



BLACKSTONE STRATEGIC CAPITAL ADVISORS L.L.C.

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Form ADV, Part 2A – the “**Brochure**” – as required by the Investment Advisers Act of 1940, as amended (the “**Advisers Act**”), provides important information about Blackstone Strategic Capital Advisors L.L.C. (the “**Registrant**”).

This Brochure provides information about the Registrant’s qualifications and business practices. If you have any questions about the contents of this brochure, please contact the Registrant at +1 (212) 583-5000. Additional information about the Registrant also is available at the SEC’s website www.adviserinfo.sec.gov (click on the link “Investment Adviser Search”, select “Firm” and type in the Registrant’s name). The search results will provide you with Parts 1 and 2A of the Registrant’s Form ADV.

The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission (the “**SEC**”) or by any state securities authority. The Registrant is a registered investment adviser with the SEC. The Registrant’s registration with the SEC as an investment adviser does not imply any level of skill or training. The oral and written communications the Registrant provides to you, including this Brochure, serve as information for you to use to evaluate the Registrant and should be considered in your decision whether to invest in an investment account or vehicle advised by the Registrant.

Item 2 – Material Changes

This brochure contains important information about the Registrant. This brochure is intended to provide potential and existing clients with an overview of the Registrant (together with its affiliates, “**Blackstone**”). It also contains important disclosures such as certain practices of the Registrant, potential material conflicts that may arise and key investment risks.

This Brochure has been updated to reflect that effective as of March 12, 2024, the Registrant’s private markets-focused business was moved from the Blackstone Multi-Asset Investing (“**BXMA**”) platform and integrated into the Blackstone Strategic Partners (“**Strategic Partners**”) platform. In connection with this integration, a significant set of revisions has been made to this Brochure to harmonize the Brochure of the Registrant and that of its affiliate in Strategic Partners, Strategic Partners Fund Solutions Advisors L.P. (“**SPFSA**”), including in terms of style and overall level of detail. Specifically, this set of revisions includes additions to the **Item 8 – Risk of Loss** disclosure and the **Item 10 – Other Financial Industry Activities and Affiliations** disclosure, as well as corresponding streamlining of the **Item 11 – Code of Ethics** disclosure.

The Registrant, at any time, may update this Brochure and may either deliver you a copy or offer to deliver you a copy (either by electronic means (e-mail) or in hard copy form). If you would like another copy of this Brochure, please download it from the SEC’s website as indicated on the cover of this Brochure, or you may contact us at (212) 583-5000.

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Item 4 – Advisory Business

Description of the Registrant

The Registrant serves as investment manager for a series of private investment funds which focus primarily on making investments in minority interests in alternative asset managers, including Blackstone Strategic Capital Holdings L.P., a Delaware limited partnership, and its parallel investment vehicles, alternative investment vehicles and related entities, as applicable, which was established to invest primarily in public market managers with a secondary focus on private market managers (“**BSCH I**”); Blackstone Strategic Capital Holdings II L.P., a Delaware limited partnership, and its parallel investment vehicles, alternative investment vehicles and related entities, as applicable, which was established to invest primarily in private market managers (“**BSCH II**”); and Blackstone Strategic Capital Holdings (Side Car), L.P., a Delaware limited partnership, and its parallel investment vehicles, alternative investment vehicles and related entities, as applicable (together with BSCH I, BSCH II and any other, or future, account, client, fund, vehicle or any other similar arrangement managed by the Registrant, the “**Funds**”), which was established to make co-investments as part of the Investment Program (as defined below). Affiliates of the Registrant serve as general partner (each, a “**General Partner**”) of the Funds.

The Registrant will seek to achieve income and capital appreciation primarily through the acquisition of Fund Manager Interests (as defined herein) by the Funds as part of the Registrant’s investment program and activities (the “**Investment Program**”) which includes making (i) minority investment in public market managers and (ii) minority investments in private market managers. A wholly-owned subsidiary of the Registrant, BSCA Advisors L.L.C. (“**BSCA Advisors**”), also manages certain co-investment vehicles relating to the Funds (collectively, the “**BSCA Advisors Co-Investment Vehicles**”). The BSCA Advisors Co-Investment Vehicles are expected to participate side-by-side with the Funds in certain co-investment opportunities (“**Co-Investments**”) to the extent such Co-Investments become available. BSCA Advisors is not effectuating a separate registration; rather it is a “relying adviser” of the Registrant. **All references herein to the Registrant are deemed to include BSCA Advisors and all references to the Funds are deemed to include BSCA Advisors Co-Investment Vehicles, unless expressly stated to the contrary or the context otherwise requires.**

The Registrant was founded in 2012, and BSCA Advisors was founded in 2013. The ultimate parent of the Registrant is Blackstone Inc., which is a publicly traded corporation listed on

the New York Stock Exchange and which trades under the ticker symbol “BX”. Blackstone is a leading global alternative investment manager with investment vehicles focused on private equity, real estate, hedge fund solutions, credit, secondary funds, tactical opportunities, infrastructure, insurance solutions and life sciences. Subject to applicable information walls, the Registrant shares employees and facilities with SPFSA, a registered investment adviser. Please see **Item 10 – Other Financial Industry Activities and Affiliations** for more information.

The Registrant is an affiliate of SPFSA, a leading secondaries advisor which has regulatory assets under management of approximately \$71,279,836,478 as of December 31, 2023, all of which are managed on a discretionary basis. Please note that this figure is an unaudited estimate. The Registrant derives significant benefits from the experience of SPFSA in the investment, operational, legal, structuring and compliance aspects of alternative investments.

The assets reported above include assets with respect to which an investment adviser that is a “related person” (as defined in Form ADV) of SPFSA has delegated investment advisory authority to SPFSA. Such sub-advisory assets are excluded from the regulatory assets under management reported in the ADV Part 2As of the affiliated advisers that delegated the authority.

The assets reported above include assets attributable to the amount that clients of SPFSA have invested in clients advised by an investment adviser that is a related person of SPFSA. As a result, those assets are included in the regulatory assets under management of both SPFSA and such other affiliated advisers.

The assets reported above include assets attributable to the amount that clients advised by an investment adviser that is a related person of SPFSA have invested in clients of SPFSA. As a result, those assets are included in the regulatory assets under management of both SPFSA and such other affiliated advisers.

The assets reported above exclude assets attributable to an investment by one client of SPFSA in another client of SPFSA that would represent a duplication of assets already included in calculating regulatory assets under management (so that such assets are counted only once).

The Registrant’s investment advice is subject to each Fund’s investment objectives and guidelines as set forth in such Fund’s Confidential Private Placement Memorandum (or other

similar disclosure document), Limited Partnership Agreement, Articles of Association, Subscription Agreement, Investment Advisory Agreement and/or other applicable constituent documents (“**Constituent Documents**”). The investment objectives and guidelines were or will be negotiated by investors in the Funds prior to the final closing of the respective Fund.

Description of Advisory Services

As investment adviser to the Funds, the Registrant (i) identifies and implements investment opportunities for the Funds, (ii) participates in the monitoring of the Funds’ investments; (iii) makes decisions on behalf of the Funds to make and/or sell investments, (iv) could engage in foreign currency hedging transactions and/or the hedging of certain market exposures for certain Funds, and (v) enters into credit arrangements with third parties on behalf of certain Funds to allow a Fund to borrow on a short-term basis for purposes of (x) funding acquisitions of Fund Manager Interests (or other permitted investments), expenses or management fees prior to receipt of capital from investors in respect of capital calls, (y) acquiring a portion of a Fund Manager Interest (or other permitted investment) prior to syndicating such portion to co-investors and (z) leveraging its investments (within the leverage limits stated in the Constituent Documents).

As described above, the strategy of the Funds is to seek to acquire minority equity, equity-related, debt, revenue and/or other interests in general partners, management companies, investment advisers and their affiliates that derive a significant portion of their revenues from the sponsorship and management of hedge funds, private equity funds, private credit funds, real estate and infrastructure funds and/or other alternative asset management products (“**Fund Managers**”, and such interests, “**Fund Manager Interests**”), although the Funds are authorized to acquire majority economic and/or controlling interests in Fund Managers and to make investments in the funds and other related investment vehicles sponsored by the Fund Managers (“**Manager-Sponsored Funds**”), in each case on a primary or secondary basis, subject to the limitations in the Constituent Documents. As part of the Investment Program, BSCH I has invested in both public market managers and private market managers, while BSCH II invests primarily in private market managers. The existing owners of the Fund Managers are generally expected to retain both autonomy over the day-to-day operations of their business and a majority ownership stake in such Fund Managers, although the Funds will retain customary consent rights over certain matters. The Funds endeavor to diversify Fund Manager Interests across investment strategies, geography, and

asset classes, although there is no guarantee as to the extent such diversification will be achieved.

The Funds continue to generally target prospective Fund Managers with assets under management of \$5 billion or greater, though opportunistically may invest in smaller alternative asset managers with institutional platforms and/or attractive growth prospects. The Registrant believes that larger, more diversified and established managers offer greater predictability and stability of cash flows, as well as potentially presenting more compelling opportunities for Blackstone to add value as a strategic partner (through co-investment, access to new pools of capital, facilitation of succession plans). The Registrant generally plans to target leading managers with strong brands, institutional infrastructure, and diversified revenue drivers and client bases.

The ultimate goal of the Funds is to assemble a portfolio of Fund Manager Interests and ultimately to seek to monetize this portfolio through a public offering, recapitalization, financing or other method of achieving liquidity.

BSCA Advisors' activities will be limited to serving as co-investment advisor to certain co-investment vehicles, which will generally invest side-by-side with the Funds to the extent such Co-Investments become available. BSCA Advisors' authority with respect to the BSCA Advisors Co-Investment Vehicles typically will be more limited than the Registrant's authority with respect to the Funds.

The Funds permit certain persons to make selected Co-Investments. The General Partner, in its sole discretion and on a priority basis, has, and in the future can be expected to offer Co-Investments and related follow-on Co-Investments to (i) any person participating in the origination of such investment opportunity, (ii) any person whose participation in such investment the General Partner believes would be beneficial to the consummation or success of the investment, (iii) affiliates of Blackstone, including Other Blackstone Clients, current/former employees of Blackstone, and endowment funds, charitable programs and/or other similar or related entities associated with the foregoing, (iv) certain strategic partners and/or other important relationships of Blackstone, including key advisors, strategic partners and/or "anchor" investors with respect to the Funds, and/or (v) as otherwise provided in the Constituent Documents of the Funds. As a practical matter, due to constraints that may be imposed by Fund Managers, the Funds may not be in a position to offer Co-Investments to certain types of investors (or any investors). It is expected that investors will participate in Co-Investments on a no-fee basis, although the Registrant reserves the right to charge management fees and/or carried interest (or other similar

arrangements) with respect to Co-Investments on a case-by-case basis. As a general matter, the size of the investment opportunities pursued by the Funds and the investment guidelines of the Funds are such that the Funds may elect to hold the entire investment in the event Co-Investments are not offered or in the event that Co-Investments are offered, but are ultimately not consummated. In such cases, the Funds would acquire the entire investment opportunity and, accordingly, the Funds would bear all of the costs and expenses associated with such investment, including those costs and expenses that would otherwise have been borne by co-investors. Consequently, co-investors with respect to particular co-investments will generally not bear any share of broken-deal expenses and such expenses will be borne by the Funds (unless otherwise provided for in the Constituent Documents).

The General Partner and the Registrant generally will seek to ensure that the Funds and any co-investors participate in any Co-Investments and any related transactions on comparable terms to the extent practicable or appropriate. However, this may not be practicable or appropriate in all circumstances and certain co-investors enjoy terms more favorable or less favorable than those available to other co-investors or Investors in the Funds. Such differences may create a conflict for the Registrant in terms of allocating an opportunity among the Funds and co-investors. Generally, Co-Investment vehicles will share with the Funds, *pro rata*, in expenses relating to the applicable Co-Investment (based on the relative amounts invested thereby).

Assets Under Management

The Registrant's regulatory assets under management are approximately \$10,353,176,966 billion (as of December 31, 2023), all of which are managed on a discretionary basis. This includes committed capital that has not been drawn for any purpose (including for the purpose of acquiring Fund Manager Interests). Please note this figure is an unaudited estimate.

The assets reported above include assets with respect to which an investment adviser that is a "related person" (as defined in Form ADV) of the Registrant has delegated investment advisory authority to the Registrant. Such sub-advisory assets are excluded from the regulatory assets under management reported in the ADV Part 2As of the affiliated advisers that delegated the authority.

The assets reported above include assets attributable to the amount that clients of the Registrant have invested in clients advised by an investment adviser that is a related person

of the Registrant. As a result, those assets are included in the regulatory assets under management of both the Registrant and such other affiliated advisers.

The assets reported above include assets attributable to the amount that clients advised by an investment adviser that is a related person of the Registrant have invested in clients of the Registrant. As a result, those assets are included in the regulatory assets under management of both the Registrant and such other affiliated advisers.

The assets reported above exclude assets attributable to an investment by one client in another client that would represent a duplication of assets already included in calculating regulatory assets under management (so that such assets are counted only once).

Item 5 – Fees and Compensation

Management Fees

For its investment advisory services with respect to the Funds, the Registrant or an affiliated entity generally receives a management fee at an annual rate of up to 1.50% based on capital commitments/unfunded capital commitments and actively invested capital, as described in further detail in the Constituent Documents. In addition, the Registrant may also charge an annual servicing fee during certain periods (based on capital commitments and actively invested capital) as provided in the Constituent Documents. Generally, employees, retired partners, and certain former employees of Blackstone, as well as endowment funds, charitable programs and/or other similar or related entities associated with the foregoing, are not subject to such management fees or servicing fees. Fees for the Funds will vary and are disclosed in the relevant Constituent Documents, which have been provided to prospective investors. Fees generally are non-negotiable, except in the case of affiliates and certain strategic/significant relationships.

As part of the Investment Program, the Registrant (and/or its affiliates) may also receive certain types of fee income in connection with the services it provides to the Funds, including transaction fees, advisory fees, investment banking fees, break-up fees or other similar fees. In addition, affiliates of Blackstone may receive certain types of fees in connection with activities or services relating to the Fund Managers. Unless expressly stated otherwise in the relevant Constituent Documents, such fees will not be shared with investors (or be applied to reduce management fees allocated to the investors). Generally, subject to the Constituent Documents of the relevant Fund, the Management Fee payable by a Fund to the Registrant will be reduced (as disclosed in the Constituent Documents of the relevant Fund) by all or a portion of any fees (including commitment, transaction, break-up, organization, “topping”, advisory, directors’, monitoring, divestment or similar fees, or other cash or non-cash consideration, in respect of a Fund’s purchase, monitoring or disposition of an investment) received by the Registrant for transactions effected for such Fund’s account.

Other Blackstone Clients will have investment objectives that overlap with those of the Funds in certain material respects, and the Registrant’s or its affiliates’ management thereof will give rise to conflicts of interest relating to the Funds from time to time. For example, differing management fees charged to the Funds on the one hand, and such Other Blackstone Clients on the other, that invest on a side-by-side basis, will create conflicts of interest for

the Registrant and its affiliates, including with respect to the allocation of investment opportunities.

BSCA Advisors generally does not charge a management fee on assets under management, although it reserves the right to do so on a case-by-case basis. Please see **Item 11 – Potential Conflicts of Interest**.

Timing of Fee Payments

Fees are paid to the Registrant in accordance with the Constituent Documents. In general, management fees (and, where applicable, servicing fees) are paid on a quarterly basis in arrears on the last business day of each calendar quarter. Investors in the Funds are allocated and bear indirectly their pro rata share of management fees (and, where applicable, servicing fees) at the time a capital call notice is issued with respect to the relevant period. Investors are required to contribute capital to the Funds pursuant to a capital call notice in respect of their allocated share of such fees on a quarterly basis, although the Funds may instead elect to deduct such amounts from distributable cash (e.g., current income or disposition proceeds attributable to Fund Manager Interests or other permitted investments) otherwise payable to investors in its sole discretion.

