illiquidity of Investments. Most of a Fund's investments will be highly illiquid, and there can be no assurances that any Fund will be able to realize a positive return on such investments. The illiquidity of a Fund's investments is the result of several factors, including the following:

- Each Fund will generally invest in illiquid securities of privately held companies. A Fund will often seek to generate returns by selling these securities in a private sale to a strategic buyer or to another private equity firm. There can be no assurances that any Fund will be able to complete sales of portfolio company securities at attractive prices and otherwise on acceptable terms and conditions.

- A Fund may also attempt to sell portfolio company securities in a public offering. Any such public offering of securities would require a substantial investment of time and attention by Primus Capital and a substantial cash expense by the portfolio company whose securities are being registered, in part because the laws of the U.S. and the various countries in which such securities may be offered, and the regulations of applicable securities exchanges, can be quite burdensome and complex. There can be no assurance a market for the securities of any company held by a Fund would exist even following a public offering.
- The cultivation of an investment for disposition, together with the disposition itself, may involve a substantial amount of time. Even when an investment is successfully disposed, some of the consideration can be deferred through the use of lock ups, earn-outs, promissory notes, escrows, holdbacks and other similar arrangements.

A substantial portion of each Fund's investments will be in equity or equity-related investments which, by their nature, involve business, financial, market, and/or legal risks. While such investments offer the opportunity for significant capital gains, they also involve a high degree of risk that can result in substantial losses. There can be no assurance that Primus Capital will correctly evaluate the nature and magnitude of the various factors that could affect the value of such investments. A variety of other factors that are inherently difficult to predict, such as domestic or international economic and political developments, have the potential to significantly affect the results of a Fund's activities. As a result, Fund performance over a particular period may not necessarily be indicative of the results that may be expected in future periods.

A portion of each Fund's investments could involve turnaround or under-performing companies or companies identified by Primus Capital as being in need of additional capital. The financial condition of such companies may be weak or their balance sheets highly leveraged, and any investments in them has the potential to involve additional risk.

Investment in Junior Securities. The securities in which a Fund will invest may be among the most junior in a portfolio company's capital structure and, thus, subject to the greatest risk of loss. Generally, there will be no collateral to protect such Fund's investment when made.

Impact of Government Regulation, Reimbursement and Reform. Certain industry segments in which each Fund intends to invest, including various segments of the healthcare and financial services industries, are (or may become) (i) highly regulated at both the federal and state levels in the United States and internationally and (ii) subject to frequent regulatory change. Certain segments may be highly dependent upon various government (or private) reimbursement programs. While each Fund intends to invest in companies that seek to comply with applicable laws and regulations, the laws and regulations relating to certain industries, including in particular the healthcare and financial services industries, are complex, may be ambiguous or may lack clear judicial or regulatory interpretive guidance. An adverse review or determination by any applicable judicial or regulatory authority of any such law or regulation, or an adverse change in applicable regulatory requirements or reimbursement programs, could have a material adverse effect on the operations and/or financial performance of the companies in which such Fund invests. By way of example, the healthcare and financial services industries have been, and will likely continue to be,

significantly impacted by recent legislative changes, and various U.S. federal, state or local or non-U.S. legislative proposals related to such industries are introduced from time to time, which, if adopted, could have a significant impact on such industries in general and/or on companies in which a Fund may invest.

Additionally, the SEC has indicated that it intends to seek to enact changes to numerous areas of law and regulations that would impact the business of Primus Capital and the Funds. In particular, the SEC has signaled an increased emphasis on investment adviser and private fund regulation and has proposed a number of new rules that, if adopted, would impose significant changes on private fund advisers and their management of private funds, and the SEC is expected to propose additional changes in the future. Any such changes are expected to materially impact Primus Capital and its affiliates, the Fund and/or its investments, as well as increasing their expenses. Significant time and resources may be required to comply with new regulations, which potentially will detract from the time and resources dedicated to the Fund.

Financial Institution Risk; Distress Events. An investment in a Fund is subject to the risk that one of the Fund's banks, brokers, hedging counterparties, lenders or other custodians of some or all of the Fund's assets (each, a "**Financial Institution**") fails to perform its obligations or experiences insolvency, closure, receivership or other financial distress or difficulty, similar to that experienced by Silicon Valley Bank and Signature Bank in March 2023 (each, a "**Distress Event**"). Distress Events can be caused by factors including eroding market sentiment, significant withdrawals, fraud, malfeasance, poor performance or accounting irregularities. In the event a Financial Institution experiences a Distress Event, Primus Capital, the Funds and/or their portfolio companies may not be able to access deposits, borrowing facilities or other services for an extended period of time or ever. 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 ("**FDIC**"), in the case of banks, or the Securities Investor Protection Corporation ("**SIPC**"), in the case of certain broker-dealers, amounts in excess of the relevant insurance are subject to risk of loss, and any non-U.S. Financial Institutions that are not subject to similar regimes pose increased risk of loss. Although in recent years governmental intervention has resulted in additional protections for depositors, there can be no assurance that governmental intervention will be successful or avoid the risk 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 Primus Capital to manage the Funds and their investments, and on the ability of Primus Capital, any Fund and/or portfolio companies to maintain operations, which in each case could result in significant losses and unconsummated investment acquisitions and dispositions. Such losses have the potential to cause a Fund to pay fees and expenses in the event the Fund is not able 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 investors to make capital contributions or otherwise), as well the inability of a Fund to acquire or dispose of investments at prices that the relevant General Partner believes reflect the fair value of such investments and/or the inability of portfolio companies to make payroll, fulfill obligations and maintain operations. Although Primus Capital expects to exercise contractual remedies under the agreements with Financial Institutions

in the event of a Distress Event, there can be no assurance that such remedies will be successful or avoid losses or delays.

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

Current Market Conditions. General economic and other market conditions, including interest rates, the availability of financing, the price of securities, and participation by other investors in the financial markets, may affect any Fund’s activities, including the value and number of investments made by such Fund. Moreover, the securities of the portfolio companies could be adversely affected by changes in the general economic climate or the economic factors affecting a particular industry, changes in tax law, or specific developments within such companies or interest rate movements. Each Fund will generally invest in equity securities, which will be among the more junior securities in a portfolio company’s capital structure, and, thus, may be subject to greater risk of loss.