Blackstone Strategic Relationships

Blackstone has entered, and can be expected to in the future, enter, into other strategic relationships with investors (and/or one or more of their affiliates). Such strategic relationships may involve an overall relationship with Blackstone that could incorporate one or more strategies, funds or products in addition to the Funds or otherwise involving other value-added or strategic activities (“**Strategic Relationships**”). A Strategic Relationship often involves (but is not required to involve) an investor agreeing to make a capital commitment to multiple Blackstone funds or vehicles, one of which may be a Fund and may comprise multiple lines of business or be dedicated to a single business unit, product type or asset class, and may also or alternatively involve the provision of services and/or financing to the Funds or their affiliates, Fund Managers and/or portfolio companies of the Fund Managers. Investors will not receive a copy of any agreement memorializing a Strategic Relationship program (even if in the form of a side letter) and will be unable to elect in any “most-favored nations” election process any such rights or benefits afforded through a Strategic Relationship. Specific examples of such additional rights and benefits include, among others, specialized reporting, discounts or reductions on and/or reimbursement or

rebates of management fees or carried interest, secondment of personnel from the investor to Blackstone (or *vice versa*), targeted amounts for co-investments alongside Blackstone funds (including, without limitation, preferential or favorable allocation of co-investment, and preferential terms and conditions related to co-investment or other participation in Blackstone vehicles (including any carried interest and/or management fees to be charged with respect thereto, preferential opportunities to provide financing, as well as any additional discounts, reductions, reimbursements or rebates thereof or other penalties that would result if certain target co-investment allocations or other conditions under such arrangements are not achieved)). For the avoidance of doubt, such examples are not exhaustive, and the specific terms of any such additional rights and benefits that are ultimately granted to one or more investors may vary from the rights and benefits offered to investors generally under the applicable Constituent Documents of the Funds. A co-investment term that is part of a Strategic Relationship can be expected to include co-investment in investments made by the Funds. To the extent any such discounts or reductions on management fees with respect to an investor due to a Strategic Relationship result in a reduction in the amount of capital contributions such investor makes to a Fund, the unpaid capital commitments of such investor will fluctuate disproportionately as compared to the unpaid capital commitments of any other investor without such discount or reduction (and the same consequences will result from the different management fee terms amongst investors in such Fund as provided for in the applicable Constituent Documents) (See also “—Diverse Investor Group” in Item 10 below.) Blackstone, including its personnel, can be expected to receive compensation from Strategic Relationships and be incentivized to allocate investment opportunities to or source investment opportunities for Strategic Relationships. Strategic Relationships will, in certain circumstances, therefore result in fewer investment opportunities and/or co-investment opportunities (or reduced allocations) being made available to other investors in the Funds. In addition, from time to time, Blackstone may enter into economic and/or fee sharing arrangements with respect to one or more Funds and/or certain investors thereof, which rights will not generally be made available to other investors.

Additional Fees and Expenses

The Constituent Documents of each Fund provide a description of any additional fees and expenses for which such Fund will be responsible in addition to the management fees and any performance-based allocations or fees (see Item 6 below).

Generally, each Fund is, to the extent permitted by applicable law, responsible for all costs and expenses relating to the organization of such Fund and of maintaining the operations of such Fund and the investments made by or on behalf of such Fund, including, without limitation, all organizational expenses of the Fund (in certain cases subject to a cap); costs that relate to organizational matters, such as costs and expenses for diligencing placement agents, costs and expenses of administering and monitoring compliance with side letters entered into with investors (including the process of distributing and implementing applicable elections pursuant to any “most-favored-nations” clauses in side letters), and costs and expenses incurred in connection with the preparation and filing of reports and related matters pertaining to regulatory compliance, including with respect to the AIFMD, SFDR, and other applicable EEA regulations, in connection with the establishment and offering of interests by the Fund and, thereafter, as part of its ongoing activities (such as filings required in certain U.S. states or foreign jurisdictions as a result of an investor’s admission to the Fund); expenses of liquidating the Fund, its parallel funds and intermediate entities, the parallel funds and the intermediate entities; independent representatives, accountants, auditors, advisors (including tax advisors), administrative agents, depositaries, paying agents, consultants (including ESG and/or sustainability consultants) and any officers (including anti-money laundering officers); expenses and fees (including compensation and benefits costs) charged or specifically attributed or allocated by the Registrant and/or its affiliates for data related services (*e.g.*, data analytics and statistical modeling) provided to the Fund and any parallel fund and/or its portfolio entities (including in connection with prospective investments); expenses incurred in connection with energy, sustainability and ESG-related programs and initiatives with respect to the Fund; *provided*, that any such expenses, charges or related costs shall not be greater than what would be paid to an unaffiliated third party for substantially similar services; expenses of loan servicers and asset/property management and other service providers, fund administrators, custodians, investment bankers, trustees and other third-party professionals; valuation costs (including expenses incurred in connection with services performed by any independent valuation advisor); expenses relating to FOIA requests or other public disclosure law requests, expenses and fees relating to ongoing compliance-related matters and reporting obligations (including, without limitation, regulatory filings of the Registrant and its affiliates relating to the Fund, its intermediate entities and any parallel fund’s and their activities, including reporting under the AIFMD on Annex IV of SFDR, Form PF, other reports to be filed in connection with the requirements of the U.S. Commodity Futures Trading Commission and reports, disclosures, filings and notifications prepared, and service providers appointed, in connection with the laws, rules, regulations or similar requirements of jurisdictions in which the Fund engages in activities (or in which any actual or potential investor is resident or

established), including any notices, disclosures, reports, disclosures or filings (including those in connection with the offering of interests and costs associated with the marketing passport provided for in accordance with the AIFMD or the SFDR and any related regulations, costs, expenses, charges or fees of an internal nature relating to the Fund, its intermediate entities and their activities)); costs, fees and expenses of directors and officers; general partnership liability or other insurance for the benefit of the Registrant and its affiliates and related persons; administrative and accounting expenses and related costs (including fees, costs and expenses charged or specifically attributed or allocated to the Fund or its Portfolio Entities by the Registrant or its affiliates with respect to administrative and accounting services to the Fund or its Portfolio Entities (including overhead related thereto)), and expenses, charges and related costs incurred by the Fund, the Registrant or its affiliates in connection with such provision of administrative and accounting services by the Registrant or its affiliates to the Fund (or specifically attributed or allocated thereto), *provided*, that any such expenses, charges or related costs specifically attributed or allocated by the Registrant or its affiliates to the Fund or its Portfolio Entities shall not be greater than what would be paid to an unaffiliated third party for substantially similar services; expenses, charges, fees and related costs associated with valuation, appraisal, auditing, accounting, market data and research (including software and hardware used for processing, collecting, distributing and storing such data), news and quotation equipment and services and data collection and/or subscriptions and including costs allocated by Blackstone's internal research groups (which are generally based on time spent and third party groups)), internal and third-party printing (including a flat service fee) and publishing (including time spent performing such printing and publishing services), delivery and reporting-related expenses, charges and related costs (including preparation and delivery of financial statements, tax returns (including any tax returns or filings required to be made by the Fund in any jurisdictions in which any investor is resident or established) K-1s, Forms 200 or 205, as applicable and other communications or notices relating to the Fund, including periodic investor notices and communications) technology related expenses (including costs and expenses of employee, consultant, third-party service providers/or subscriptions and related software/hardware/SaaS and server infrastructure and hosting (including that analyze operational improvements as a part of due diligence, otherwise utilized in connection with the Fund's investment or utilized in connection with reporting and communication to the investors) (including, for example, Investor Reporting, HedgeHog, HedgeSphere, iLevel, Niagra and Investran)) and operational activities, assets under management, usage rates, proportionate holdings, or a combination thereof, third-party groups, technology-related expenses, each including costs, expenses and charges specifically attributed or allocated by the Registrant and its affiliates related thereto; taxes, tax-related

interest, fees, costs of obtaining non-U.S. tax receipts or other governmental charges levied against the Fund, and expenses incurred in connection with any tax audit, examination, investigation, settlement, review or other proceeding of the Fund; expenses of any meetings with investors regardless of whether all investors are invited to such meetings (including reasonable accommodation, meal, travel, entertainment and other similar expenses of investors in connection with such meetings), costs, fees and/or expenses associated with responding to information requests from investors and other persons, expenses of any independent client representative and members of an L.P. Advisory Committee (as defined below) (including, for the avoidance of doubt, travel, accommodation, meal, event entertainment and other similar expenses in connection with any meetings of an L.P. Advisory Committee and the fees, expenses and costs of any legal counsel or other service providers retained by, or at the direction or for the benefit of, an L.P. Advisory Committee); expenses of third-party advisors (including senior advisors and operating partners) and advisory committees of the Fund as well as other goods and services provided by third parties and other third party professionals, insurance (including costs of title insurance), indemnification expenses (including advancement of any fees, costs or expenses to persons entitled to such indemnification), clearing costs, expenses of any advisors; expenses, costs and fees of any consultants (including individuals consulted through expert network consulting firms, banks, investment banks and brokerage commissions); the cost of trading (including trading errors); the cost of borrowings, guarantees and other financing or derivative transactions (including interest, fees and related legal expenses) and the issuance of debt securities and the costs of establishing such indebtedness, and the costs of monitoring compliance therewith; fees, costs and expenses related to hedging and currency conversion; federal, state or other taxes and tax penalties, governmental charges, fees, costs and expenses (including tax-related structuring and legal fees, costs and expenses) related to the organization or maintenance of any entity (including intermediate entities or other vehicles through which the Fund or its investors invest) directly or indirectly to acquire, hold or dispose of any one or more investment(s) or otherwise facilitating the Fund's investment activities directly or indirectly to source, acquire, hold or dispose of any Investment or otherwise facilitating the Fund's investment activities, including any expenses related to attending trade association and/or industry meetings, conferences or similar meetings (including, without limitation, travel, accommodation and related expenses related to such entity, fees paid to any service providers of such entities (including Blackstone Europe Fund Management S.à r.l. and any other affiliates of the Registrant) and the salary and benefits of any personnel (including personnel of the Registrant or its affiliates) reasonably necessary and/or advisable for the maintenance and operation of such entities), including telephone and e-mail expenses necessary and/or advisable for the maintenance and operation of such

entities and other overhead expenses (including, for example, the salary and compensation of personnel of any Luxembourg entities formed in connection with the Fund's and/or any parallel fund's activities and costs and expenses (including airfare and lodging) of the meetings of officers or directors of such entities or their general partners) in connection therewith and costs associated with the leasing of office space (including, without limitation, rent and refurbishment costs) and Blackstone's activities (e.g., the appointment of new managers) for such entities in Luxembourg (which may be made with one or more affiliates of the Registrant or any Portfolio Entity as lessor); unreimbursed out-of-pocket expenses incurred in connection with any actual or proposed transfer or interests; and the costs and expenses of insurance (including expenses related to procurement, brokerage and placement solutions and risk management services thereof); secretarial and postage fees; and costs and expenses relating to reorganization, redomiciliation, restructuring or amendments to the constituent documents of the Fund and related entities, whether or not consummated. Any investor that would have exercised its right to opt-out of a potential investment (pursuant to the terms of its side letter or otherwise), would still be required to bear its share of any broken deal expenses associated with such potential Investment in the event it is not consummated. Investments may be structured in a manner such that the Fund invests in one or more investments through one or more "master" vehicles that are formed for co-investors (including, without limitation, consultants) to participate in such investments through, and in such cases the Fund may bear expenses related to such vehicles, including organizational and audit expenses.

Investors in a Fund are typically allocated (or otherwise bear) their pro rata share of such fees and expenses, which will be calculated based on capital commitments, invested capital, available capital or other metrics as determined by the General Partner of each Fund in its sole discretion.

Blackstone will also provide strategic support services to certain Fund Managers, including, without limitation, client development, fundraising, marketing, strategy, product development, HR/talent management and other operational assistance and value creation (as provided in the Constituent Documents). The expenses associated with such services, including the compensation and benefits of the strategic support personnel performing such services, will be allocated among the Registrant, the Funds and/or applicable affiliates of the Registrant as determined by the Registrant in good faith in accordance with its strategic support expense policy, subject to the terms (including applicable caps) of the Constituent Documents of the applicable Funds. Specifically, subject to the relevant caps, the costs of the compensation and benefits of strategic support personnel are expected to be allocated

through the use of timesheets (which is a subjective process and involves approximations). The costs of strategic support services do not offset the management fee.

Affiliates of the Registrant will provide services to Fund Managers. Any fees paid to such affiliates will be negotiated on an arms-length basis and will inure solely to the benefit of such affiliate (see **Item 10 – Other Financial Industry Activities and Affiliations**).

From time to time, a General Partner of a Fund will be required to decide whether costs and expenses are to be borne by a Fund, on the one hand, or the General Partner, the Registrant, Other Blackstone Clients and/or co-investors, on the other hand, and/or whether certain costs and expenses should be allocated between or among a Fund, on the one hand, and Other Blackstone Clients and/or co-investors, on the other hand. Certain expenses will be suitable for only a particular Fund or Other Blackstone Client participating in specific investments and will be allocated to and borne only by such funds, or, as is more often the case, expenses will be allocated pro rata (or in some other manner reasonably determined by the General Partner) among the Fund and Other Blackstone Clients or other co-investing vehicles even if the expenses relate only to or are prepared primarily for the benefit of particular vehicle(s) and/or investor(s) therein (including, for example, the expenses of any feeder entities and any parallel funds and each of their respective alternative investment vehicles and/or expenses in connection with assessing, monitoring, conducting diligence, reporting and attestation with respect to the social and environmental impact of any portfolio investment or proposed investment, including fees payable to third parties incurred in connection therewith (including expenses related to the development of any impact assessment program) irrespective of whether any such information is made available to investors in the Funds or such Other Blackstone Clients, as applicable). The General Partner of the applicable Fund will make such allocation judgments in its fair and reasonable discretion, notwithstanding its interest in the outcome, and will make corrective allocations should, based on periodic reviews, it determine that such corrections are necessary or advisable. This will result in (i) a Fund bearing a portion of certain partnership expenses and/or organizational expenses attributable to Luxembourg parallel fund (and/or another parallel fund) that are not directly connected to such Fund and its activities, and (ii) a Luxembourg parallel fund (and/or another parallel fund) bearing certain partnership expenses and/or organizational expenses of the Fund that are not directly connected to such parallel fund or its activities. There can be no assurance that a different manner of allocation would not result in a Fund or Other Blackstone Client bearing less (or more) expenses.

Additionally, the Registrant could require, pursuant to each applicable Fund's Constituent Documents, that investors investing less than a specified amount in such Fund pay an

additional servicing fee to the Registrant. This fee, if any, will generally be payable quarterly in arrears.

Note that the Constituent Documents for certain Funds provide for a cap on the organizational expenses chargeable to such Fund; organizational expenses in excess of such cap are paid by the Registrant or one of its affiliates, as applicable.

Further, the Funds bear their direct expenses and management costs, as well as their pro rata share of certain expenses and management costs incurred directly or indirectly by the Fund Managers and their Manager-Sponsored Funds (as applicable) in which Funds indirectly invest. This will result in more expenses being borne by the investors than if the investors were able to invest directly in the Manager-Sponsored Funds. In addition, although Blackstone does not expect that any Fund will be charged management fees or bear incentive fees or allocation in its capacity as a direct or indirect investor in a Manager-Sponsored Fund, there will be organizational and operating expenses associated with the Manager-Sponsored Funds of the Fund Managers that the applicable Funds will bear a portion of.

The Registrant, its affiliates and their respective personnel also can be expected to receive certain intangible and other benefits, discounts and perquisites arising or resulting from their activities on behalf of the Funds, the value of which will not offset or reduce management fees or otherwise be shared with the Funds or investors therein. For example, airline travel or hotel stays incurred as fund expenses will result in “miles” or “points” or credit in loyalty/status programs, and such benefits will, whether or not de minimis or difficult to value, inure exclusively to the benefit of the Registrant, its affiliates and their personnel or related parties receiving it (and not a Fund or investors therein), even though the cost of the underlying service is borne by a Fund as fund expenses. The Registrant, its affiliates and their respective personnel and related parties, and third parties designated by the foregoing, also receive discounts on products and services provided by Fund Managers, Manager-Sponsored Funds and their Portfolio Entities and/or customers or suppliers of such Fund Managers, Manager-Sponsored Funds and their Portfolio Entities.

Employee Compensation for Sales of Securities

No employee of the Registrant accepts or otherwise receives, directly or indirectly, any compensation for the sale of securities or other investment products.

Please also see **Item 12 – Brokerage Practices**.

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

Performance-Based Allocations

In addition to the management fees and other fees described in Item 5 above, the General Partners generally receive a carried interest distribution of up to 20% of the net profits generated in respect of each Fund Manager Interest (or other permitted investment), subject to the Funds first making distributions to investors to achieve a 5-8% preferred return. The General Partner's entitlement to carried interest may apply with respect to disposition proceeds relating to "realized" investments and/or current income relating to unrealized investments in accordance with the Constituent Documents of the relevant Funds.

Investors in a Fund are generally required to bear their *pro rata* share of such carried interest distributions. These fee arrangements are more thoroughly described in the Constituent Documents.

Generally, affiliates, employees, retired partners, and certain former employees of Blackstone, as well as endowment funds, charitable programs and/or other similar or related entities associated with the foregoing, are not subject to carried interest distributions or other performance-based fees.

Note that the existence of a performance-based allocation will incentivize the Registrant to manage a Fund's assets in a more aggressive manner than if there were no such allocation. Further, Other Blackstone Clients will have investment objectives that overlap with those of the Funds in certain material respects, and the Registrant's or its affiliates' management thereof will give rise to conflicts of interest relating to the Funds from time to time. For example, differing performance-based allocations or fees for Funds on the one hand, and such Other Blackstone Clients or another Fund on the other, that invest on a side-by-side basis, will create conflicts of interest for the Registrant and its affiliates, including with respect to the allocation of investment opportunities. However, the Registrant will manage each Fund's assets in accordance with the investment strategy disclosed in each Fund's Constituent Documents.

BSCA Advisors does not charge performance-based fees on assets under management. Please see **Item 11 – Potential Conflicts of Interest**.

Timing of Performance-Based Allocations

As described in the respective Constituent Documents of each Fund, performance-based allocations are generally allocated or paid, as the case may be, upon the making of any distribution to investors following the return of all capital contributions with respect to investments, or all capital contributions for realized investments, as the case may be, to the investors, and a preferred return thereon in accordance with the Constituent Documents of the Funds.

Item 7 – Types of Clients

The Registrant manages the Funds. The Funds are marketed to certain institutional investors and sophisticated, high-net worth individual investors capable of understanding the risks of their investments, including the following types of investors:

- Banks and other financial institutions
- Insurance companies
- Investment companies
- Public and private retirement and pension plans
- Public and private profit-sharing plans
- Trusts and estates
- Charitable organizations
- State and municipal government agencies
- Sovereign wealth funds
- Family offices and fund of funds
- Hedge funds
- Private equity funds
- High net worth individuals (including related retirement accounts)
- Corporations
- Business entities other than those listed above
- Certain Blackstone employees

All potential investors admitted to the Funds are subject to certain suitability requirements (including, in most circumstances, that each investor in the Funds be an “accredited investor” as defined in Regulation D under the U.S. Securities Act of 1933, as amended, and a “qualified purchaser” as defined in Section 2(a)(51) of the U.S. Investment Company Act of 1940, as amended) and compliance procedures (including anti-money laundering procedures), prior to acceptance of any subscription or investment amount for any Fund. In addition, any separate maintenance or other investment-related provisions (*e.g.*, minimum commitment sizes) will be provided in the Constituent Documents of each Fund established by the Registrant after the date hereof, which documents are made available to each potential investor prior to investment.

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

Methods of Analysis

The Registrant identifies, researches, interviews, evaluates, selects and monitors the Fund Managers in which the Funds acquire Fund Manager Interests. The Registrant will negotiate ownership terms and percentages relating to Fund Manager Interests.

The Registrant's evaluation criteria will include, but are not limited to:

- Fundamental investment analysis of Fund Managers and, as applicable, their Manager-Sponsored Funds and portfolio companies
- Investment performance
- Investment strategies and philosophies
- Factors relating to management of, and investment professionals associated with, Fund Managers (e.g., experience, commitment and reputation)
- The fees associated with Manager-Sponsored Funds and the Manager-Sponsored Funds' terms (e.g., term, investment period, preferred return)
- Investment capacity
- Concentrations/diversification
- Prevailing market conditions and other considerations

The Registrant will generally allocate investment opportunities among Funds on a basis that it determines to be fair and reasonable basis in its sole discretion according to guidelines and factors determined by it. The factors the Registrant will consider in making allocation decisions include, but are not limited to:

- Available capital as determined by the Registrant in good faith (which could take into account relative portfolio composition, anticipated co-investment and other considerations in addition to buying power)
- Legal, tax, accounting, regulatory, operational and other considerations
- Primary and permitted investment strategies, guidelines, liquidity positions and requirements, mandates, focus and objectives
- Sourcing of the investment
- Sector and geography/location of the investment

- Specific nature (including size, type (including whether debt or equity), amount, liquidity, holding period, anticipated maturity and minimum investment criteria) of the investment
- Expected investment return
- Risk/return profile of the investment
- Management of any actual or potential conflict of interest
- Expected availability and degree of leverage on the investment
- Expected cash characteristics (such as cash-on-cash yield, distribution rates or volatility of cash flows)
- Capital expenditure required as part of the investment
- Portfolio diversification and concentration concerns
- Relation to existing investments in a fund, if applicable
- Timing expected to be necessary to execute an investment
- Nature and extent of involvement in the transaction of the respective teams of investment professionals in sourcing and underwriting the investment
- Avoidance of odd lots or excessive transaction costs relative to size of participation
- Need to rebalance positions held in an investment due to capital infusions or withdrawals
- Contractual arrangements with clients
- Ability to employ, availability, timing of and form of leverage, hedging, derivatives, credit facilities, syndication strategy or similar strategies in connection with acquiring, holding or disposing of the investment
- Other considerations deemed relevant by the Registrant in good faith

The Registrant is permitted to, in its sole discretion, offer one or more of the Funds' investors, another Blackstone vehicle or other third-parties, an opportunity to co-invest with a Fund in any investment on such terms as will be agreed among such parties. In determining which investors will be offered co-investment opportunities, the Registrant expects to consider, among other things:

- whether an investor played a role in sourcing a particular opportunity
- the ability of an investor to execute a co-investment transaction quickly and efficiently
- the reliability and creditworthiness of an investor
- indications of interest from an investor in co-investment opportunities (it being understood, for the avoidance of doubt, that an investor's indication of its interest in co-investment opportunities will not ensure its consideration for any opportunity)

- any other strategic considerations (including, but not limited to, the length of time that an investor has had an investment relationship with the Registrant or Blackstone and the size of an investor's capital commitment to the Fund or product managed by the Registrant or Blackstone)

Where consistent with a Fund's Constituent Documents, the Registrant also seeks to integrate Environmental, Social, and Governance ("**ESG**") principles into its investment process and operating philosophy. The Registrant has adopted an ESG policy, which outlines the Registrant's approach to integrating an analysis of ESG factors in its investment activities.

Investment Strategies

The Registrant endeavors to diversify Fund Manager Interests across investment strategies, asset classes and geographies, although there is no guarantee as to the extent such diversification will be achieved. The Investment Program seeks to pursue investments through the Funds relating to (i) public market managers and (ii) private market managers (in accordance with the respective investment strategies and Constituent Documents of each of the Funds).

Risk of Loss

An investment in a Fund entails a significant degree of risk and therefore should be undertaken only by investors capable of evaluating the risks associated with an investment in a Fund and bearing the risks such investment represents. A successful program of investing is dependent upon and subject to certain risks, including risks relating to, among other things (i) the quality of the management and controls of the Funds, the Fund Managers, the Manager-Sponsored Funds and their Portfolio Entities; (ii) the ability of the management of the Funds and the Fund Managers to identify and consummate attractive investment opportunities; (iii) general economic conditions; and (iv) the ability of the Funds and the Fund Managers to liquidate their investments on attractive terms. The Constituent Documents of each Fund will contain detailed descriptions of certain of the risks associated with an investment in such Fund. Below is a non-exhaustive list of certain risks associated with such investments (some of which will not apply to a particular Fund):

1. No Assurance of Investment Return.
2. No/Limited Operating History.
3. Reliance on the Sponsor and Underlying Fund Managers.
4. Risk of Certain Events Related to Blackstone.

5. Role of Fund Professionals; Increasing Competition for Talent.
6. Business and Regulatory Risks of Private Funds.
7. Possession of Non-Public Information by Blackstone Businesses.
8. Possibility of Different Information Rights; Information Sourcing.
9. Limitations on Availability of Exit Opportunities.
10. Indefinite Term.
11. Investment Period.
12. Cancellation of Investment Period.
13. Forward-looking Statements.
14. Force Majeure Risk.
15. Sustainability Risks.
16. Highly Competitive Market for Investment Opportunities; Operators and Other Partners.
17. General Economic and Market Conditions.
18. Financial Market Fluctuations.
19. Inflation.
20. Economic, Political and Social Risks.
21. Epidemics/Pandemics.
22. Coronavirus and Public Health Emergencies.
23. Trade Policy.
24. Terrorist Activities.
25. Weather and Climatological Risks.
26. Corruption; FCPA Considerations.
27. Foreign Capital Controls.
28. Legal Framework and Corporate Governance.
29. Potential Collapse of the Euro.
30. UK Exit from the European Union.
31. Chinese Growth Slowdown; Chinese Economy.
32. Hong Kong National Security Law.
33. Registration under the U.S. Commodity Exchange Act.
34. Certain Strategies of Fund Managers and their Pooled Investment Vehicles.
35. Private Illiquid Investments.
36. Controlling Interests.
37. Equity and Equity-Related Investments.
38. Growth Equity Investments.
39. Broad Private Equity Oriented Investment Mandate.
40. Credit Investments.

41. Debt Investments.
42. Buyout Investments.
43. Real Estate Risks Generally.
44. Real Estate Risks - Legislative & Regulatory Enactments.
45. Restructurings.
46. Preferred/Structured Equity.
47. Risks in Effecting Operating Improvements.
48. Investments Outside of the United States.
49. Investments in Emerging Markets.
50. Investments in Smaller or Less Established Companies.
51. Investments in Regulated Industries.
52. Environmental Matters.
53. Governmental Action Risk.
54. Minority Investments.
55. Risk of Bridge Financing.
56. Broken Deal Expenses.
57. Contingent Liabilities on Disposition of Investments.
58. Restrictions on Transfer or Withdrawal.
59. Risks Relating to the Use of Leverage by a Pooled Investment Vehicle.
60. Default of the Fund's Interest in a Pooled Investment Vehicle.
61. Control Positions and Non-Controlling Investments; Investments with Third Parties.
62. Future Investment Techniques and Instruments.
63. Disruptions.
64. Availability of Insurance for Certain Catastrophic Losses.
65. Adequacy of Reserves.
66. Deployment of Capital.
67. The Fund May Distribute Illiquid Investments In-Kind.
68. Distributions.
69. Deemed Distribution in Connection with Public Listing.
70. Failure to Make Capital Contributions or Other Required Payments.
71. Minority and Non-Control Investments in Fund Managers and Pooled Investment Vehicles; Dependence on Fund Managers.
72. Limited Partners Will Not Have any Direct Interest in any Fund Manager or Pooled Investment Vehicles.
73. Past Performance of Fund Managers Is Not Indicative of Future Performance.
74. Additional Risks Applicable to Allocation of Investments to Certain Fund Managers.

75. Ability of Fund Managers to Enter New Lines of Business and Change Investment Objectives.
76. Strategic Support Expense.
77. Risks Arising from the Departure of Certain Key Persons; Investor Rights.
78. Misconduct and Regulatory Non-Compliance and Fund Reputation; Bad Acts of Fund Managers, Employees, Portfolio Companies or Service Providers.
79. Risk Management Activities; Due Diligence.
80. Competition for Pooled Investment Vehicle Investments.
81. Attractiveness to Fund Managers of an Investment by a Fund.
82. Limited Transparency.
83. Potential Exposure to Claims.
84. Increase in Amount of Assets Under Management.
85. Anti-Dilution Rights.
86. Clawback Payments to Fund Managers.
87. Fund Manager Accounting and Reporting.
88. Conflicts of Interest at the Fund Manager Level.
89. Termination of Certain Fund Manager Investments.
90. The Fund May Make Commitments in Excess of Its Capital Commitments.
91. Additional Capital.
92. The Fund May Retain Proceeds of Investments.
93. Financial Reporting Risks of Global Investing.
94. Restrictions on Use of Blackstone's Resources by Sponsor's Business.
95. Terms of Investment.
96. Multiple Levels of Fees and Expense.
97. Lack of Coordination Among Fund Managers.
98. Expedited Transactions.
99. Bridge Financings.
100. Leverage; Subscription Line of Credit.
101. Foreign Currency and Exchange Rate Risks.
102. European Market Infrastructure Regulation.
103. MiFID II obligations.
104. Access to Research.
105. Equities – mandatory on-exchange trading.
106. OTC derivatives.
107. Commodity position limits and reporting.
108. EU Risk Retention Requirements.
109. Investment Concentration.

110. Documentation and Legal Risks.
111. Permits, Approvals and Licenses.
112. Legal, Tax and Regulatory Risks.
113. Fund and Sponsor Registration.
114. OFAC and Sanctions Considerations.
115. Pay-to-Play Laws, Regulations and Policies.
116. Financial Industry Regulation.
117. Change of Law Risk.
118. Regulated or Exempt Organizations.
119. European Commission Action Plan on Financing Sustainable Growth.
120. General Tax Considerations.
121. Phantom Income.
122. Tax Considerations for the Partnership.
123. Tax Considerations for the Cayman Parallel Fund
124. Non-U.S. Taxes.
125. Delayed Schedules K-1.
126. IRS Challenge.
127. Taxation in Investee Jurisdictions.
128. Proposed Tax Legislation Adversely Affecting Blackstone Employees and Other Service Providers.
129. Compliance with the AIFM Directive.
130. OECD's BEPS action points.
131. DAC6.
132. Cyber Security Breaches, Identity Theft. Denial of Service Attacks, Ransomware Attacks and Social Engineering Attempts.
133. Electronic Delivery of Certain Documents.
134. No Market for Limited Partnership Interests; Restrictions on Transfers.
135. Possible Dilution from Subsequent Closings and Other Late-Coming Investors.
136. Recycling.
137. Possible Exclusion.
138. Risks Relating to Liquidity Event.
139. Amendments.
140. Decision Making Authority.
141. Negative Consent.
142. Handling of Mail.
143. Health, Safety, the Environment, Social Responsibility and Corporate Governance.
144. Valuations and Changing Accounting Standards.

- 145. Investment Risks in General.
- 146. Business Risks Associated with Hedge Funds.
- 147. Valuation of Direct LP Investments.
- 148. Turnover.
- 149. Short Selling.
- 150. Custodial Risks.
- 151. Failure of Futures Commission Merchants.
- 152. Risk of Counterparty Default.
- 153. Suspension of Trading.
- 154. Certain Exotic Strategies Pursued by Fund Managers.
- 155. Lower Rated Debt, Distressed Equity and Debt Related Securities.
- 156. Opportunistic Macro Investing.
- 157. Synthetic Investment Strategies.

The above lists reflects the risks detailed in the Constituent Documents for the Funds, as well as additional material risk factors that have arisen since the date of such Memorandum. The above list is provided for illustrative purposes and is not intended to be all inclusive.