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

Leverage. Each Fund generally will use leverage when making investments in portfolio companies. In addition, a Fund may increase the leverage of a portfolio company by using promissory notes or other indebtedness issued by the portfolio company as part of the purchase consideration. Although each Fund will seek to use leverage in a manner the Principals believe is prudent, the leveraged capital structure of portfolio companies will increase the exposure of those companies to adverse economic factors such as rising interest rates, downturns in the economy, or deterioration in the condition of the portfolio company or its industry. The use of leverage also imposes restrictive financial and operating covenants on a company, in addition to the burden of debt service, and may impair its ability to operate its business as desired and/or finance future operations and capital needs. 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, a Fund may not achieve an exit multiple or enterprise valuation consistent with its forecasts. Moreover, the companies in which a Fund will invest generally will

not be rated by a credit rating agency. 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. While Fund-level borrowings generally will be interim in nature, asset-level leverage generally will not be subject to any limitations, including with respect to the amount of time such leverage may remain outstanding. A Fund can 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 relevant 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, any roll-over investors and/or third-party co-investors) will not share in incurring such leverage and that the Fund will disproportionately bear the risk and/or costs of leverage arrangements. In addition, to the extent a Fund incurs leverage (or provides such guaranties), such amounts are permitted to be secured by Commitments made by such Fund's investors and such investors' contributions may be required to be made directly to the lenders instead of the Fund. Because the securities in which a Fund will invest will likely be among the most junior in a portfolio company's capital structure, the inability of a portfolio company to service its debt obligations could result in a loss of such Fund's investment.

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

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

In addition, Fund-level borrowing will result in additional partnership expenses that will be borne by investors. These expenses typically include interest on the amounts borrowed, unused commitment fees on the committed but unfunded portion of a subscription line, an upfront fee for establishing a subscription line, and other one-time and recurring fees and/or expenses, as well as legal fees relating to the establishment, structuring and negotiation of the terms of the borrowing facility, as well as expenses relating to maintaining, renegotiating or terminating the facility. Because a subscription line's interest rate is based in part on the creditworthiness of the relevant Fund's limited partners and the terms of the Governing Documents, it has the potential to be higher than the interest rate a limited partner could obtain individually. To the extent a particular limited partner's cost of capital is lower than 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 result in short-term gains to a Fund, which in certain circumstances enhances the relevant Fund's internal rate of return calculations and thereby may be deemed to benefit the marketing efforts of the General Partner and its affiliates and increases the likelihood that any hurdle or preferred return component in the Fund's carried interest arrangements will be met. In other circumstances the use of Fund-level borrowing can 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 or reimbursed 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 the Fund or impose concentration or other limits on the Fund's investments, and/or financial or other covenants, that could affect the implementation of the Fund's investment strategy. In addition, in order to secure a subscription line, the relevant General Partner can 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 has the right to 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 Fees and to reimburse Primus Capital 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).

Need for Additional Capital, Support Equity and Follow-on Investments. A Fund may be called upon to provide follow-on funding for its portfolio companies for support equity or to finance follow-on investments. There can be no assurance that any Fund will have sufficient funds to do so. Any decision by a Fund not to invest additional capital, or its inability to invest additional capital, has the potential for a substantial negative impact on a portfolio company in need of such an investment or can diminish such Fund's ability to influence the portfolio company's future development.

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

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

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 board 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.

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

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

Certain hedging arrangements may create for a General Partner and/or one of its affiliates an obligation to register with the U.S. Commodity Futures Trading Commission or other regulator or comply with an applicable exemption.

Control Person Liability. The Funds are expected to have controlling interests in a number of their portfolio companies. The exercise of control over a company may impose additional risks of liability for environmental damage, product defects, pension and other fringe benefits, failure to supervise management, violation of laws and governmental regulations (including securities laws and regulations) and other types of liability, for which the limited liability generally afforded to the limited partners may be ignored. In particular, if determined to be a direct owner or operator

of any of the portfolio company's facilities or operations, a Fund could face strict, joint and several liability under environmental laws for hazardous substance or contamination-related liabilities. If any such liabilities were to arise, such Fund might suffer significant losses. While the General Partners intend to manage the Funds in a manner that will minimize the exposure of these risks, the possibility of successful claims against any Fund and/or its affiliates cannot be precluded.

Public Company Holdings. A Fund's investment portfolio may contain securities and debt 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 greater volatility in the valuation of such companies, increased obligations to disclose information regarding such companies, limitations on the ability of a Fund to dispose of such securities and debt at certain times, increased likelihood of shareholder litigation and insider trading allegations against such companies' executives and board members, including the Principals, and increased costs associated with each of the aforementioned risks.

Director Liability. A Fund will often seek to obtain the right to appoint one or more representatives to the board of directors (or similar governing body) of the companies in which it invests. Serving on the board of directors (or similar governing body) of a portfolio company exposes a Fund's representatives, and ultimately such Fund, to potential liability. Not all portfolio companies may obtain insurance with respect to such liability, and the insurance that portfolio companies do obtain may be insufficient to adequately protect officers and directors from such liability. In addition, involvement in litigation can be time consuming for such persons and can divert the attention of such persons from a Fund's investment activities.

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

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. To the extent the 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 company 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 relevant Fund or its limited partners. Such third parties may be in a position to take action contrary to such Fund's business, tax or other interests, and a 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.

Limited Access to Information. Limited partners' rights to information regarding a Fund, the relevant General Partner or Primus Capital generally will be specified, and in many cases strictly limited, by the Governing Documents. In particular, it is anticipated that the 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 Primus Capital's control. Decisions by Primus 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 Primus Capital and its performance. Additionally, it is anticipated that limited partners that designate representatives to participate on a Fund's advisory board 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 Primus Capital reserves the right to withhold certain information from investors subject to such laws for reasons relating to Primus Capital's public reputation, business strategy or other reasons.

Concentration of Investments; Lack of Diversification. The Funds will participate in a limited number of investments and reserves the right to make several investments in one industry or one industry segment or within a short period of time. As a result, a Fund's investment portfolio could become highly concentrated, and the performance of a few holdings or of a particular industry may substantially affect its aggregate return. Furthermore, to the extent that the capital raised is less than the targeted amount, a Fund may invest in fewer portfolio companies and thus be less diversified.

A Fund is permitted to provide bridge financing to facilitate portfolio company investments. It is possible that all or a portion of a bridge financing will not be recouped within the time period specified in the relevant Governing Documents, 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 or otherwise provided for under the investment limitations set forth in the relevant Governing Documents.

General Business Risks. The investment results of each Fund will depend on the performance of the portfolio companies. These portfolio companies could pursue incorrect business strategies or encounter operating difficulties that could lead to losses in a Fund's investments.

Unspecified Use of Proceeds. Purchasers of interests in the Funds will not have an opportunity to evaluate for themselves the relevant economic, financial, and other information regarding the investments to be made by any Fund and, accordingly, will be dependent upon the judgment and ability of the relevant General Partner and the Principals in investing and managing the capital of such Fund. No assurance can be given that any Fund will be successful in obtaining

suitable investments, or that if such investments are made, the objectives of such Fund will be achieved.

Diverse Limited Partner Group. The Funds' investors are expected to include U.S. taxable and tax-exempt entities, and institutions from jurisdictions outside of the United States. Such investors may have conflicting investment, tax, and other interests with respect to their investments in the Funds. The conflicting interests of individual investors may relate to or arise from, among other things, the nature of investments made by the relevant Fund, the structuring of the acquisition of investments, and the timing of the disposition of investments and the various tax laws applicable to various investors. As a consequence, conflicts of interest have the potential to arise in connection with decisions made by a General Partner and Primus Capital, including with respect to the nature or structuring of investments, that may be more beneficial for one investor than for another investor, especially with respect to investors' individual tax situations. Subject to provisions specifically included in the applicable Governing Documents, the relevant General Partner generally will consider the investment and tax objectives of a Fund and its investors as a whole in making investments.

Valuation of Investments. Generally, 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 relevant Fund's investments that are not readily marketable based on ASC 820 guidelines as promulgated by the Financial Accounting Standards Board and any subsequent valuation guidelines required of an investment fund reporting under generally accepted accounting principles as promulgated in the United States. There can be no assurance that the relevant General Partner will have all the information necessary to make valuation decisions in respect of these investments, or that any information provided by third parties on which such decisions are based will be correct. There can be no assurance that the valuation decision of a General Partner with respect to an investment will represent the value realized by the relevant Fund on the eventual disposition of such investment or that would, in fact, be realized upon an immediate disposition of such investment on the date of its valuation. Accordingly, the valuation decisions made by such General Partner have the potential to 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.

Investments Longer than Term. A Fund may make investments that may not be advantageously disposed of prior to the date such Fund is dissolved, either by expiration of the Fund's term or otherwise, or the Fund's term may be extended to facilitate the wind-down of such Fund. Although the relevant General Partner generally expects that investments will be disposed of prior to dissolution or be suitable for in-kind distribution at dissolution, the relevant General Partner has a limited ability to extend the term of a Fund, and a Fund may have to sell, distribute or otherwise dispose of investments at a disadvantageous time as a result of dissolution. To the extent that such investments are held in trust, the trust may incur operating and formation expenses. In addition, there can be no assurances with respect to the timeframe in which the winding-up and the final distribution of proceeds to the limited partners will occur.

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

The combination of such scrutiny can complicate or prevent a Fund's efforts to structure, consummate and/or exit investments, both in general and relative to competing bidders outside of the alternative asset space. As a result, such Fund may invest in fewer transactions or incur greater expenses or delays in completing or exiting investments than it otherwise would have.

Regulatory Restrictions. Anti-money laundering, anti-boycott and economic and trade sanction laws and regulations in the United States and other jurisdictions may prevent Primus 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 restrictions relating to one Fund's acquisition of a portfolio company may preclude other Funds from making an attractive acquisition or 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 Primus 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 Primus 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.

Alternative Investment Fund Managers Directive. The AIFMD regulates the activities of certain private fund managers undertaking fund management activities or marketing fund interests to investors within the European Economic Area ("EEA"). If a Fund is actively marketed to investors domiciled or having their registered office in the EEA in circumstances where no transitional relief is available: (i) a Fund may be subject to certain reporting, disclosure and other compliance obligations under the AIFMD, which may result in a Fund incurring additional costs and expenses; (ii) a Fund and/or the relevant General Partner may become subject to additional regulatory or compliance obligations arising under national law in certain EEA jurisdictions, which

may result in a Fund incurring additional costs and expenses or otherwise affect the management and operation of such Fund; (iii) a General Partner may be required to make detailed information relating to the relevant Fund and its investments available to regulators and third parties; and (iv) the AIFMD may also restrict certain activities of a Fund in relation to EEA portfolio companies including, in some circumstances, a Fund's ability to recapitalize, refinance or potentially restructure an EEA portfolio company within the first two years of ownership. In addition, it is possible that some EEA jurisdictions will elect to restrict or prohibit the marketing of non-EEA funds to investors based in those jurisdictions, which may make it more difficult for a Fund to raise its targeted amount of Commitments.

United Kingdom (“UK”) Exit from the European Union (the “EU”). The UK formally left the EU on January 31, 2020 (“**Brexit**”), and entered a transition period that ended on December 31, 2020. On December 30, 2020, the UK government and the EU Commission signed a trade and cooperation agreement governing their future relationship, which, following a ratification process, is expected to apply on a provisional basis through an additional transition period. However, this agreement does not include an agreement on financial services and, as a result, UK firms in the financial sector have more limited access to the EU market than prior to Brexit and EU firms similarly have more limited access to the UK, owing to the loss of passporting rights under applicable EU and UK legislation. Alternative arrangements and structures may allow for the provision of cross-border marketing and services between the EU and UK, but these are subject to legal uncertainty and the risk that further legislative and regulatory restrictions could be imposed in the future.

As a result of the onshoring of EU legislation in the UK, UK firms are currently subject to many of the same rules and regulations as prior to Brexit. However, the UK government has stated its intention to recast onshored EU legislation as part of UK legislation and regulation, which could result in substantive changes to regulatory requirements in the UK. It remains to be seen to what extent the UK may elect to implement or mirror future changes in the EU regulatory regime, or to diverge from the current EU-influenced regime over time. It is possible that the EU may respond to UK initiatives by restricting third-country access to EU markets. If the regulatory regimes for EU and UK financial services change or diverge further, this could have an adverse impact on any Fund and its investments, including the ability of a Fund to achieve its investment objectives in whole or in part (for example, owing to increased costs and complexity and/or new restrictions in relation to cross-border access between the EU and non-EU jurisdictions).

There can be no assurance that any renegotiated laws or regulations will not have an adverse impact on a Fund and its investments, including the ability of a Fund to achieve its investment objectives.

The legal, political and economic uncertainty generally resulting from Brexit may adversely affect both EU- and UK-based businesses, including Primus Capital and Fund portfolio companies, as applicable. Brexit has already led to disruptions in trade as businesses attempt to adapt cross-border procedures and rules applicable in the UK and in the EU to their activities, products, customers, and suppliers. Continuing uncertainty and the prospect of further disruption may also result in an economic slowdown and/or a deteriorating business environment in the UK and in one or more EU Member States.

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

The Russia-Ukraine conflict may have a significant adverse impact and result in significant losses to the Funds. 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.