Inflation. The U.S. and other developed economies are experiencing higher-than-normal inflation rates. It remains uncertain whether substantial inflation in the U.S. and other developed economies will be sustained over an extended period of time and how significantly it will impact the U.S. or other economies. Inflation and rapid fluctuations in inflation rates have had in the past, and could in the future have, negative effects on economies and financial markets, particularly in emerging economies. For example, if a Portfolio Entity is unable to increase its revenue in times of higher inflation, its profitability will likely be adversely affected, including, without limitation, as a result of increased operating costs. Portfolio Entities could have revenues linked to some extent to inflation, including, without limitation, by government regulations and contractual arrangements. Nevertheless, as inflation rises, even if a Portfolio Entity earns more revenue, it will typically also incur higher expenses. Furthermore, as inflation declines, it is possible that a Portfolio Entity will not be able to reduce expenses commensurate with any resulting reduction in revenue. Additionally, wages and prices of inputs increase during periods of inflation, which can negatively impact returns on investments. In an attempt to stabilize inflation, certain countries have imposed and could continue to impose wage and price controls or otherwise intervene in the economy, and certain central banks have raised and could continue to raise interest rates.

Past governmental efforts to curb inflation have also involved more drastic economic measures that have had a materially adverse effect on the level of economic activity in the countries where such measures were employed, and similar governmental efforts could be taken in the future to curb inflation and could have similar effects. Certain countries, including the U.S., have recently seen increased levels of inflation and there can be no assurance that inflation will not become a more serious problem in the future and have a material adverse impact on Funds' returns.

Cybersecurity and Data Protection. Blackstone's operations are highly dependent on its technology platforms, and Blackstone relies heavily on its analytical, financial, accounting, communications and other data processing systems. Blackstone's systems face ongoing cybersecurity threats and attacks, which could result in the loss of confidentiality, integrity or availability of such systems and the data held by such systems. Attacks on Blackstone's systems could involve, and in some instances have in the past involved, attempts intended to obtain unauthorized access to Blackstone's, the Funds' or Other Blackstone Clients' and their underlying investors' proprietary information, destroy data or disable, degrade or sabotage Blackstone's systems, or divert or otherwise steal funds, including through the introduction of computer viruses, "phishing" attempts and other forms of social engineering. Attacks on Blackstone's systems could also involve ransomware or other forms of cyber extortion. Cyberattacks and other data security threats could originate from a wide variety of external sources, including cyber criminals, nation state hackers, hacktivists and other outside parties. Cyberattacks and other security threats could also originate from the malicious or accidental acts of insiders, such as employees, consultants, independent contractors or other service providers.

There has been an increase in the frequency and sophistication of the cyber and data security threats Blackstone faces, with attacks ranging from those common to businesses generally to those that are more advanced and persistent, which could target Blackstone because, as an alternative asset management firm, Blackstone holds a significant amount of confidential and sensitive information about the Funds, Other Blackstone Clients and their respective Portfolio Entities, potential investments and investors. As a result, Blackstone could face a heightened risk of a security breach or disruption with respect to this information. There can be no assurance that measures Blackstone takes to ensure the integrity of its systems will provide adequate protection, especially because cyberattack techniques are continually evolving and it is possible cyberattacks will persist undetected over extended periods of time and/or will not be mitigated in a timely manner to prevent or minimize the impact of an attack on Blackstone, the Funds, Other Blackstone Clients and their respective Portfolio

Entities, potential investments or investors. If Blackstone's systems or those of third-party service providers are compromised either as a result of malicious activity or through inadvertent transmittal or other loss of data, do not operate properly or are disabled, or Blackstone fails to provide the appropriate regulatory or other notifications in a timely manner, Blackstone could suffer financial loss, increased costs, a disruption of Blackstone's businesses, liability to Blackstone's counterparties, the Funds, Other Blackstone Clients and their respective investors, regulatory intervention or reputational damage. It can be expected that costs related to certain cyber or other data security threats or disruptions will not be fully insured or indemnified by other means.

In addition, Blackstone could also suffer losses in connection with updates to, or the failure to timely update, the technology platforms on which it relies. Blackstone is reliant on third-party service providers for certain aspects of its business, including for the administration of certain Funds and Other Blackstone Clients, as well as for certain technology platforms, including cloud-based services. These third-party service providers could also face ongoing cybersecurity threats and compromises of their systems and as a result, unauthorized individuals could gain, and in some past instances have gained, access to certain confidential data.

Cybersecurity and data protection have become top priorities for regulators around the world. Many jurisdictions in which Blackstone operates have laws and regulations relating to privacy, data protection and cybersecurity, including, as examples, the General Data Protection Regulation ("**GDPR**") in the European Union, the U.K. Data Protection Act, and the California Privacy Rights Act ("**CPRA**"). In addition, in February 2022, the SEC proposed rules regarding registered investment advisers' and funds' cybersecurity risk management requiring the adoption and implementation of cybersecurity policies and procedures, enhanced disclosure in regulatory filings and prompt reporting of certain cybersecurity incidents to the SEC, which, if adopted, could increase Blackstone's compliance costs and potential regulatory liability related to cybersecurity. Some jurisdictions have also enacted or proposed laws requiring companies to notify individuals and government agencies of data security breaches involving certain types of personal data.

Breaches in Blackstone's security or in the security of third-party service providers, whether malicious in nature or through inadvertent transmittal or other loss of data, could potentially jeopardize Blackstone's, its employees', the Funds', Other Blackstone Clients', Portfolio Entities' or their respective investors' or counterparties' confidential, proprietary and other information processed and stored in, and transmitted through, Blackstone's computer

systems and networks, or otherwise cause interruptions or malfunctions in Blackstone's, its employees', the Funds', Other Blackstone Clients', Portfolio Entities', their respective investors' or counterparties' or third parties' business and operations, which could result in significant financial losses, increased costs, liability to the Funds' and Other Blackstone Clients' investors and other counterparties, regulatory intervention and reputational damage. Furthermore, if Blackstone fails to comply with the relevant laws and regulations or fails to provide the appropriate regulatory or other notifications of breach in a timely matter, it could result in regulatory investigations and penalties, which could lead to negative publicity and reputational harm and could cause the Funds' and Other Blackstone Clients' investors and clients to lose confidence in the effectiveness of Blackstone's security measures and Blackstone more generally.

The Funds' and Other Blackstone Clients' Portfolio Entities also rely on data processing systems and the secure processing, storage and transmission of information, including payment and health information, which in some instances are provided by third parties. A disruption or compromise of these systems could have a material adverse effect on the value of these businesses. Certain Funds and Other Blackstone Clients could invest in strategic assets having a national or regional profile or in infrastructure, the nature of which could expose them to a greater risk of being subject to a terrorist attack or a security breach than other assets or businesses. Such an event could have material adverse consequences on Blackstone's investment or assets of the same type or could require Portfolio Entities to increase preventative security measures or expand insurance coverage.

Finally, the Funds' and Other Blackstone Clients' Portfolio Entities' technology platforms, data and intellectual property are also subject to a heightened risk of theft or compromise to the extent Blackstone or the Funds' and Other Blackstone Clients' Portfolio Entities engage in operations outside the United States, in particular in those jurisdictions that do not have comparable levels of protection of proprietary information and assets such as intellectual property, trademarks, trade secrets, know-how and customer information and records. In addition, Blackstone and the Funds' and Other Blackstone Clients' Portfolio Entities could be required to compromise protections or forego rights to technology, data and intellectual property in order to operate in or access markets in a foreign jurisdiction. Any such direct or indirect compromise of these assets could have a material adverse impact on Blackstone and the Funds' and Other Blackstone Clients' Portfolio Entities.

Rapidly developing and changing global data security and privacy laws and regulations could increase compliance costs and subject Blackstone to enforcement risks and reputational damage.

Blackstone, the Funds, Other Blackstone Clients and their respective Portfolio Entities are subject to various risks and costs associated with the collection, storage, transmission and other processing of personally identifiable information and other sensitive and confidential information. This data is wide ranging and relates to Blackstone's investors, employees, contractors and other counterparties and third parties.

Blackstone's data security and privacy compliance obligations impose significant compliance costs on Blackstone, which could increase significantly as laws and regulations evolve globally. Blackstone's compliance obligations include those relating to U.S. laws and regulations, including, without limitation, state regulations such as the CPRA, which provides for enhanced consumer protections for California residents, a private right of action for data breaches and statutory fines and damages for data breaches or other California Consumer Privacy Act violations, as well as a requirement of "reasonable" cybersecurity. At the U.S. federal level, the SEC has proposed changes to Regulation S-P, which would require, among other things, that investment companies, broker-dealers, and SEC-registered investment advisers notify affected individuals of a breach involving their personal financial information within 30 days of becoming aware that it occurred.

Blackstone's compliance obligations also include those relating to foreign data collection and privacy laws, including, for example, the GDPR and U.K. Data Protection Act, as well as laws in many other jurisdictions globally, including Switzerland, Japan, Hong Kong, Singapore, India, China, Australia, Canada and Brazil. Global laws in this area are rapidly increasing in the scale and depth of their requirements, and are also often extra-territorial in nature. In addition, a wide range of regulators and private actors are seeking to enforce these laws across regions and borders. Furthermore, Blackstone frequently has privacy compliance requirements as a result of Blackstone's contractual obligations with counterparties. These legal, regulatory and contractual obligations heighten Blackstone's data protection and privacy obligations in the ordinary course of conducting Blackstone's business in the U.S. and internationally.

Any inability, or perceived inability, by Blackstone, the Funds, Other Blackstone Clients or their respective Portfolio Entities to adequately address data protection or privacy concerns, or comply with applicable laws, regulations, policies, industry standards and guidance, contractual obligations, or other legal obligations, even if unfounded, could result in

significant legal, regulatory and third party liability, increased costs, disruption of Blackstone's, the Funds', Other Blackstone Clients' or their respective Portfolio Entities' business and operations, and a loss of client (including investor) confidence and other reputational damage. In addition, any such inability or perceived inability of Portfolio Entities, even if unfounded, could result in reputational damage to Blackstone. Many regulators have indicated an intention to take more aggressive enforcement actions regarding data privacy matters, and private litigation resulting from such matters is increasing and resulting in progressively larger judgments and settlements. Furthermore, as new data protection and privacy-related laws and regulations are implemented, the time and resources needed for Blackstone, Funds, Other Blackstone Clients and Portfolio Entities to comply with such laws and regulations continues to increase and become a significant compliance workstream.

Artificial Intelligence Developments. Recent technological developments in artificial intelligence, including machine learning technology and generative artificial intelligence such as ChatGPT (collectively, "**AI Technologies**"), pose risks to the Registrant, the Funds, and the Portfolio Entities (including Portfolio Entities of the Funds and Other Blackstone Clients which are expected to provide services to the Funds). Any of these technological innovations could result in harm to the Registrant or the Portfolio Entities, significantly disrupt the market in which they operate and subject them to increased competition, which could materially and adversely affect their business, financial condition and operations, and have an adverse impact on the Funds.

The Registrant, the Funds and the Portfolio Entities intend to avail themselves of the benefits, insights and efficiencies that are available through the use of AI Technologies. However, the use of AI Technologies presents a number of risks that cannot be fully mitigated. For example, AI Technologies are highly reliant on the collection and analysis of large amounts of data and complex algorithms, but it is not possible or practicable to incorporate all relevant data into models that AI Technologies utilize to operate. Moreover, with the use of AI Technologies, there often exists a lack of transparency of how inputs are converted to outputs and the Registrant cannot fully validate this process and its accuracy. The accuracy of such inputs and the resulting impact on the results of AI Technologies cannot be verified and could result in a diminished quality of work product that includes or is derived from inaccurate or erroneous information. Further, inherent bias in the construction of AI Technologies can lead to a wide array of risks, including but not limited to accuracy, efficacy and reputational harm. Therefore, it is expected that data in such models will contain a degree of inaccuracy and error, and potentially materially so, and that such data as well as algorithms in use, could otherwise be inadequate or flawed, which would be likely to degrade

the effectiveness of AI Technologies and could adversely impact the Registrant, the Funds, or Portfolio Entities and investments to the extent they rely on the work product of such AI Technologies. At the same time, to the extent used by the Registrant, any interruption of access to or use of AI Technologies could impede the ability of the Registrant, the Funds and Portfolio Entities to generate information and analysis that could be beneficial to them and their business, financial condition and results of operations. AI Technologies could also be competitive with certain business activities or increase the obsolescence of certain organizations' products or services, particularly as AI Technologies improve. This could also have an adverse impact on Portfolio Entities, the Registrant and the Funds.

AI Technologies can also be misused or misappropriated by third parties and/or employees of the Registrant or Portfolio Entities. For example, there is a risk that a user will input confidential information, including material non-public information, or personal identifiable information, into AI Technologies applications, resulting in such information becoming part of a dataset that is accessible by other third-party AI Technologies applications and users including competitors of the Registrant, the Funds and their Portfolio Entities. Moreover, the Registrant, the Funds and Portfolio Entities will not necessarily be in a position to control the manner in which third-party AI Technologies are developed or maintained or the manner in which third parties use AI Technologies to provide services, even where they have sought contractual protections. The use of AI Technologies, including potential inadvertent disclosure of confidential information or personal identifiable information of the Registrant, a Fund, or Portfolio Entities, could also lead to legal and regulatory investigations and enforcement actions. Relatedly, the Registrant, the Funds and Portfolio Entities could be exposed to risks to the extent third-party service providers or any counterparties use AI Technologies in their business activities.

The Registrant expects to be involved in the collection of such data and/or development of proprietary AI Technologies in the ordinary course. To this end, the Funds will pay and bear all expenses and fees associated with developing and maintaining such technology, including the costs of any professional service providers, subscriptions and related software and hardware, server infrastructure and hosting, internal Blackstone expenses, fees, charges and/or related costs incurred, charged or specifically attributed or allocated (based on methodologies determined by Blackstone) to the Funds, the Registrant or their affiliates in connection with such AI Technologies. See “—Additional Fees and Expenses” in Item 10 herein.

Regulations related to AI Technologies could also impose certain obligations on organizations, and the costs of monitoring and responding to such regulations, as well the consequences of non-compliance, could have an adverse effect on Blackstone, the Registrant, the Funds and Portfolio Entities. For example, the EU is in the process of introducing a new regulation application to certain AI Technologies and the data used to train, test and deploy them (the “**EU AI Act**”). Once in effect, the EU AI Act would impose material requirements on both the providers and deployers of AI Technologies, with infringement punishable by sanctions of up to 7% of annual worldwide turnover or EUR 35 million (whichever is higher) for the most serious breaches. See also the description of the Predictive Data Proposal in “—Regulation with Respect to Private Funds and Advisers” herein. Complying with the EU AI Act and the Predictive Data Proposal, once effective, and other regulations related to AI Technologies, could involve material compliance costs and/or adversely affect the operations or results of Blackstone, the Registrant and Portfolio Entities, and have an adverse impact on the Funds.

AI Technologies and their current and potential future applications, including in the private investment and financial sectors, as well as the legal and regulatory frameworks within which they operate, continue to rapidly evolve, and it is not possible to predict the full extent of current or future risks related thereto. For more information on risks relating to information security, see “—Cybersecurity and Data Protection” herein.

Epidemics/Pandemics. Certain countries have been susceptible to epidemics, which can be designated as pandemics by world health authorities, most recently a novel and highly contagious form of coronavirus (“**COVID-19**”). The outbreak of such epidemics or pandemics, together with any resulting restrictions on travel or quarantines imposed, has had and could continue to have a negative impact on the economy and business activity globally (including in the countries in which the Funds invest), and thereby can be expected to adversely affect the performance of the Funds’ investments. Furthermore, the rapid development of epidemics or pandemics could preclude prediction as to their ultimate adverse impact on economic and market conditions, and, as a result, presents material uncertainty and risk with respect to the Funds, the performance of their investments, Portfolio Entity operations, and the ability of the Funds to achieve their investment objectives.

Coronavirus and Public Health Emergencies. From 2020 to 2022, in response to the COVID-19 pandemic, many countries instituted quarantine restrictions and took other measures to limit the spread of the virus. This resulted in labor shortages and disruption of

supply chains and contributed to prolonged disruption of the global economy. It is difficult to predict the extent to which the ripple effects of the COVID-19 pandemic will continue to be felt and adversely affect the Funds' investments. In addition, a widespread reoccurrence of COVID-19 (including any new or variant outbreaks) or another pandemic or global health crisis could increase the possibility of periods of increased restrictions on business operations, labor shortages and disruption of supply chains, which could have a significant adverse impact on the Funds' and Portfolio Entities' business, financial condition, results of operations, liquidity and prospective investments and exacerbate many of the other risks discussed herein.