Sanctions Compliance Considerations. Economic sanction laws in the United States and other jurisdictions prohibit or otherwise restrict a Fund, the relevant General Partner, its portfolio companies and their respective officers, directors and employees from engaging in transactions in or relating to certain countries and relating to certain individuals and entities. In the United States, the U.S. Department of the Treasury's OFAC and U.S. Department of State administer and enforce laws, executive orders and regulations establishing U.S. economic and trade sanctions. Such sanctions prohibit, among other things, transactions with, and the provision of services to, certain foreign countries, territories, entities and individuals. These persons and entities include specially designated nationals and other persons and entities targeted by OFAC sanctions programs. The lists of OFAC restricted countries, territories, persons and entities, including the List of Specially Designated Nationals and Blocked Persons, as such list may be amended from time to time, can be found on the OFAC website at www.treas.gov/ofac. In addition, certain programs administered by OFAC prohibit dealing with individuals or entities in certain countries regardless of whether such individuals or entities appear on the lists maintained by OFAC. These types of sanctions and similar laws and regulations in non-U.S. jurisdictions may significantly restrict a Fund's direct or indirect investment activities in certain countries. The economic sanctions and related laws of different jurisdictions in which a Fund makes investments also may conflict with one another, such that compliance with all applicable laws may be difficult. Failure by a Fund, the relevant General Partner or any of such Fund's portfolio companies to comply with OFAC or other relevant sanctions could have serious legal and reputational consequences, including civil and criminal penalties.

Anti-Corruption & Anti-Boycott Considerations. The U.S. Foreign Corrupt Practices Act ("FCPA"), the U.K. Bribery Act ("UKBA") and other anti-corruption and anti-bribery laws, as well as U.S. anti-boycott regulations may impact the Funds, the General Partners and the Funds' portfolio companies. A Fund may be adversely affected or miss out on opportunities because of the relevant General Partner's unwillingness to participate in transactions that potentially violate

such laws and regulations. Such laws and regulations may make it difficult in certain circumstances for a Fund to act successfully on investment opportunities or to obtain or retain business. In recent years, U.S. regulators have been increasingly focused on private equity sponsors' compliance with the FCPA. Any determination that a Fund, the relevant General Partner, the Fund's portfolio companies or any of their respective officers, directors or employees has violated the FCPA, the UKBA or other applicable anti-corruption laws, anti-bribery laws or U.S. anti-boycott regulations, could subject it to, among other things, civil and criminal penalties, material fines, profit disgorgement, injunctions on future conduct, securities litigation and/or a general loss of investor confidence, any one of which could adversely affect such Fund's business prospects and/or financial position, as well as its ability to achieve its investment objectives and/or conduct its operations.

Unfunded Pension Liabilities of Portfolio Companies. Certain court decisions have found that, where an investment fund owns 80% or more (or under certain circumstances less than 80%) of a portfolio company, such fund (and any other 80%-owned portfolio companies of such fund) might be found liable for certain pension liabilities of such a portfolio company to the extent the portfolio company is unable to satisfy such liabilities. Although each Fund intends to manage its investments to minimize any such exposure, a Fund may, from time to time, invest in a portfolio company that has unfunded pension fund liabilities, including structuring the investment in a manner where such Fund owns an 80% or greater interest in such a portfolio company. If a Fund (or other 80%-owned portfolio companies of such Fund) were deemed to be liable for such pension liabilities, this could have a material adverse effect on the operations of such Fund and the companies in which the Fund invests. This discussion is based on current court decisions, statute and regulations regarding ERISA control group liability as in effect as of the date of this Brochure, which may change in the future as the case law and guidance develops.

Limited Transferability of Fund interests. There will be no public market for Fund interests, and none is expected to develop. There are substantial restrictions upon the transferability of Fund interests under the relevant Governing Documents and applicable securities laws. In general, withdrawals of Fund interests are not permitted. In addition, Fund interests are not redeemable.

Cybersecurity Risks. Recent events have illustrated the ongoing cybersecurity risks to which operating companies are subject. To the extent that a portfolio company, Fund, General Partner, Primus 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, Primus 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 Primus 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 Primus Capital or one of its service providers holding its financial or investor data, Primus Capital, its affiliates or the Funds may also be at risk of loss, despite efforts to prevent and mitigate such risks under Primus Capital's related policies, including, for example, obtaining an insurance policy for Primus Capital that provides coverage in the event of certain losses relating to a cybersecurity attack.

Privacy and Data Protection Law Compliance Risk. The adoption, interpretation and application of consumer protection, data protection and/or privacy laws and regulations in the United States, Europe and other jurisdictions (collectively, “**Privacy Laws**”) could significantly impact current and planned privacy and information security related practices, the collection, use, sharing, retention and safeguarding of personal data and current and planned business activities of Primus Capital, the General Partner, the Funds and/or their portfolio companies, and increase compliance costs and require the dedication of additional time and resources to compliance for such entities. A failure to comply with such Privacy Laws by any such entity or their service providers could result in fines, sanctions or other penalties, which could materially and adversely affect the results of operations and overall business, as well as have a negative impact on reputation and Fund performance. As Privacy Laws are implemented, interpreted and applied, compliance costs for Primus Capital, the General Partners, the Funds and/or their portfolio companies, are likely to increase, particularly in the context of ensuring that adequate data protection and data transfer mechanisms are in place.

Certain jurisdictions, including U.S. states, have proposed, adopted or are considering similar Privacy Laws, which if enacted could impose similarly significant costs, potential liabilities and operational and legal obligations. Such Privacy Laws and regulations are expected to vary from jurisdiction to jurisdiction, thus increasing costs, operational and legal burdens, and the potential for significant liability for regulated entities, which could include Primus Capital, the General Partners, the Funds and/or their portfolio companies.

U.S. Taxation of Carried Interest. U.S. federal income tax law treats certain allocations of capital gains to service providers by partnerships such as the Funds as short-term capital gain (taxed at higher ordinary income rates) unless the partnership has held the asset that generated such gain for more than three years. Additionally, Congress has considered proposed legislation that would treat certain income allocations to service providers by partnerships such as a Fund (including any carried interest) as ordinary income for U.S. federal income tax purposes that under current law are treated as an allocation of the partnership's income (and which may be taxed at

lower rates than ordinary income). Such rules, as well as any such legislation that may be enacted in the future, could apply to reduce the after-tax returns of individuals associated with a Fund, its General Partner, or Primus Capital who were or may in the future be granted direct or indirect interests in carried interest, which could make it more difficult for the relevant General Partner and its affiliates to incentivize, attract and retain individuals to perform services for a Fund. This creates potential incentives for Primus Capital to cause a Fund to hold investments for a longer period than would be the case if such greater-than-three-year holding period requirement did not exist.

Secondaries and other GP-Led Transactions. There continues to be a significant market in the private fund sector for secondary sales, GP-led transactions, continuation funds, successor fund investments and other transactions for the disposition of investments. Many of these transactions involve an auction process run by an investment bank and a buyer (or buyer group) that agrees to purchase a portion of one or more investments that will continue to be managed by Primus Capital following the transaction. Such transactions are 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 Primus Capital 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 Primus Capital and its affiliates). However, certain of such transactions are expected to require a limited partner to invest additional capital in the existing Fund and/or other investment vehicles, a greater exposure to one or more particular portfolio company, and/or a delay in the full liquidation of its 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 Primus Capital or any buyer group that typically are not applicable to more traditional investment sales. For example, in circumstances where Primus Capital or an affiliate will continue to manage and receive fees and/or performance-based compensation relating to the subject assets following the 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, Primus Capital, the relevant General Partner and any buyer group relating to the valuation and consideration offered for the investment(s) subject to the transaction. Further, the relevant General Partner is expected to be incentivized 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 Primus Capital 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 board prior to the closing of the transaction, there can be no assurance that Primus Capital 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, Primus Capital reserves the right, in its sole discretion, to determine to engage in such transactions, subject to any approvals required in the relevant Governing Documents.

Public Health Emergencies; COVID-19. Pandemics and other widespread public health emergencies, including outbreaks of infectious diseases such as SARS, H1N1/09 flu, avian flu, Ebola and COVID-19, have and are resulting in market disruption, and future such emergencies have the potential to materially and adversely impact economic production and activity in ways that are impossible to predict, all of which may result in significant losses to the Funds.

In an effort to contain such health emergencies, national, regional and local governments, as well as private businesses and other organizations, have taken or have the potential to take severely restrictive measures, including instituting local and regional quarantines, restricting travel (including closing certain international borders), prohibiting public activity (including “stay-at-home” and similar orders), and ordering the closure of large numbers of offices, businesses, schools, and other public venues. Any such measures have the potential to significantly diminish economic production and activity of all kinds and contribute to volatility in financial markets, demand across categories of consumers and businesses, as well as in the credit and capital markets. Restricted measures, whether on an initial or re-imposed basis, also have the potential to cause labor force and operational disruptions, slowing or complete idling of certain supply chains and manufacturing activity, increases in unemployment levels, and strain and uncertainty for businesses and households, with a particularly acute impact on industries dependent on travel and public accessibility, such as transportation, hospitality, tourism, retail, sports and entertainment.

The ultimate impact of any such healthy emergency — and any resulting decline in economic and commercial activity — on global economic conditions, and on the operations, financial condition and performance of any particular industry or business, is impossible to predict, but could have a significant adverse impact and result in significant losses to the Funds. The extent of the impact on the Funds’ and their portfolio companies’ operational and financial performance will depend on many factors, all of which are highly uncertain and cannot be predicted, and this impact may include significant reductions in revenue and growth, unexpected operational losses and liabilities, impairments to credit quality and reductions in the availability of capital. These same factors may limit the ability of the Funds to source, diligence and execute new investments and to manage, finance and exit investments in the future, and governmental mitigation actions may constrain or alter existing financial, legal and regulatory frameworks in ways that are adverse to the investment strategy the Funds intend to pursue, all of which could adversely affect the Funds’ ability to fulfill their investment objectives. They may also impair the ability of portfolio companies or their counterparties to perform their respective obligations under debt instruments and other commercial agreements (including their ability to pay obligations as they become due), potentially leading to defaults with uncertain consequences. In addition, the operations of the Funds, their portfolio companies, the General Partners and Primus Capital may be significantly impacted, or even temporarily or permanently halted, as a result of any such health emergencies

or any such measures, restrictions, remote-working requirements and other factors related thereto, including its potential adverse impact on the health of any such entity's personnel. These measures may also hinder such entities' ability to conduct their affairs and activities as they normally would, including by impairing usual communication channels and methods, hampering the performance of administrative functions such as processing payments and invoices, and diminishing their ability to make accurate and timely projections of financial performance.

Conflicts of Interest

Primus 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, management and other services to Funds and portfolio companies. Primus Capital will devote such time, personnel and internal resources as are necessary to conduct the business affairs of the Funds in an appropriate manner, as required by the Governing Documents, although the Funds and their respective investments will place varying levels of demand on these over time. In the ordinary course of Primus Capital conducting its activities, the interests of a Fund likely will conflict with the interests of Primus 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, Primus Capital will determine all matters relating to structuring transactions and Fund operations using its reasonable judgment considering all factors it deems relevant, but in its sole discretion, subject in certain cases to the required approvals by the advisory boards of the participating Funds.

During the investment period of a Fund, all appropriate investment opportunities typically will be pursued by Primus Capital through such Fund, subject to certain limited exceptions set forth in the Governing Documents and Primus Capital's allocation policies. Without limitation, the Primus Capital Principals currently, 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. Primus 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. Primus Capital's Principals and investment staff will continue to manage and monitor such investments until their realization. Such other investments that the Principals expect from time to time to manage and/or control generally have the potential to compete with companies acquired by a Fund. Following the investment period of the relevant Fund, Primus Capital Principals reserve the right to, 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 Primus Capital's sole discretion, Primus 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, Primus Capital personnel are permitted to serve on boards or act in other roles unaffiliated with Primus 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.

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

Primus Capital must first determine which Fund(s) will, or are required to, participate in the relevant investment opportunity. Primus Capital generally assesses whether an investment opportunity is appropriate for a particular Fund based on the Governing Documents, investment objectives, strategies, life-cycle and structure. For example, a newly organized Fund generally will seek to purchase a disproportionate amount of investments until it is substantially invested. Primus Capital will determine if the amount of an investment opportunity in which a Fund will invest exceeds the amount that would be appropriate for such Fund, and Primus Capital reserves the right to offer any such excess to one or more potential co-investors, as determined by the Governing Documents, Side Letters and Primus Capital's procedures regarding allocation. Primus 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 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); confidentiality concerns that may arise in connection with providing the prospective co-investor with specific information relating to the investment opportunity; Primus Capital's perception of whether the investment opportunity may subject the prospective co-investor to legal, regulatory, reporting, or other burdens that make it less likely that the prospective co-investor would act upon the investment opportunity if offered or would impair Primus Capital's ability to execute the relevant transaction in the desired time or on desired terms; size of the investment allocation and practicality of dividing it up among multiple co-investors; lender requirements; whether Primus Capital believes that allocating investment opportunities to an investor or person will help establish, recognize, strengthen and/or cultivate relationships that have the potential to provide longer-term benefits to the relevant Funds or Primus Capital; and other relevant factors. Although Primus 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 Primus Capital in identifying co-investors. Additionally, Primus Capital reserves the right to permit Principals, vendors or service providers to co-invest alongside the Funds.

Furthermore, Primus 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 lender or co-sponsor. Co-investment opportunities typically will be offered to some and not to other Fund investors, and the consideration of the factors set forth above has the potential to result in certain investors receiving multiple opportunities to co-invest while others expressing interest in co-investments 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 Primus 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 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 employees and related persons of Primus Capital and its affiliates make capital investments in or alongside certain Funds, Primus 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.

Primus 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 Primus 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 Primus Capital expects to be subject, discussed herein, did not exist.