In the event of another pandemic or global health crisis like the COVID-19 pandemic, Portfolio Entities could experience decreased revenues and earnings, which could adversely impact the Registrant's ability to realize value from such investments and in turn reduce the Funds' performance. Investments in certain sectors, including hospitality, location-based entertainment, retail, travel, leisure and events, office and residential, and in certain geographies could be particularly negatively impacted, as was the case during the COVID-19 pandemic. Portfolio Entities could also face increased credit and liquidity risk due to volatility in financial markets, reduced revenue streams and limited access or higher cost of financing, which could result in potential impairment of the Funds' investments.

A pandemic or global health crisis can be expected to also pose enhanced operational risks. For example, the Registrant's employees could become sick or otherwise unable to perform their duties for an extended period, and extended public health restrictions and remote working arrangements can be expected to impact employee morale, integration of new employees and preservation of Blackstone's culture. Remote working environments could also be less secure and more susceptible to hacking attacks, including phishing and social engineering attempts. Moreover, the Registrant's third-party service providers could be impacted by an inability to perform due to pandemic-related restrictions or by failures of, or attacks on, their technology platforms. Additionally, restrictions on immigration and processing of visas and other work permits could affect the work force of the Funds' Portfolio Entities, some of which rely on foreign talent as an important part of their work force, which could have a material adverse impact on their ability to implement their business plans.

In connection with a public health emergency like the COVID-19 pandemic, the Registrant determined in the past, and could in the future determine, in its discretion, that it is most effective and/or efficient to use private air and/or charter travel due to travel restrictions and/or health and safety considerations, including to and from locations where the

Registrant's personnel are currently living (even if different than where the Registrant has historically had offices). The cost of such private air or charter travel, which could be increased due to the pandemic, shall be an expense of the Funds subject to and in accordance with the Registrant's policies and the Funds' Constituent Documents.

Geopolitical Conflicts and Risk. As economies and financial markets worldwide become increasingly interconnected, the likelihood increases that geopolitical conflicts in one country or region will adversely impact markets or issuers in other countries or regions, including in ways that are difficult to predict or foresee. The impacts of these conflicts or events can be exacerbated by failures of governments and societies to respond adequately to a geopolitical conflict and subsequent emerging events or threats. For example, local or regional armed conflicts have led to significant sanctions by the U.S., EU, and other countries against certain countries and persons and companies connected with certain countries. Such armed conflicts and sanctions and other local or regional developments can exacerbate global supply and pricing issues, particularly those related to oil and gas, and result in other adverse developments and circumstances, as well as increased general uncertainty, for markets, economies, issuers, businesses, and societies both globally and in specific jurisdictions. Although these types of conflicts have occurred and could also occur in the future, it is difficult to predict when similar conflicts affecting the U.S. or global financial markets and economies will occur, the effects of such events or conditions, potential retaliations in response to sanctions or similar actions, and the duration or ultimate impact of those conflicts. Any such conflicts could have a significant adverse impact on the operations, risk profile, and value of the Funds and their Portfolio Entities, with or without direct exposure to the specific geographies, markets, countries or persons involved in an armed conflict or subject to sanctions.

Russian Invasion of Ukraine/Sanctions. On February 24, 2022, Russian troops began a full-scale invasion of Ukraine and, as of the date of this Brochure, the countries remain in active armed conflict. Around the same time, the United States, the United Kingdom, the European Union, and several other nations announced a broad array of new or expanded sanctions, export controls, and other measures against Russia, Russia-backed separatist regions in Ukraine, and certain banks, companies, government officials, and other individuals in Russia and Belarus.

Israel-Hamas War. On October 7th, 2023, Hamas (an organization which governs Gaza, and which has been designated as a terrorist organization by the United States, the United Kingdom, the European Union, Australia and other nations), committed a terrorist attack

within Israel (the “**October 7th Attacks**”). Israel responded by initiating a full-scale invasion of Gaza and, as of the date of this Brochure, Israel and Hamas remain in active armed conflict. It is possible the armed conflict will expand and ultimately more actively involve the United States, Lebanon (and/or Hezbollah), Syria, Iran and/or other countries or terrorist organizations, any of which will exacerbate the risks described above. In response to the October 7th Attacks, the United States has announced sanctions and other measures against Hamas-related persons and organizations, and the United States (and other countries) can be expected to announce further sanctions related to the ongoing conflict in the future.

The aforementioned ongoing conflicts and the measures taken in response have had and could be expected to continue having a negative impact on the economy and business activity globally (including in the countries in which the Funds invest), and therefore could adversely affect the performance of the Funds’ investments. The severity and duration of the conflict and its future impact on global economic and market conditions (including, for example, oil prices) are impossible to predict, and as a result, present material uncertainty and risk with respect to the Funds, the performance of their investments, Portfolio Entity operations, and the ability of the Funds to achieve their investment objectives. Similar risks exist to the extent that any Portfolio Entities, service providers and vendors of Blackstone, the Funds any Portfolio Entities, or certain other parties have material operations or assets in the countries where such conflicts are taking place or in the immediate surrounding areas.

Other geopolitical conflicts could arise in the future and such conflicts could have material adverse consequences on Blackstone, the Funds and their Portfolio Entities.

Furthermore, if after subscribing to a Fund, any investor or any beneficial owner thereof is included on a list of prohibited entities and individuals maintained by a relevant regulatory and/or government entity, including OFAC, or under similar EU and UK Regulations or under other applicable law, or are operationally based or domiciled in a country or territory in relation to which current sanctions have been issued by the U.S., United Nations, EU, UK, Luxembourg, the Cayman Islands and/or other applicable jurisdictions, the Fund would likely be required to cease any further dealings with such investor or freeze any dealings with the interests or accounts of the investor (e.g., by prohibiting payments by or to the investor or restricting or suspending dealings with the interests or accounts) or freeze the assets of the Fund until such sanctions are lifted or a license is sought under applicable law to continue dealings. Funds could further have to report to the relevant competent authorities the implementation of any restrictive measures carried out pursuant to international financial sanctions. For the avoidance of doubt, Blackstone has the sole

discretion to determine the remedy if an investor is included on a sanctions list and is under no obligation to seek a license or any other relief to continue dealing with such investor. Although Blackstone expends significant effort and resources to comply with the sanctions regimes in the countries where it operates, one of these rules could be violated by Blackstone's or a Fund's activities or investors, which would adversely affect such Fund.

Recent Developments in the Banking Sector. Events involving limited liquidity, defaults, non-performance of contractual obligations, or other adverse developments that affect financial institutions, transactional counterparties or other companies in the financial services industry or that affect the financial services industry generally, or concerns or rumors about any events of these kinds or other similar risks, have in the past led and could in the future lead to market-wide liquidity problems. Notably, recent bank closures in the United States and Europe have caused uncertainty for financial services companies and fear of instability in the global financial system generally. Recent developments, such as the UBS Group AG's acquisition of Credit Suisse Group AG and JPMorgan Chase Bank's assumption of all of First Republic Bank's deposits and substantially all of its assets, and any similar future developments can be expected to also have other implications for broader economic and monetary policy including interest rate policy, and could impact the financial condition of banks and other financial institutions globally. In addition, certain financial institutions – in particular, smaller and/or regional banks but also certain global, systemically important banks – have experienced volatile stock prices and significant losses in their equity value, and there is concern that depositors at these institutions have withdrawn, or will withdraw in the future, significant sums from their accounts at these institutions. Notwithstanding intervention by U.S. governmental agencies to stabilize the banking sector and to protect the uninsured depositors of banks that have recently closed, there is no guarantee that the uninsured depositors of a financial institution that closes (which depositors could include the Funds and/or its Portfolio Entities) will be made whole or, even if made whole, that such deposits will become available for withdrawal in short order. There is a risk that other banks, or other financial institutions, will be similarly impacted, and it is uncertain what steps (if any) financial regulators and central banks would take in such circumstances. As a consequence, for example, the Funds and/or its Portfolio Entities could be delayed or prevented from accessing money, making any required payments under their own debt or other contractual obligations (including making payroll obligations) or pursuing key strategic initiatives, and investors could be impacted in their ability to honor capital calls and/or receive distributions. In addition, such bank failures or instability could affect, in certain circumstances, the ability of both affiliated and unaffiliated joint venture partners (as defined herein), lenders, co-lenders, syndicate lenders or other parties to undertake and/or

execute transactions with a Fund and Portfolio Entities, which in turn would result in fewer investment opportunities being made available to the Funds, result in shortfalls or defaults under existing investments, or impact the Funds' ability to provide additional follow-on support to Portfolio Entities. In addition, in the event that a financial institution that provides credit facilities and/or other financing to a Fund or its Portfolio Entities closes or experiences distress, there can be no assurance that such financial institution will honor its obligations or that the Fund or such Portfolio Entities will be able to secure replacement financing or capabilities at all or on similar terms and/or in a timely manner. See also "— Custody and Banking Risks" herein. Uncertainty caused by recent bank failures – and general concern regarding the financial health and outlook for other financial institutions – could have an overall negative effect on banking systems and financial markets generally. For the foregoing reasons, there can be no assurances that conditions in the banking sector and in global financial markets will not worsen and/or adversely affect a Fund, its Portfolio Entities, or their respective financial performance.

Custody and Banking Risks. The Funds will maintain funds with one or more banks or other depository institutions ("**Banking Institutions**"), which include US and non-US Banking Institutions, and the Funds will enter into credit facilities or have other financial relationships with Banking Institutions. The distress, impairment or failure of one or more Banking Institutions with whom the Funds their Portfolio Entities and/or the Registrant transact could inhibit the ability of the Funds or their Portfolio Entities to access depository accounts or lines of credit at all or in a timely manner. In such cases, it is possible that the Funds would be forced to delay or forgo investments or to call capital when it is not desirable to do so, resulting in lower performance for the Funds. In the event of such a failure of a Banking Institution where the Funds or one or more of their Portfolio Entities holds depository accounts (including accounts used for depositing principal and interest payments from borrowers on loans owned by the Funds), access to such accounts could be restricted and U.S. Federal Deposit Insurance Corporation ("**FDIC**") protection will generally not be available for balances in excess of amounts insured by the FDIC (and similar considerations could apply to Banking Institutions in other jurisdictions not subject to FDIC protection). In such instances, it is possible that the Funds and their Portfolio Entities would not recover such excess, uninsured amounts and instead, would only have an unsecured claim against the Banking Institution and participate pro rata with other unsecured creditors in the residual value of the Banking Institution's assets. The loss of amounts maintained with a Banking Institution or the inability to access such amounts for a period of time, even if ultimately recovered, could be materially adverse to the Funds or and their Portfolio Entities. One or more investors or the Registrant could also be similarly affected and unable

to fund capital calls, further delaying or deferring new investments. In addition, the Registrant will not always be able to identify all potential solvency or stress concerns with respect to a Banking Institution or to transfer assets from one bank to another in a timely manner in the event a Banking Institution comes under stress or fails.

Additionally, there can be no assurances that a Fund or its Portfolio Entities will establish banking relationships with multiple financial institutions. The Funds and their Portfolio Entities are expected to be subject to contractual obligations to maintain all or a portion of their respective assets with a particular bank (including, without limitation, in connection with a credit facility or other financing transaction). Moreover, the Advisers Act custody rule generally prohibits the Registrant from transferring Fund funds to an account of the Registrant or its related persons. Circumstances could arise where such a bank shows signs of distress or impairment and Blackstone and Portfolio Entities would need to decide between (1) moving assets to another bank in breach of such contractual obligations or to an account of the Registrant or its related persons in potential violation of the Advisers Act custody rule (thereby exposing the Funds or Portfolio Entities to breach of contract liability and/or regulatory risk), on the one hand, and (2) honoring the contractual obligations and adhering to the Advisers Act custody rule but running the risk of losing the assets, on the other hand. Either decision could have a material adverse effect on the Funds or Portfolio Entities.

Regulation with Respect to Private Funds and Advisers. The Registrant is subject to regulation by the SEC. In recent years, the SEC staff's stated examination priorities and published observations from examinations have included, among other things, private equity firms' collection of fees and allocation of expenses, their marketing and valuation practices, custody practices, allocation of investment opportunities, terms agreed to in side letters and similar arrangements with investors, consistency of firms' practices with their disclosures, handling of material non-public information and insider trading, use of affiliated service providers, adviser-led restructurings, ESG investing, purported waivers or limitations of fiduciary duties and the existence of, and adherence to, policies and procedures with respect to conflicts of interest.

In August 2023, the SEC voted to adopt rules and amendments to existing rules under the Advisers Act (collectively, the "**Private Funds Rules**") specifically related to investment advisers and their activities with respect to the private funds they advise. In particular, the Private Funds Rules will, among other things, (i) impose quarterly reporting by private funds to investors that is required to contain detailed information on performance, investments,

adviser-compensation, fees and expenses, and capital inflows and outflows; (ii) require registered investment advisers to obtain an annual audit for all private funds that meet the requirements of the existing Advisers Act custody rule; (iii) require registered investment advisers to obtain a fairness or valuation opinion and make certain disclosures in connection with adviser-led secondary transactions (also known as GP-led secondaries); (iv) restrict advisers from engaging in certain practices unless they satisfy certain disclosure requirements and, in some cases, consent requirements, including, without limitation, (a) charging regulatory or compliance fees or expenses, or fees or expenses associated with an examination, of the Registrant or its related persons to private fund clients, (b) seeking reimbursement for certain investigation-related expenses, (c) reducing the amount of the General Partner's clawback by actual, potential or hypothetical taxes applicable to the General Partner or its employees, (d) borrowing from a private fund, or (e) making non-pro rata investment-related expense allocations; (v) providing certain forms of preferential treatment to private fund investors related to liquidity and information rights if they would be reasonably expected to have a material negative effect on other investors and otherwise require advisers to make certain disclosures regarding preferential treatment of investors; and (vi) prohibit an adviser from having a private fund bear the costs of any fees or expenses related to an investigation resulting in a court or governmental authority imposing a sanction for violating the Advisers Act. The Private Funds Rules also impose additional requirements on advisers to document their annual compliance reviews in writing and retain additional required books and records relating to private funds they advise. Although the legality of the Private Funds Rules is currently being challenged in federal court, it is uncertain whether this legal challenge will succeed.

While the full impact of the Private Funds Rules cannot yet be determined, it is generally anticipated that these rules will have a significant effect on private fund advisers and their operations, including by increasing regulatory and compliance costs and burdens and heightening the risk of regulatory inquiries and actions (including public regulatory sanctions) and limiting the Registrant's ability or willingness to negotiate certain types of individualized terms with investors in the Funds or similar pools of assets, which can be expected to cause certain investors to not subscribe to the Funds who otherwise might have. The Funds are expected to bear (either directly or indirectly through their Portfolio Entities) certain regulatory and compliance costs relating to the Private Funds Rules, which could include (without limitation): fees, costs and expenses incurred in connection with preparing and distributing to investors the quarterly statements required by the rules; soliciting and obtaining from investors any consents required by the rules; providing investors with any notices or disclosures required by the rules; and obtaining and distributing to investors

fairness or valuation opinions in connection with adviser-led secondary transactions (including fees paid to third parties engaged by the Registrant or the Funds to perform or assist with such actions or processes), which fees, costs and expenses could be expected to be material.

In addition, in July 2023, the SEC proposed new predictive data analytics rules (the “**Predictive Data Proposal**”), which would require broker-dealers and registered investment advisers to (1) identify certain covered technologies (defined to include any analytical, technological, or computational function, algorithm, model, correlation matrix, or similar method or process that optimizes for, predicts, guides, forecasts, or directs investment-related behaviors or outcomes, and not limited to “artificial intelligence”, algorithmic trading or machine learning processes) which present or could present conflicts of interest in direct or indirect interactions (including exercising investment discretion, managing investments, providing information or soliciting new investment) with investors (including investors in pooled investment vehicles) and (2) eliminate or neutralize (rather than just disclose) such conflicts. Registrants using covered technologies would be required to adopt policies and procedures reasonably designed to prevent violations of the proposed rule, detailing the processes for identifying and evaluating covered technologies and conflicts of interest and for eliminating or neutralizing the effect of such conflicts, and advisers would also be subject to associated annual review and recordkeeping requirements (such as, maintaining a record of all covered technologies used in investor interactions, including the date of first use and each date on which the technology is materially modified). If adopted, the proposed rule could expose the Registrant to additional regulatory uncertainty, liability and increased compliance and other costs related to procuring, utilizing and monitoring covered technologies used in direct or indirect interactions with investors (including the costs of onboarding service and technology providers).