In certain cases, Primus Capital will have the opportunity (but, subject to any applicable restrictions or procedures in the Governing Documents, no obligation) to identify one or more secondary transferees of interests in a Fund. In such cases, Primus 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 Governing Documents, will determine in its sole discretion whether the

opportunity to receive a transfer of Fund interests should be offered to one or more existing Fund investors.

Where multiple Funds invest at the same, different or overlapping levels of a portfolio company's capital structure, there is a potential for conflicts of interest in determining the terms of each such investment, particularly where certain Funds are intended to invest in different types of securities in a single portfolio company. Questions may arise subsequently as to whether payment obligations and covenants should be enforced, modified or waived, or whether debt should be refinanced or restructured. In troubled situations, decisions including whether to enforce claims, or whether to advocate or initiate a restructuring or liquidation inside or outside of bankruptcy, and the terms of any workout or restructuring may raise conflicts of interest, particularly with respect to Funds that have invested in different securities within the same portfolio company.

Potential conflicts are expected to arise when and to the extent a Fund makes investments in conjunction with an investment being made by another Fund, or if it were to invest in the securities of a company in which another Fund has already made an investment. A Fund may not, for example, invest through the same investment vehicles, have the same access to credit or employ the same hedging or investment strategies as other Funds. This likely will result in differences in price, terms, leverage and associated costs. 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. Primus Capital and its affiliates reserve the right from time to time to express inconsistent views of commonly held investments or of market conditions more generally, including in instances where different portfolio managers or personnel express different views regarding the same investment. 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.

Subject to any relevant restrictions or other limitations contained in the Governing Documents, Primus 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 its sole discretion. In exercising such discretion, Primus 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 eligible to reimburse expenses of that kind, but the allocations of such expenses may not be proportional, and such determinations involve inherent matters of discretion (*e.g.*, determining whether to allocate *pro rata* based on the number of relevant Funds and/or co-invest vehicles receiving related benefits or proportionately in accordance with the size of the investment made by such entities, or in certain circumstances determining whether a particular expense has a greater benefit to a Fund or Primus Capital). The Funds generally have different expense reimbursement terms, including with respect to Management Fee offsets, which is expected from time to time to result in the Funds bearing different levels of expenses with respect to the same investment.

As a result of the Funds' controlling and other interests in portfolio companies, Primus Capital and/or its affiliates typically have the right to appoint board members (including current or former Primus Capital personnel or persons serving at their request) to such portfolio companies, or to influence their appointment, and to determine or influence a determination of their compensation. From time to time, portfolio company board members approve compensation and/or other amounts payable to Primus Capital and/or its affiliates. Except to the extent such amounts are subject to the relevant Governing Documents' offset provision, they will be in addition to any Management Fees or carried interest paid by a Fund to Primus Capital.

Additionally, a portfolio company typically will reimburse Primus Capital or service providers retained at Primus Capital's discretion for expenses (including without limitation travel expenses) incurred by Primus Capital or such service providers in connection with its performance of services for such portfolio company. This subjects Primus 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 may be substantial. Primus 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, their effect is reflected in Primus Capital's valuation of the reimbursing portfolio company contained in each Fund's audited financial statements, and any fee paid or expense reimbursed to Primus 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 potential conflicts of interest.

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

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

Primus Capital generally exercises its discretion to recommend to a Fund or to a portfolio company thereof that it contracts for services with certain service providers, and from time to time such service providers are expected to include: (i) Primus Capital or a related person of Primus Capital (which may include a portfolio company of such Fund) or (ii) an entity with which Primus Capital or its affiliates or current or former members of their personnel has a relationship or from which Primus Capital or its affiliates or their personnel otherwise derives financial or other benefit, including without limitation financial institutions or other market participants such as managers of private funds, banks and brokers, in certain cases who have previously invested in a Fund, are affiliated with an existing investor or are engaged in transactions with and/or provide services (including services at reduced rates) to, Primus 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 Primus Capital entities, whether or not relating to financing Primus Capital personnel obligations to fund General Partner commitment obligations)) to Primus Capital personnel and their estate planning vehicles. This discretion subjects Primus Capital to conflicts of interest, because, although Primus 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, Primus Capital has a potential incentive to recommend the related or other person because of its financial or other business interest. Similarly, Primus Capital has a potential conflict of interest with a Fund in recommending such service providers and other persons if the recommendation is motivated by a belief that the service provider or its affiliate(s) will continue to invest in one or more Funds, will provide Primus Capital information about markets and industries in which Primus Capital operates (or is contemplating operations) or will provide other services that are beneficial to Primus Capital. Primus Capital has a potential conflict of interest in making such recommendations, in that Primus Capital has an incentive to maintain goodwill between it and the existing and prospective portfolio companies for a Fund. Given these incentives, there is a possibility that Primus Capital would favor such retention or continuation even if a better price and/or quality of service could (or could arguably) be obtained from another person. Due to these and other similar factors, Primus 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 Primus 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. Whether or not Primus 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.

Primus 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 Primus Capital and/or its affiliates; conversely, former personnel or executives of

Primus Capital and/or its affiliates are expected from time to time to serve in significant management roles at portfolio companies or service providers recommended by Primus Capital.

In addition, as described above, portfolio companies (and, to a lesser extent, the Funds) typically pay certain fees to, and reimburse expenses of, operating partners and other consultants (including consultants introduced or arranged by Primus Capital and/or its affiliates that regularly provide services to one or more portfolio companies), and such amounts do not offset or reduce the Management Fee as described herein. Operating partners generally make use of Primus Capital resources or otherwise are associated with Primus Capital. Primus Capital and/or its affiliates reserve the right to agree to compensate certain of such persons to the extent portfolio company-related compensation falls below certain specified levels on an aggregate annualized basis, or provide other compensation. Operating partners are expected from time to time to include former employees of Primus Capital or certain portfolio companies, and in some circumstances former operating partners are expected to become Primus Capital employees or employees of portfolio companies. Consequently, the determination of whether individuals are operating partners 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 Primus Capital otherwise would be required to bear. Operating partners generally receive investment opportunities, reimbursements and other compensation that do not offset or reduce the Management Fee of any Fund, as described herein, and the use of operating partners is expected to fluctuate and/or expand over time. To the extent that operating partners are paid retainers or guaranteed minimum compensation amounts, there is the possibility that certain portfolio companies or Funds will bear a greater share of such compensation due to the utilization of the operating partner's services at a time when fewer portfolio companies or Funds make use of such operating partner. Under many of these arrangements, 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 or written work product generated by the operating partner. Although the use of operating partners and the payment (or reimbursement) by a portfolio company of certain of their expenses subjects Primus Capital and/or its affiliates to potential conflicts of interest, Primus Capital believes that such potential conflicts are reduced 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 quality of the services of the operating partner makes a greater contribution to the success of the portfolio company. Although Primus Capital seeks to retain operating partners with a view to reducing costs to portfolio companies and, ultimately, the Funds, a number of factors can result in limited or no cost savings from such retention. Primus Capital also seeks to reduce potential conflicts of interest resulting from such arrangements by structuring compensation packages for such persons in a manner that Primus Capital believes will align such persons' interests with those of the Funds' limited partners.