If adopted, the Predictive Data Proposal could also cause the Registrant to limit or discontinue its use of certain covered technologies (even in cases where such technologies benefit the Funds or investors, including in connection with the Registrant’s management of investments in Portfolio Entities) in order to: eliminate or neutralize conflicts associated therewith or to avoid the costs or burdens of complying with the rule with respect to such technologies; limit certain direct or indirect interactions with investors that involve the use of a covered technology; or otherwise alter how it integrates covered technologies into its investment management services and related processes, which could be detrimental to the Funds and their investors, particularly given the proposed rule’s breadth.

In February 2023, the SEC proposed extensive amendments to the Advisers Act custody rule (the “**Proposed Safeguarding Rule**”), which would, if adopted as currently proposed, extend the existing custody rule’s requirements beyond cash and securities to any positions held in an advisory client’s accounts (including assets such as real estate, artwork and rights to music catalogs); require registered investment advisers to enter into new or amended written agreements with each qualified custodian (“**QC**”) used to maintain client assets and obtain written assurances from that QC related to, among other matters, indemnification of client losses and the QC’s standard of care; require that a QC maintains possession or control of client assets, whereby the QC is required to participate in and effectuate any change of beneficial ownership of the assets, except with respect to certain privately offered securities and physical assets that the adviser reasonably determines (and documents in writing) cannot be maintained by a QC in a manner in which such QC can maintain possession or control of those assets. If adopted, the proposed amendments could expose the Registrant to additional regulatory liability, increase compliance costs and costs related to custodizing the Funds’ assets (including costs of identifying and negotiating with new and existing QCs), limit the number of QCs available (or make it more costly for such QCs to operate, which might result in higher expenses to the Funds) and impose limitations or requirements on certain assets, which could result in the Registrant avoiding making certain types of investments on behalf of the Funds.

In March 2022, the SEC proposed ESG-related rules for investment advisers and for 1940 Act funds that address, among other things, enhanced ESG-related disclosure requirements concerning the incorporation of ESG factors in their investment activities (the “**Proposed ESG Rules**”). This could increase the risk that the Registrant will be perceived as, or accused of, greenwashing (i.e., the making of inaccurate or misleading statements related to ESG). Such perception or accusation could damage the Registrant’s reputation, result in litigation or regulatory actions, and adversely impact the Registrant’s ability to raise capital and attract new investors.

The SEC also adopted amendments to Form PF in May 2023 and in February 2024, which impose additional reporting obligations on registered investment advisers with respect to the private funds they manage (the “**Form PF Amendments**”). In addition, the SEC has also recently proposed, and can be expected to propose, additional new rules and rule amendments under the Advisers Act in respect of cybersecurity risk governance for advisers and broker-dealers, the outsourcing of certain functions to service providers and changes to Regulation S-P (together with the Proposed ESG Rules, the Proposed Safeguarding Rule and the Predictive Data Proposal, the “**Proposed Rules**”).

The Private Funds Rules, the ESG Rules and the Form PF Amendments, as well as the Proposed Rules, to the extent adopted, are expected to result in material alterations to how Blackstone and the Registrant operate their business and/or the Funds, as well as the Registrant's implementation of the Funds' investment strategy, to significantly increase compliance burdens and associated costs (which, to the extent permitted under the Funds' Constituent Documents, and consistent with applicable law, including the Private Funds Rules (once they become effective), will be treated as fund expenses), and to possibly restrict the ability of the Registrant to receive certain expense reimbursements or allocate certain expenses in certain circumstances. This regulatory complexity, in turn, could increase the need for broader insurance coverage by fund managers and increase such costs and expenses charged to the Funds and their investors, if permitted. Certain of the proposed rules could also increase the cost of entering into and maintaining relationships with service providers to the Registrant and the Funds and/or limit the number of service providers in a manner detrimental to the Registrant or the Funds. In addition, these amendments could increase the risk of exposure of the Funds, the Registrant, and Blackstone to additional regulatory scrutiny, litigation, censure and penalties for noncompliance or perceived noncompliance, which in turn would be expected to adversely (potentially materially) affect the Registrant, Blackstone, and the Funds' reputation, and to negatively impact the Funds in conducting their business. There can be no assurance that the Private Funds Rules and any other new SEC or other regulatory rules and amendments will not have a material adverse effect on the Registrant, Blackstone, the Funds, their investments, and/or the Funds' investors or that such rules or amendments will not materially reduce returns to Fund investors.

ESG Framework Risk. Blackstone has established a firm-wide environmental, social, and governance ("ESG") policy and related programs and procedures, including the Registrant's ESG investing policy and certain Fund-specific ESG practices (collectively, the "**ESG Framework**"), which outlines its approach to integrating ESG in its business and investment activities. The Registrant intends to apply the ESG Framework, as applicable, across investments consistent with and subject to its fiduciary duties and applicable legal, regulatory or contractual requirements. The Registrant will endeavor to consider material¹ ESG factors where applicable in connection with a Fund's investment activities in order to

¹ As used in this instance, "material" ESG factors are defined as those factors that the Registrant determines have – or have the potential to have – a material impact on an investment's going-forward ability to create, preserve or erode economic value, including as related to environmental and social value, for that organization and its partners. The word "material" as used herein should not be equated to or taken as a representation about the "materiality" of such ESG factors under the US federal securities laws or any similar legal or regulatory regime globally.

protect and maximize investment performance. However, the act of selecting and evaluating material ESG factors is subjective by nature, and there is no guarantee that the criteria utilized or judgment exercised by the Registrant or a third-party ESG specialist (if any) will reflect the beliefs, values, internal policies or preferred practices of any particular investor or align with the beliefs or values or preferred practices of other asset managers or with market trends. Additionally, ESG factors are only some of the many factors that the Registrant will consider in making an investment and, depending on the nature of the investment, except to the extent required by law, ESG factors will not be considered for certain investments or assets. Although the Registrant considers application of the ESG Framework to be an opportunity to enhance or protect the performance of investments over the long-term, the Registrant cannot guarantee that the application of its ESG Framework, which depends in part on skills and qualitative judgments, will positively impact the performance of any individual Portfolio Entity or Fund. Similarly, to the extent the Registrant or a third-party ESG specialist engages with portfolio investments on ESG related practices and potential enhancements thereto, there is no guarantee that such engagements will improve the performance of the investment. Successful engagement efforts will depend on the Registrant's ability to properly identify and analyze material ESG considerations and other factors and their value, and there can be no assurance that the strategy or techniques employed will be successful.

The materiality of sustainability risks and impacts on an individual asset or issuer and on a portfolio as a whole depends on many factors, including the relevant industry, country, asset class and investment style. In evaluating a prospective investment or providing reporting regarding such investment, the Registrant often depends upon (and will not independently verify) information and data provided by the entity or obtained via third-party reporting or advisors, which will, in certain circumstances, be incomplete or inaccurate and could cause the Registrant to incorrectly identify, prioritize, assess or analyze the entity's ESG practices and/or related risks and opportunities. The Registrant can be expected to decide in its discretion not to utilize certain information or data. While the Registrant believes such sources to be reliable, it will neither update any such information or data nor undertake an independent review of any such information or data provided by third parties. Subject to any applicable legal or regulatory requirements, any ESG reporting will be provided in the Registrant's sole discretion.

In addition, the Registrant's ESG Framework is expected to change over time. The Registrant could determine, in its discretion, to revisit the implementation of certain of its ESG initiatives (including due to cost, timing, or other considerations). It is also possible that

market dynamics or other factors will make it impractical, inadvisable or impossible for the Registrant to adhere to all ESG-related elements of a particular Fund's investment strategy, including with respect to ESG risk and opportunity management, whether with respect to one or more individual investments or to the Fund's portfolio generally.

There is also growing regulatory and investor interest, particularly in the US, UK, and EU (which will be looked to as models in growth markets), in improving transparency around how asset managers define and measure ESG performance, in order to allow investors to validate and better understand sustainability claims. The Registrant can be expected to be subject to increasing scrutiny from regulators, elected officials, and investors with respect to ESG matters. In recent years, certain investors, including public pension funds, have placed increasing importance on the impacts of investments made by the private funds to which they commit capital, including with respect to climate change, among other aspects of ESG. Conversely, certain investors have raised concerns as to whether the incorporation of ESG factors in the investment and portfolio management process is inconsistent with the fiduciary duty to maximize returns for investors. The Registrant can expect to be subject to competing demands from different investors and other groups with divergent views on ESG matters, including the role of ESG in the investment process. Investors, including public pension funds, which represent a significant portion of the Funds' investor bases, could decide to withdraw previously committed capital (where such withdrawal is permitted) or not commit capital to future fundraises based on their assessment of how Blackstone approaches and considers the ESG cost of investments and whether the return-driven objectives of Blackstone's funds align with their ESG priorities. This divergence increases the risk that any action or lack thereof with respect to ESG matters will be perceived negatively by at least some investors and/or interested parties and adversely impact the Registrant's reputation and business.

Regulatory initiatives to require investors to make disclosures to their investors regarding ESG matters have become increasingly common, which will further increase the number and type of investors who place importance on these issues and who demand certain types of reporting from Blackstone or the Adviser. In addition, government authorities of certain U.S. states have requested information from and scrutinized certain asset managers with respect to whether such managers have adopted ESG policies that could restrict such asset managers from investing in certain industries or sectors, such as conventional energy. These authorities have indicated that such asset managers could lose opportunities to manage money belonging to these states and their pension funds to the extent the asset managers boycott certain industries. The U.S. Securities and Exchange Commission (the "SEC")

maintains an enforcement task force to examine ESG practices and disclosures by public companies and investment managers and identify inaccurate or misleading statements, often referred to as “greenwashing.” The SEC has commenced enforcement actions against at least three investment advisers relating to ESG disclosures and policies and procedures failures, and Blackstone expects there will continue to be significant enforcement activity in this area. The SEC has also proposed ESG-related rules for investment advisers and for 1940 Act funds that address, among other things, enhanced ESG-related disclosure requirements concerning the incorporation of ESG factors in their investment activities. This could increase the risk that the Registrant will be perceived as, or accused of, greenwashing. Such perception or accusation could damage the Registrant’s reputation, result in litigation or regulatory actions, and adversely impact the Registrant’s ability to raise capital and attract new investors. Outside of the United States, the European regulatory environment for alternative investment fund managers and financial services firms can be expected to evolve and increase in complexity and make compliance more costly and time-consuming. The Registrant’s ESG Framework is subject to evolving regulations and could in the future become subject to additional regulation, penalties and/or risks of regulatory scrutiny and enforcement. Compliance with new requirements will lead to increased management burdens and costs, which has the potential to adversely affect Funds. The Registrant cannot guarantee that its current approach will meet future regulatory requirements, reporting frameworks or best practices. If the SEC or any other governmental authority, regulatory agency or similar body were to take issue with past or future practices of Blackstone or the Registrant, then the Registrant will be at risk for regulatory sanction, and any such investigations could be costly, distracting and/or time consuming for the Registrant and its Funds. There is also risk of regulatory mismatch between US, EU and UK initiatives relating to ESG.

Further, ESG integration and responsible investing practices as a whole are evolving rapidly and there are different frameworks and methodologies being implemented by other asset managers. The Registrant’s ESG Framework does not represent a universally recognized standard for assessing ESG considerations and can be expected to not align with the approach used by other asset managers or preferred by prospective investors or with future market trends.

Additionally, Blackstone has established certain firmwide and business group-specific ESG-related initiatives. Although the aim of these initiatives is to create strong returns for investors, the pursuit of these initiatives (which could include data collection, analysis and reporting, among other activities) will involve the dedication of time and resources and there

is consequently a risk that the pursuit of these initiatives could adversely affect the performance of the Funds. Further, these ESG-related initiatives are aspirational and not guarantees or promises that all or any such initiatives will be achieved.

Sustainability Risks. Certain Funds are impacted by Regulation (EU) 2019/2088 of the European Parliament and of the Council of 27 November 2019 (“**SFDR**”) either because they are marketed within the European Economic Area (“**EEA**”) or because they form part of a wider fund structure that includes funds managed by an EEA alternative investment fund manager. There is legal uncertainty around the parameters applicable when categorizing a financial product under SFDR, and there is no guarantee that regulators will agree with the relevant characterization. In circumstances where there is a determination that a product has been characterized incorrectly, there could be a risk of investigation, enforcement proceedings and/or sanctions. SFDR and certain supporting and related regulations are likely to be amended in the near to medium term and it is possible new guidance will also be issued by the European Banking Authority, the European Insurance and Occupational Pensions Authority and the European Securities and Markets Authority either collectively or separately, and/or the European Commission. These factors and events have the potential to increase compliance and other costs for, and relating to, affected Funds.

The SFDR defines “sustainability risks” as environmental, social or governance events or conditions that, if they occur, could cause an actual or a potential material negative impact on the value of an investment. Blackstone, the Registrant (or its delegate), Funds, Portfolio Entities, and other parties, such as service providers or Portfolio Entity counterparties, can be expected to be negatively affected by sustainability risks. If appropriate for an investment, it is possible the Registrant (or its delegate) will conduct sustainability risk-related due diligence and/or take steps to mitigate sustainability risks and preserve the value of the investment; however, there can be no assurance that all such risks will be mitigated in whole or in part, nor identified prior to the date the risk materializes. Similarly, even if Blackstone, the Registrant (or its delegate), Funds, Portfolio Entities and other parties maintain insurance to protect against certain sustainability risks, such insurance is subject to customary deductibles and coverage limits and it can be expected that such insurance will not be sufficient to recoup all losses. Sustainability risks could therefore adversely affect the performance of the Funds and their investments.

The Registrant cannot guarantee any level of performance or that investors in the Funds will not experience a loss of their investments.

Investors are advised to review the applicable Constituent Documents for a more extensive description of the applicable investment strategies and the risks of investing in the Funds.

Item 9 – Disciplinary Information

The Registrant is obligated to disclose any disciplinary event that would be material to a client when evaluating the adviser’s advisory business or the integrity of its management. The Registrant does not have any legal, financial or other “disciplinary” items to report.

On occasion, in the ordinary course of its business, Blackstone is named as a defendant in a lawsuit or arbitration. Although there can be no assurance of the outcome of such legal actions, the Registrant does not believe that any current legal proceeding or claim to which Blackstone is a party would individually or in the aggregate materially affect the Registrant or the Registrant’s clients. Certain regulatory, litigation and other similar matters are disclosed in (i) Blackstone’s or the Registrant’s public filings (including, without limitation, its current, periodic and annual reports on Forms 8-K, 10-Q and 10-K), which can be accessed through the web site of the SEC (www.sec.gov) or Blackstone (<http://ir.blackstone.com/investors/annual-reports-and-sec-filings/default.aspx>), and (ii) materials made available through Blackstone’s BXAccess online portal related to the Funds, and/or certain of their respective affiliates, which is accessible to Blackstone’s investors for the funds and/or accounts in which they are invested. Anything disclosed in Blackstone’s or the Registrant’s public filings and/or which are otherwise made available to the investors of the Funds, including by way of posting to Blackstone’s online portal, is incorporated herein by reference, to the extent applicable, including with respect to litigation, investigations, settlements and similar proceedings.

Item 10 – Other Financial Industry Activities and Affiliations

Other Financial Industry Activities

Blackstone has conflicts of interest and/or conflicting loyalties as a result of the numerous activities and relationships of Blackstone, the Registrant, the Funds, the Other Blackstone Clients, the investments of the Funds (including Fund Managers) and Other Blackstone Clients and affiliates, partners, members, shareholders, officers, directors and employees (current and former) of the foregoing, some of which are described herein. Additional conflicts of interest will also arise by virtue of the Funds' investments in third-party Fund Managers and their investment activities (including, where applicable, their management of Manager-Sponsored Funds), although such Fund Managers and Manager-Sponsored Funds will not be considered "affiliates" of Blackstone or the Funds for any purpose under the Funds' Constituent Documents. However, not all potential, apparent and actual conflicts of interest are included herein, and additional conflicts of interest could arise as a result of new activities, transactions or relationships commenced in the future. Potential investors should review this section and the applicable Funds' Constituent Documents carefully for additional risks and conflicts disclosure before making an investment decision.

Any references to Blackstone and/or the Registrant in this section will be deemed to include their respective affiliates (including the General Partners), partners, members, shareholders, officers, directors and employees. References throughout this section to "**Portfolio Entity**" describes, individually and collectively, as the context requires, any entity owned, directly or indirectly through subsidiaries, by the Funds or Other Blackstone Clients, including, as the context requires, Fund Managers, Manager-Sponsored Funds and portfolio companies, holding companies, special purpose vehicles and other entities through which investments are held. References throughout this section to "**Other Blackstone Clients**" describes, as the context requires, individually and collectively, any other funds, vehicles or accounts, including separately managed accounts, managed or advised by Blackstone (including those in existence on the date hereof and those that will be formed in the future), other than the Funds and their alternative investment vehicles.

If any matter arises that the Registrant determines in its good faith judgment constitutes an actual and material conflict of interest, the Registrant and relevant affiliates will take the actions they determine appropriate to mitigate the conflict, which will be deemed to fully satisfy any fiduciary duties they will have to the Funds or the investors. Thereafter, the

Registrant and relevant affiliates will be relieved of any liability related to the conflict to the fullest extent permitted by law.

Actions that could be taken by the Registrant or its affiliates that are designed to mitigate a conflict include, by way of example and without limitation, (i) if applicable, handling the conflict as described in the Constituent Documents, (ii) presenting a material conflict of interest to the advisory committee (each Fund's advisory committee, as the context requires, an "**L.P. Advisory Committee**") and/or the investors of the Funds as expressly provided for in the applicable Constituent Documents, (iii) obtaining from the L.P. Advisory Committee and/or the investors advice, waiver or consent as to the conflict, or acting in accordance with standards or procedures approved by the L.P. Advisory Committee and/or the investors to address the conflict, (iv) disposing of the investment or security giving rise to the conflict of interest, (v) disclosing the conflict to the L.P. Advisory Committee and/or the investors of the Funds (including, without limitation, in drawdown notices, distribution notices, financial statements, quarterly letters or other communications), (vi) in connection with a matter giving rise to a conflict of interest with respect to an investment, consulting with the investors or the L.P. Advisory Committee, the investors (or advisory committees or investor representatives) of the applicable Other Blackstone Clients or independent client representatives (if any) regarding the conflict of interest and either obtaining a waiver or consent from the investors, L.P. Advisory Committee or such independent client representative of the conflict of interest or acting in a manner, or pursuant to standards or procedures, approved by the investors, L.P. Advisory Committee or such independent client representative with respect to such conflict of interest, (vii) validating the arms-length nature of the transaction by referencing participation by unaffiliated third parties, (viii) appointing an independent client representative to act or provide consent with respect to the matter giving rise to the conflict of interest, (ix) in the case of conflicts among clients, creating groups of personnel within Blackstone separated by information barriers (which can be expected to be temporary and limited purpose in nature), each of which would advise or represent one of the clients that has a conflicting position with Other Blackstone Clients, (x) implementing policies and procedures reasonably designed to mitigate the conflict of interest, or (xi) otherwise handling the conflict as determined appropriate by the Registrant in its discretion. For the avoidance of doubt, where the consent or approval of any advisory committee is sought with respect to any Other Blackstone Client matter, the consent or approval of a Fund's L.P. Advisory Committee shall not be required in connection with such matter, and the lack thereof shall not prevent any Other Blackstone Client from proceeding on the basis of any such Other Blackstone Client advisory committees' consent or approval (including in circumstances in which such Fund does not similarly proceed). Conversely, to

the extent the advisory committee of any Other Blackstone Client does not consent to or approve of a matter, notwithstanding the consent or approval of a Funds' L.P. Advisory Committee to such matter or the determination that such consent or approval is not necessary, the Registrant could determine not to proceed, which could result in the applicable Fund not participating in transactions that the Registrant otherwise believe would be beneficial for the Funds.

There can be no assurance that the Registrant will identify or resolve all conflicts of interest in a manner that is favorable to the Funds. By acquiring an interest in the Funds, each investor will be deemed to have acknowledged and consented to the existence or resolution of any such actual, apparent or potential conflicts of interest and to have waived any claim with respect to any liability arising from the existence of any such conflict of interest. Any specific consent to and waiver of certain conflicts of interest described below in no way limits the generality of the foregoing, which is applicable to all conflicts of interest described, implied or alluded to herein.

Performance-Based Compensation for the Registrant and Fund Managers. The General Partners' carried interest creates a greater incentive for the General Partners to make more speculative investments on behalf of the Funds or time the purchase or sale of investments in a manner motivated by the personal interest of Blackstone personnel than if such performance-based compensation did not exist, as the General Partners receive a disproportionate share of profits (above the preferred return hurdle, where applicable under the Funds' offering and/or governing documents). However, the significant commitment by Blackstone to invest in the Funds (which commitment, for the avoidance of doubt, could be allocated other than pro rata among the Funds and any parallel funds) and related guarantees and the General Partner clawback and related guarantee should reduce the incentives for the General Partners to make more speculative investments or otherwise time the purchase or sale of investments based on considerations related to carried interest and in a manner motivated by the personal interests of Blackstone personnel, although such features will likely not reduce or eliminate conflicts of interest relating to performance-based compensation allocable to Fund Managers.

The General Partner clawback, both with respect to a Fund and with respect to a Fund's indirect clawback liability pertaining to Fund Managers in respect of its applicable share of carried interest generated by such Fund Managers, potentially creates other misalignments of interests between such General Partner or the Fund Managers, on the one hand, and the investors or investors on the other hand, such as an incentive for such General Partner or Fund Managers to make more speculative investments, defer disposition of an investment

that would result in a realized loss (or a return on investment that was less than the preferred return, where applicable under the Funds' Constituent Documents) and trigger the clawback, delay the dissolution and liquidation of a Fund or a Manager-Sponsored Fund if doing so would trigger a clawback obligation and/or seek to deploy capital commitments in investments at an accelerated pace. Blackstone will generally have no control over the decision to dispose of underlying investments made by Fund Managers, and will be reliant upon such Fund Managers to make such decisions in a fair and reasonable manner and on a timely basis. In addition, U.S. federal income tax law provides for a lower capital gains tax rate on performance-based compensation from investments held for at least three years, which can be expected to incentivize a General Partner or a Fund Manager to cause a Fund or a Manager-Sponsored Fund to accelerate deployment of capital at the beginning of its investment period, hold investments longer to ensure long-term capital gains treatment or dispose of investments prior to any change in law that would result in a higher effective income tax rate on carried interest. Furthermore, upon a withdrawal by the investors from a Fund in certain circumstances, including in the event of a transfer of interests, and upon the liquidation of a Fund, the General Partner will receive carried interest distributions with respect to a distribution in-kind of non-marketable securities. The amount of carried interest will be dependent on the valuation of the non-marketable securities distributed, which will be determined by the General Partner and could incentivize the General Partner to value the securities higher than if there were no carried interest. The General Partners can engage a third party to determine the value of securities distributed in-kind or non-marketable securities and rely upon the third-party opinion of value, but there can be no assurance such an opinion will reflect value accurately. Moreover, under the terms of the applicable Constituent Documents, a General Partner is entitled to elect to receive its carried interest with respect to an investment that is otherwise being sold in the form of an in-kind distribution of marketable securities of the related portfolio entity, including, but not limited to if the purpose of such election is to permit Blackstone personnel to donate such securities to charity (which include private foundations, funds or other charities associated with any such personnel). The tax benefit derived from charitable giving has the effect of reinforcing and/or enhancing the incentives otherwise resulting from the existence of the General Partners' carried interest described above.

In addition, upon a withdrawal by an investor from a Fund (in limited circumstances) and upon the liquidation of such Fund, a General Partner could receive carried interest distributions with respect to a distribution in-kind of non-marketable securities. The amount of carried interest will be dependent on the valuation of the non-marketable securities distributed, which will be determined by the General Partner and could incentivize

the General Partner to value the securities higher than if there were no carried interest. The General Partners can engage a third party to determine the value of securities distributed in-kind or non-marketable securities and rely upon the third-party opinion of value, but there can be no assurance such an opinion will reflect value accurately. Moreover, under the terms of the applicable Constituent Documents, a General Partner is entitled to elect to receive its carried interest with respect to an investment that is otherwise being sold in the form of an in-kind distribution of marketable securities of the related portfolio entity, including, but not limited to if the purpose of such election is to permit Blackstone personnel to donate such securities to charity (which include private foundations, funds or other charities associated with any such personnel). The tax benefit derived from charitable giving has the effect of reinforcing and/or enhancing the incentives otherwise resulting from the existence of the General Partners' carried interest described above.

Blackstone Policies and Procedures; Information Walls. Blackstone has implemented policies and procedures to address conflicts that arise as a result of its various activities, as well as regulatory and other legal considerations. Specified policies and procedures, such as Blackstone's information wall policy, implemented by Blackstone to mitigate potential conflicts of interest and address certain regulatory requirements and contractual restrictions will reduce the synergies and collaboration across Blackstone's various businesses that the Funds expect to draw on for purposes of identifying, pursuing and managing attractive investment opportunities. Because Blackstone has many different asset management and advisory businesses, including, but not limited to, private equity, growth equity, a credit business, a secondary funds business, an infrastructure business, an insurance solutions business, a hedge fund business, a capital markets group, a life sciences business and a real estate advisory business, it is subject to a number of actual and potential conflicts of interest, greater regulatory oversight and more legal and contractual restrictions than that to which it would otherwise be subject if it had just one line of business. In addressing these conflicts and regulatory, legal and contractual requirements across its various businesses and to protect against the inappropriate sharing and/or use of information between the Funds and the other business units at Blackstone, Blackstone has implemented certain policies and procedures (e.g., Blackstone's information wall policy) regarding the sharing of information that have the potential to reduce the positive synergies and collaborations that the Funds expect to utilize for purposes of identifying, pursuing and managing attractive investments. For example, Blackstone will from time to time come into possession of material non-public information with respect to Fund Managers in which Other Blackstone Clients are considering making an investment or companies that are clients of Blackstone. As a consequence, that information, which could be of benefit to the Funds,

might become restricted to those other respective businesses and otherwise be unavailable to the Funds. In particular, although the Registrant intends to leverage the Blackstone platform to access, among other things, Blackstone's extensive knowledge of certain potential or existing Fund Managers, Blackstone's Strategic Support Platform and its transaction execution personnel and portfolio operations and business development groups, the formal information barriers in place between Blackstone and Strategic Partners, along with procedures in place that are designed to identify potential business conflicts, will from time to time prevent Strategic Partners and other parts of Blackstone from discussing any investment or enabling the Fund to access such resources and platforms. Further, confidentiality obligations owed by the Registrant to Fund Managers or Manager-Sponsored Funds could prevent the Registrant from disclosing information to other parts of Blackstone concerning the portfolio investment information of any Fund Manager or Manager-Sponsored Fund. There can be no assurance, however, that any such policies and/or procedures will be effective in accomplishing their stated purpose and/or that they will not otherwise adversely affect the ability of the Funds to effectively achieve their investment objectives by unduly limiting the investment flexibility of the Funds and/or the flow of otherwise appropriate information between the Registrant and other business units at Blackstone. For example, personnel of Blackstone will be unable to assist with the activities of the Funds as a result of these walls. There can be no assurance that additional restrictions will not be imposed that would further limit the ability of Blackstone to share information internally. In addition, due to these restrictions, in some instances, a Fund will not be able to initiate a transaction that it otherwise might have initiated and will not be able to arrange for the sale and liquidation of all or any portion of an investment that such Fund otherwise might have purchased or sold, which could negatively affect such Fund's operations and/or performance.

In addition, to the extent that Blackstone is in possession of material non-public information or is otherwise restricted from trading in certain securities, the Funds and the Registrant will also be deemed to be in possession of such information or otherwise restricted. This could reduce the investment opportunities available to the Funds, and there can be no assurance that such policies and procedures will be effective in accomplishing their stated purpose or that they will not otherwise adversely affect the ability of the Funds to effectively achieve their investment objectives by unduly limiting the investment flexibility of the Funds and/or the flow of otherwise appropriate information between business units at Blackstone. Additionally, the terms of confidentiality or other agreements with or related to companies in which any Blackstone fund has or has considered making an investment or which is otherwise a client of Blackstone will from time to time restrict or otherwise limit the ability

of the Funds to make investments in or otherwise engage in businesses or activities competitive with such companies. Blackstone will (in certain circumstances) enter into one or more strategic relationships in certain regions or with respect to certain types of investments that, although intended to provide greater opportunities for the Funds, can require the Funds to share such opportunities or otherwise limit the amount of an opportunity the Funds can otherwise take.

Since the Registrant's integration into the Strategic Partners platform, personnel for the Registrant and SPFSA have had access to information regarding each strategy's Portfolio Entities, including information received from underlying sponsors related to the performance of such sponsor's funds. The sharing of such information could impact a Fund's ability to engage in, or the Registrant's analysis of, certain transactions. (See "Investments in Which Other Blackstone Clients Have a Different Principal Investment Generally".)

Blackstone's Other Activities May Limit the Funds' Business. The investment opportunities that will be made available to the Funds will be limited by the other activities of Blackstone, and by reason of the Funds being affiliates of Blackstone. In addition, other business groups within Blackstone will possess material nonpublic information or other information that will effectively limit the ability of the Funds to make certain investments and, more importantly, sell certain investments. Any such restrictions can materially constrain the investment flexibility of the Funds.

Conflicts of interest will also arise with respect to Blackstone's provision of services to the Funds, Portfolio Entities, the Other Blackstone Clients and other clients of Blackstone, as well as actions taken by Blackstone on behalf of such Other Blackstone Clients and/or their affiliates. In performing services on behalf of the Funds, Portfolio Entities, Other Blackstone Clients and/or other clients and affiliates, Blackstone can take actions that will impact the Funds, and Blackstone's other activities, provision of services and management of such Other Blackstone Clients and/or affiliates will generally be carried out independently from the General Partners' and the Registrant's activities with respect to the Funds.

Management of Other Blackstone Clients. One of the core businesses at Blackstone is the management of Other Blackstone Clients. Blackstone's management of the Other Blackstone Clients will, from time to time, give rise to actual or potential conflicts of interest relating to the Funds, and there can be no assurance that such conflicts will be resolved in favor of the Funds. Moreover, the economic interests of Blackstone in such Other Blackstone Clients will incentivize Blackstone to take actions with respect to such Other Blackstone Clients which will conflict with or adversely affect the interests of the Funds, and it is possible that the

interests of the Funds will be subordinated or adversely affected by virtue of Blackstone's management of such Other Blackstone Clients.

Investments in Which Other Blackstone Clients Have a Different Principal Investment Generally. The Funds through their interests in Fund Managers are expected to hold interests that are different (including with respect to relative seniority) from the interests held by Other Blackstone Clients to the extent such Fund Managers and Other Blackstone Clients ultimately invest in the same Portfolio Entity or issuer. In these situations, conflicts of interest will arise. There can be no assurance that the involvement of such Other Blackstone Client will not adversely impact the Funds, and since the Fund Managers are not affiliates of Blackstone, Blackstone will not be in a position to mitigate or ameliorate conflicts with respect to the Funds' investment but rather will be reliant upon such Fund Manager. While Blackstone will implement certain policies and procedures to mitigate actual and potential conflicts of interest, including by establishing groups separated by information barriers (which could be temporary and limited purpose in nature) within Blackstone, such measures could, in certain circumstances, not be effective and in any case will not bind Fund Managers. Notwithstanding such measures, Blackstone could be required to take action when it has conflicting loyalties between its duties to a Fund and such Other Blackstone Clients, which could adversely impact such Fund. The Funds will generally rely upon Fund Managers to make decisions regarding their respective investments, and such Fund Managers are likely to have conflicts and/or otherwise make decisions that Blackstone would not have made. Other Blackstone Clients (including the funds managed by Strategic Partners Fund Solutions Advisors L.P. ("**SPFSA Funds**")) are likely to have an interest in an underlying vehicle (including a Manager-Sponsored Fund) sponsored by a Fund Manager or in an investment owned by a Fund Manager (directly or indirectly) (or *vice versa*). There can be no assurances that such situations will not give rise to conflicts of interest, or that they will be resolved in favor of the Fund.