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 contribution). 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 Primus 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, Primus 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, Primus Capital and its personnel are also permitted to offer, restructure and monetize interests in Primus Capital.

Because Primus Capital's carried interest is based on a percentage of net realized profits, it creates a potential incentive for Primus Capital to cause a Fund to make riskier or more speculative investments than would otherwise be the case. Also, because there is a fixed investment period after which capital from investors in a Fund may only be drawn down in limited circumstances and because Management Fees are, at certain times during the life of a Fund, based upon capital invested by such Fund, this fee structure creates a potential incentive to deploy capital when Primus Capital may not otherwise have done so. Since Primus Capital is permitted to retain certain Supplemental Fees (as described under "Fees and Compensation") in connection with Fund investments, it expects to be subject to a potential conflict of interest in connection with approving transactions and setting such compensation. In many cases, Supplemental Fees are based on enterprise value or other metrics relating to a portfolio company, and there can be no assurance that the amount of Supplemental Fees charged will be proportional to the amount of hours of work performed on behalf of the portfolio company. Additionally, Primus Capital, its personnel, affiliates or others designated by Primus Capital expect from time to time to receive compensation in the form of portfolio company securities. To the extent any such securities are received, after any applicable offset provisions in the Governing Documents are applied (typically based on the then-present value of such securities), Primus Capital and/or such other recipients will be permitted to retain such securities as Supplemental Fees, and in doing so will be subject to potential conflicts of interest in determining whether to sell such securities (subject to restrictions imposed by the portfolio company and/or Primus Capital or retain such securities for a period consistent with their own financial and investment objectives, which may differ from those of the relevant Fund). In addition, because portfolio company securities typically represent newly issued incentive equity (whether in the form of common stock, warrants or options to buy common stock, or similar instruments), the receipt of compensation in the form of securities typically has the result of diluting a Fund's relative ownership of the portfolio company awarding such compensation.

In certain circumstances, such as those relating to short- or long-term portfolio company cash or liquidity needs, and regardless of whether the portfolio company is undergoing financial stress, Primus Capital reserves the right to accrue, defer or forego payments of Supplemental Fees, and reserves the right to charge interest at then-available rates with respect to such amounts. In such cases, in accordance with the Governing Documents, investors will not receive the benefit of Management Fee offsets with respect to such amounts unless and until they are actually received.

Primus Capital and/or its affiliates reserve the right to enter into Side Letters 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 Primus 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 a Fund's advisory board, liquidity or transfer rights, confidentiality protections and disclosure rights, modification of default remedies, as well as economic, procedural and other terms.

Primus Capital is likely to have its own economic and/or other business incentives to provide certain terms to certain limited partners, based on commitment amount to a Fund or the timing thereof, the ability of a limited partner to provide sourcing or other services to Primus 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 Primus Capital, its affiliates and personnel, or the Funds. Further, Side Letters may also relate to strategic relationships under which an investor agrees to make Commitments to multiple Funds. Except where required by Governing Documents, other investors will not receive copies of Side Letters or related provisions, and as a general matter, the other investors have no recourse against a Fund, Primus 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 Primus Capital to potential conflicts of interest, including in circumstances where an investor's right to serve on the relevant Fund's advisory board 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 Primus 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 investments 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.

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

Any of these situations subjects Primus Capital and/or its affiliates to potential conflicts of interest. Primus Capital attempts to resolve such conflicts of interest in light of its obligations to investors in its Funds and the obligations owed by Primus 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, Primus Capital will review the circumstances of such investment or relationship with a view to addressing and reducing the potential for conflict. Where necessary, Primus Capital consults and receives consent to conflicts from an advisory board consisting of limited partners of the relevant Fund and such other investment vehicles.

DISCIPLINARY INFORMATION

Neither Primus Capital nor its management persons have been subject to any material legal or disciplinary events required to be discussed in this Brochure.

OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

Primus Capital Partners, Inc. is affiliated with other Primus Capital investment advisers, including General Partners and equivalent entities formed from time to time and subject to the Advisers Act pursuant to Primus Capital's registration in accordance with SEC guidance. These affiliated investment advisers operate as a single advisory business together with Primus Capital Partners Inc. and serve as managers or general partners of private investment funds and other

pooled vehicles and generally share common owners, officers, partners, employees, consultants or persons occupying similar positions.

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

Primus Capital has adopted the Primus Capital Code of Ethics and Securities Trading Policy and Procedures (the “**Code**”), which sets forth standards of conduct that are expected of Primus Capital principals and employees and addresses conflicts that arise from personal trading. The Code requires certain Primus Capital personnel to report their personal securities transactions, prohibits or requires pre-clearance for directly or indirectly acquiring beneficial ownership or disposing of securities in an initial public offering or a limited offering without first obtaining approval from the Primus Capital Chief Compliance Officer, and prohibits Primus Capital personnel from directly or indirectly acquiring beneficial ownership of securities on a restricted list. A copy of the Code will be provided to any investor or prospective investor upon request to Dominic E. Offredo, the Primus Capital Chief Compliance Officer, at (440) 684-7300. 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.

Primus Capital and its affiliated persons expect to come into possession, from time to time, 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, Primus Capital and its affiliated persons are 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 Primus Capital.

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

Principals and qualified employees of Primus Capital and its affiliates generally are expected to directly or indirectly own an interest in the Funds, including an Executive Fund or certain co-investment vehicles, as well as in investment vehicles (including private funds) sponsored by potential competitors. 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-investment opportunities generally are also expected to be presented to certain affiliates of Primus Capital, as well as third party investors and other persons, and such co-investments may be affected through co-investment vehicles, directly in a particular portfolio company or through an intermediate entity in a portfolio company’s structure. Additionally, the Funds generally have the right to invest together with other private investment funds advised by an affiliate of Primus Capital in the manner set forth in the Governing Documents. Primus Capital will determine the allocation of investment opportunity among the Funds in a manner that it believes is fair and equitable to its clients under

the circumstances over time. In making such determination, Primus Capital reserves the right to 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), strategy, risk profile, time horizon, tax sensitivity, tolerance for turnover, asset composition and cash level and applicable regulatory restrictions. In the case of co-invests, Primus Capital has the right to grant certain third-party investors the opportunity to evaluate specified amounts of prospective co-investments in portfolio companies or otherwise to have priority in co-investment opportunities.

Primus Capital and its affiliates, principals and employees expect from time to time to carry on investment activities for their own account, for personal or employee investment vehicles and, potentially, and for family members, friends or others who do not invest in a Fund, as well as give advice and recommend securities to vehicles which may differ from advice given to, or securities recommended or bought for, a Fund, even though their investment objectives may be the same or similar. The Governing Documents and investment programs of certain Funds generally restrict, limit or prohibit, in whole or subject to certain procedural requirements, investments of certain other vehicles in issuers held by such Funds or give priority with respect to investments to such Funds. Some of these restrictions could be waived by investors (or their representatives) in such Funds or be subject to limitations (*e.g.*, by time or percentage of capital deployed).

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

BROKERAGE PRACTICES

Primus Capital focuses on securities transactions of private companies and generally purchases and sells such companies through privately-negotiated transactions in which the services

of a broker-dealer may be retained. However, Primus Capital reserves the right to distribute securities to investors in a Fund or sell such securities, including through using a broker-dealer, such as where a public trading market exists. Although Primus Capital does not intend to regularly engage in public securities transactions, to the extent it does so, it intends to follow the brokerage practices described below.

If Primus Capital sells publicly traded securities for a Fund, it is responsible for directing orders to broker-dealers to effect securities transactions for accounts managed by Primus Capital. In such event, Primus Capital will seek to select brokers on the basis of best price and execution capability. In selecting a broker to execute client transactions, Primus Capital reserves 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.

Primus Capital has 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 Primus Capital generally seeks competitive commission rates, it 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 Primus Capital 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 Primus Capital generally does not make use of such services at the current time and has not made use of such services since its inception.

REVIEW OF ACCOUNTS

The investments made by the Funds are generally private, illiquid and long-term in nature. Accordingly, the review process is not directed toward a short-term decision to dispose of securities. However, Primus Capital closely monitors companies in which the Funds invest, and the Primus 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 its limited partners (i) annual GAAP audited and quarterly unaudited financial statements, (ii) annual tax information necessary for each Fund investor’s tax return and (iii) unaudited semi-annual reports providing a summary status of each portfolio company.

CLIENT REFERRALS AND OTHER COMPENSATION

Primus Capital and/or its affiliates intend to provide certain business or consulting services to companies in a Fund’s portfolio and expect to receive compensation from these companies in

connection with such services. As described in the Governing Documents, this compensation in many cases will offset a portion of the Management Fees paid by the relevant Fund. 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. See “Fees and Compensation.”

Primus Capital reserves the right from time to time to enter into solicitation arrangements pursuant to which it compensates third parties for referrals that result in a potential investor becoming a limited partner in a Fund. Any fees payable to any such placement agents generally will be borne by Primus 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).

CUSTODY

Primus 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 assets, 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 custodians:

- Silicon Valley Bank, 3003 Tasman Drive, Santa Clara, CA 95054
- Carta Fund Services

INVESTMENT DISCRETION

Primus Capital has discretionary authority to manage investments on behalf of the Funds. As a general policy, Primus Capital does not allow clients to place limitations on this authority. Pursuant to the terms of the Governing Documents, however, Primus Capital enters into Side letter arrangements with certain investors whereby the terms applicable to such investors’ investment in a Fund are altered or varied, including, in some cases, the right to opt-out of certain investments for legal, tax, regulatory or other similar reasons Primus Capital assumes this discretionary authority pursuant to the terms of the Governing Documents and powers of attorney executed by the limited partners of the relevant Fund.

VOTING CLIENT SECURITIES

Primus Capital has adopted the Primus Capital Proxy Voting Policies and Procedures (the “**Proxy Policy**”) to address how it will vote proxies, as applicable, for the Funds’ portfolio investments. The Proxy Policy seeks to ensure that Primus Capital votes proxies (or similar instruments) in the best interest of the Funds, including where there may be material conflicts of interest in voting proxies. Primus Capital generally believes its interests are aligned with those of a Fund’s investors through the principals’ beneficial ownership interests in such Fund and therefore will not seek investor approval or direction when voting proxies. In the event that there is or may be a conflict of interest in voting proxies, the Proxy Policy provides that Primus Capital may address the conflict using several alternatives, including by seeking the approval or concurrence of a Fund’s advisory board on the proposed proxy vote or through other alternatives

set forth in the Proxy Policy. Additionally, a Fund's advisory board is authorized to approve Primus Capital's vote in a particular solicitation. Primus Capital does not consider service on portfolio company boards by Primus Capital personnel or Primus Capital's receipt of management or other fees from portfolio companies to create a material conflict of interest in voting proxies with respect to such companies. In addition, the Proxy Policy sets forth certain specific proxy voting guidelines followed by Primus Capital when voting proxies on behalf of a Fund. Clients or investors that would like a copy of the Primus Capital's complete Proxy Policy or information regarding how Primus Capital voted proxies for particular portfolio companies may contact Dominic E. Offredo, the Primus Capital Chief Compliance Officer, at doffredo@primuscapital.com or (440) 684-7300, and it will be provided to you at no charge.

FINANCIAL INFORMATION

Primus Capital does not require prepayment of Management Fees more than six months in advance or have any other events requiring disclosure under this item of the Brochure.

FORM ADV PART 2B
SUPPLEMENTAL INFORMATION ABOUT PHILLIP C. MOLNER II OF PRIMUS CAPITAL

Phillip C. Molner II 3353 Peachtree Road, Suite 510, Atlanta, GA 30326

Educational Background and Business Experience

Mr. Molner, born in 1970, joined Primus Capital in 2001. Prior to joining Primus Capital, Phil served in various consulting roles at McKinsey & Company, Inc. and The Boston Consulting Group, Inc. As Managing Partner, Phil is responsible for guiding the overall investment activities of Primus Capital, including investment strategy, investment selection, and portfolio management, as well as managing the full Primus Capital investment team. Phil also directly leads the firm's investment activities in healthcare information technology and healthcare services. Phil currently serves on the boards of directors of EnableComp, Healthcare Bluebook, Hayes Management, BizLibrary, Trilliant Health, Cayuse, Lightbeam Health Solutions, Ambition Solutions, CORL Technologies/Meditology Services, and Prendio / BioProcure. He earned a B.A. in Economics and Mathematics, summa cum laude and Phi Beta Kappa, from Yale University, and a J.D. from Yale Law School, where he was a John M. Olin Fellow.

Disciplinary History

There are no legal or disciplinary events to disclose with respect to Mr. Molner.

Other Business Activities

Mr. Molner is not engaged in any investment-related business outside of his roles with Primus Capital and its affiliated investment advisers.

Additional Compensation

Mr. Molner does not receive any additional compensation that is required to be disclosed.

Supervision

As a Managing Partner, Mr. Molner is responsible for implementing and overseeing the investment strategy of the Funds and is not supervised by any other investment professional. Other activities of Mr. Molner are reviewed by the firm's Chief Compliance Officer.