In addition, the Funds could from time to time invest in debt securities and other obligations relating to a Fund Manager, either as part of an equity Investment or separately from such equity Investment. Other Blackstone Clients could also make similar investments in such Fund Managers. There can be no assurance that the return on the Funds' investment will be equivalent to or better than the returns obtained by the Other Blackstone Clients participating in the transaction, or that the returns applicable to any such debt investments will be similar to the returns achieved on the Funds' equity investments (or that such features will not otherwise reduce the returns applicable to an Investment or series of investments that are comprised of both equity and debt interests). In addition, it is likely

that in a bankruptcy proceeding, the Funds' interest will be subordinated or otherwise adversely affected by the existence of holders of interests that are senior in a Fund Manager's capital structure (which could include Other Blackstone Clients). For example, there could be more senior debt instruments issued by a Fund Manager in which a Fund holds or makes an investment and in such circumstances the holders of more senior classes of debt issued by such Fund Manager (which could include Other Blackstone Clients) could take actions for their benefit (particularly in circumstances of financial difficulties or distress) that further subordinate or adversely impact the value of such Fund's Investment in such Fund Manager.

A Fund and, where applicable, Other Blackstone Clients could also participate in a separate financing (or tranche thereof) with respect to a Fund Manager in which such Fund has an equity interest or otherwise in different classes of securities of such Fund Manager, including in circumstances where interests are held in the form of equity and/or debt interests in respect of such Fund Manager. Such investments inherently give rise to conflicts of interest between or among the various classes of securities that could be held by such entities and there can be no assurance that any such conflicts of interest will be resolved in favor of the Funds.

Debt financing to the Funds, Fund Managers, Manager-Sponsored Funds and/or Portfolio Entities thereof could be provided, from time to time, by Other Blackstone Clients (such as accounts, clients, funds, vehicles or any other similar arrangements managed by the Blackstone Structured Products Advisors L.P. ("**Blackstone Credit Funds**"), Blackstone Real Estate Special Situations Advisors L.L.C. and BXMT Advisors L.L.C. and investors therein, their Portfolio Entities and other parties with material relationships with Blackstone, such as shareholders of and lenders to Blackstone and lenders to Other Blackstone Clients and their Portfolio Entities, as well as by Blackstone itself in accordance with the terms of the Constituent Documents. Blackstone could have incentives to cause a Fund and influence its Fund Managers to accept less favorable financing terms from the investors, Other Blackstone Clients, their Portfolio Entities, Blackstone itself, investors therein, and other parties with material relationships with Blackstone than it would from a third party. In the case of a related party financing between a Fund or Fund Managers, Manager-Sponsored Funds and/or Portfolio Entities thereof, on the one hand, and Blackstone, Other Blackstone Clients or their Portfolio Entities, on the other hand, the Registrant could, but is not obligated to, rely on a third party agent to confirm the terms offered by the counterparty are consistent with market terms, or the Registrant could instead rely on its own internal analysis, which the Registrant believes is often superior to third party analysis given Blackstone's scale in the market. If however any of Blackstone, the Funds, an Other Blackstone Client or any of its

Portfolio Entities delegates to a third party, such as another member of a financing syndicate or a joint venture partner, the negotiation of the terms of the financing, the transaction will be assumed to be conducted on an arms-length basis, even though the participation of the Blackstone-related vehicle impacts the market terms and Blackstone could have influence on such third parties. For example, in the case of a loan extended to a Fund or Fund Managers, Manager-Sponsored Funds and/or Portfolio Entities thereof by a financing syndicate in which an Other Blackstone Client has agreed to participate on terms negotiated by a third party participant in the syndicate, it could have been necessary to offer better terms to the financing provider to fully subscribe the syndicate than if the Other Blackstone Client had not participated; it is also possible that the frequent participation of Other Blackstone Clients in such syndicates could dampen interest among other potential financing providers, thereby lowering demand to participate in the syndicate and increasing the financing costs to such Fund. The Registrant does not believe either of these effects is significant, but no assurance can be given to the investors that these effects will not be significant in any circumstance. the Registrant and its affiliates will not be required to obtain any consent or seek any approvals from the investors, any independent client representative or any L.P. Advisory Committee in the case of any of these conflicts.

Blackstone could cause actions adverse to a Fund to be taken for the benefit of Other Blackstone Clients that have made an investment more senior in the capital structure of a Fund Manager or a Portfolio Entity that is indirectly owned by such Fund through a Fund Manager (*e.g.*, provide financing to a Fund Manager of such Fund, the equity of which is owned (directly or indirectly) by such Fund) and, *vice versa*, actions will, in certain circumstances, be taken for the benefit of the Fund that are adverse to Other Blackstone Clients. Fund Managers are managed independently from Blackstone and could take actions that are adverse to Blackstone and/or the Funds. Blackstone could seek to implement procedures to mitigate conflicts of interest in these situations. In connection with negotiating loans and bank financings in respect of Blackstone-sponsored transactions, Blackstone will generally obtain the right to participate (for its own account or an Other Blackstone Client) in a portion of the financings with respect to such Blackstone-sponsored transactions on the same terms negotiated by third parties with Blackstone or other terms the Registrant determines to be consistent with the market. Although Blackstone could rely on third parties to verify market terms, Blackstone could nonetheless have influence on such third parties. No assurance can be given that negotiating with a third party, or verification of market terms by a third party, will ensure that the Funds, Fund Managers and/or their Portfolio Entities receive market terms.

In addition, the applicable Constituent Documents allow the General Partners or their affiliates to make short-term advances to the Funds, which advances will accrue interest comparable to those received by a third party in an arm's length transaction and will be repaid from capital contributions or other funds of the Funds. If the General Partners or any of their affiliates that is a bona fide debt fund, vehicle or account that is regularly engaged in the making, purchasing, holding or otherwise investing in commercial loans, bonds and similar extensions of credit in the ordinary course) lends funds to the Funds, the terms of such lending will be disclosed to the applicable L.P. Advisory Committee or the investors if the accrued interest thereon is allocated to the investor; *provided*, that such disclosure is not required for advances for partnership expenses in the ordinary course.

In addition, it is anticipated that in a bankruptcy proceeding the Funds' interests will likely be subordinated or otherwise adverse to the interests of Other Blackstone Clients with ownership positions that are more senior to those of the Funds, if any. For example, an Other Blackstone Client that has provided debt financing to an investment of a Fund or its Fund Managers, Manager-Sponsored Funds and/or Portfolio Entities thereof could take actions for its benefit, particularly if such Fund's investment is in financial distress, which could adversely impact the value of such Fund's subordinated interests.

Although Other Blackstone Clients, such as the Blackstone Credit Funds, could provide financing to the Funds and their Fund Managers, Manager-Sponsored Funds and/or Portfolio Entities thereof, there can be no assurance that any Other Blackstone Client will indeed provide any such financing with respect to any particular Investment. Participation by Other Blackstone Clients such as the Blackstone Credit Funds in some but not all financings of the Funds and their portfolio investments could adversely impact the ability of the Funds and their Fund Managers, Manager-Sponsored Funds and/or Portfolio Entities thereof to obtain financing from third parties when Other Blackstone Clients do not participate, as it could serve as a negative signal to market participants.

Any financing provided by one or more investors or an affiliate to a Fund is not a capital contribution to such Fund and does not reduce the unpaid capital commitment of the investor. To the extent one or more investors of the Funds (or any investor in any Other Blackstone Client) or any of its affiliates provide debt financing to the Funds or their Fund Managers, Manager-Sponsored Funds and/or Portfolio Entities thereof, it will not be considered a "co-investment" and any applicable covenants regarding co-investments in the applicable Constituent Documents do not apply.

By acquiring an interest in a Fund, the investors will be deemed to have acknowledged these conflicts related to financing counterparties and to have waived any claim with respect to any liability arising from the existence of any such conflict of interest.

Other Blackstone Clients. A Fund Manager and/or underlying Manager-Sponsored Fund could take conflicting positions with respect to the same or similar securities or industries/sectors. To the extent a Manager-Sponsored Fund engages in transactions in the same or similar types of securities as Other Blackstone Clients, the Manager-Sponsored Fund and Other Blackstone Clients could compete for such transactions, and transactions by such Other Blackstone Clients could negatively affect the transactions of a Fund (including the ability of a Manager-Sponsored Fund to engage in such a transaction or other activities), or the price or terms at which such Fund's or a Manager-Sponsored Fund's transactions or other activities could be effected. A similar conflict will arise when Fund Managers themselves compete for investments and take different or inconsistent positions relating to particular companies or asset classes/industries as the activities of the Fund Managers will not be coordinated. Moreover, an Other Blackstone Client could engage in an investment strategy that, if successful, could adversely affect a Fund or a Manager-Sponsored Fund in which such Fund has invested. For example, an Other Blackstone Client could raise capital from investors that would have otherwise committed capital to a Manager-Sponsored Fund managed by a Fund Manager. Similar concerns could arise with respect to competition for investments, where an Other Blackstone Client or affiliate could compete with Fund Managers for investment opportunities.

Blackstone and its personnel provide differing investment views or have views with respect to research or valuations that could be inconsistent with, or adverse to, the interests and activities of the Funds, the Fund Managers or the Manager-Sponsored Funds. Blackstone will, in certain circumstances, have differing views from Fund Managers with respect to particular asset classes or investments, and could take actions that are adverse to the interests or investments of such Fund Managers (and therefore the Funds). The Registrant is responsible for making investment decisions on behalf of the Funds, and such investment decisions can differ from investment decisions or recommendations by Blackstone on behalf of Other Blackstone Clients. Blackstone, on behalf of one or more Other Blackstone Clients, could implement an investment decision or strategy ahead of, or contemporaneously with, or behind similar investment decisions or strategies made for the Funds or by Fund Managers. The relative timing for the implementation of investment decisions or strategies for Other Blackstone Clients, on the one hand, and the Funds, on the other hand, could disadvantage the Funds.

Syndication Generally. Blackstone, the Funds, Other Blackstone Clients, joint venture partners, or affiliates or related parties of the foregoing could, subject to the limitations in the applicable Constituent Documents, commit to or initially acquire an investment as principal and subsequently sell some or all of it to a Fund, Other Blackstone Clients and/or co-investment vehicles, including co-investment vehicles formed to co-invest alongside such Fund and/or Other Blackstone Clients, in an affiliate or related party transaction. Similarly, a Fund could acquire additional investments and subsequently syndicate, or sell some or all of it, to Blackstone, the Registrant, Other Blackstone Clients, co-investment vehicles, including co-investment vehicles formed to co-invest alongside such Fund and/or Other Blackstone Clients, joint venture partners, or affiliates or related parties of the foregoing or other third parties, including any person (including, if applicable, any investor other than solely in their capacity as such and consultants) that the Registrant determines has the ability to add value to an investment in light of its relationship, experience, geographic location, market or industry knowledge and/or other relevant attributes as determined by Blackstone, notwithstanding the availability of capital from the investors and other investors thereof or applicable credit facilities. If any such intended syndication is not ultimately consummated, Blackstone, such Fund or the other party that commits to or initially acquires such portion will be expected to retain it, leading to such Fund or such other party having more of the investment initially intended to be syndicated (and bearing more of the expenses relating to such unconsummated syndication) than it would otherwise have had if such syndication had not initially been contemplated. For the avoidance of doubt, certain Other Blackstone Clients (including Other Co-Invest Vehicles) participating in such investment will likely not take part in any such syndication in the same manner or to the same extent (if at all), or will in certain circumstances participate in a syndication alongside such Fund but at a different interest rate, due to legal, regulatory, accounting, administrative or other considerations. The Registrant reserves the right to cause these transfers to be made at cost, or cost plus an interest rate or carrying cost charged from the time of acquisition to the time of transfer, notwithstanding that the fair market value of any such investments could have declined below or increased above cost from the date of acquisition to the time of such transfer. The Registrant reserves the right to also determine another methodology for pricing these transfers, including fair market value at the time of transfer. Also, the Registrant will, in certain circumstances, charge fees on these transfers to either or both of the parties. In respect of the Funds, the Registrant or its affiliates will from time to time be permitted to retain any portion of an investment initially acquired by them with a view to syndicate to co-investors or other potential purchasers to the extent such portion has not been syndicated after reasonable efforts to do so. Furthermore, syndications to third parties as described above could be on an interest-free basis or on other favorable terms compared

to terms under which any investors (in such capacity) co-invest alongside the Funds (including, in certain circumstances, syndicating below cost), and in the event capital had been called for such syndicated portion, the amounts could be treated under the applicable Constituent Documents as amount returned in lieu of being used and thus treated as never having been contributed by the partners for purposes of the applicable Constituent Documents and in the event such syndicated portion was held using a Fund's credit facility, then such Fund could bear the costs and interests related to such borrowing as partnership expenses without reimbursement from such third parties. Conflicts of interest are expected to arise in connection with these affiliate transactions, including with respect to timing, structuring, pricing and other terms. For example, the Registrant will have a potential conflict of interest when the Registrant receives fees, including carried interest, from an Other Blackstone Client acquiring from or transferring to the Funds all or a portion of an investment.

Furthermore, the Registrant and its affiliates have the right to commit to or initially acquire a portion of an investment alongside the Funds if it intends to syndicate such amounts to Other Blackstone Clients or third parties (which could include one or more investors or investors in Other Blackstone Clients), and to retain such amounts not ultimately syndicated after having used reasonable efforts to syndicate. The equity committed/used in any such underwriting by the Registrant and its affiliates could come from Blackstone's own balance sheet and/or from one or more third parties that enter into arrangements with Blackstone with respect thereto, and could come from an Other Blackstone Client. In such circumstances, Blackstone will have the right to earn underwriting and/or syndication fees from the Funds, the applicable Fund Manager or entities related thereto, or the purchasers of such equity, and the Funds and the investors will not be entitled to share in or receive the benefit of any such underwriting and/or syndication fees. As a result, the Registrant could be incentivized to underwrite and/or syndicate amounts of equity in investments due to the right to earn fees not subject to management fee offset in favor of the investors, even if the capital used to underwrite such amounts do not come entirely from the Blackstone's own balance sheet as described above, and Blackstone could share such fees with one or more third parties that commit to such equity investments and could charge purchasers of the equity fees and carried interest with respect thereto.

More specifically, the Funds could initially acquire a portion of certain investments (including through borrowings on a subscription based credit facility or from Blackstone itself) intended as co-investments as described herein and to syndicate all or part of such co-investments to one or more co-investors (inclusive of allocable expenses related thereto)

(and the Funds could similarly acquire a portion of certain investments with the intent to syndicate such portion to one or more, potentially, Other Blackstone Clients). The Funds could also syndicate such portion to third parties that are designated strategic investors as described above, in which case such syndication could be on more favorable terms (*e.g.*, at no additional syndication charge) to such third parties compared to those available to other co-investors described in the preceding sentence. The value of the investment during such period could increase, but the Funds will not receive the full benefit of any such increase. However, to the extent such amounts are not so charged or reimbursed, they generally will be borne by the Funds.

By acquiring an interest in a Fund, the investors will be deemed to have acknowledged these conflicts related to syndication of investments and warehousing and to have waived any claim with respect to any liability arising from the existence of any such conflict of interest.

Secondary Transfers. To the extent the Registrant has discretion over a secondary transfer of interests in a Fund pursuant to such Fund's Constituent Documents, or is asked to identify potential purchasers in a secondary transfer, the Registrant will do so in its sole discretion, taking into account the following factors, among others:

- The Registrant's evaluation of the financial resources of the potential purchaser, including its ability to meet capital contribution obligations;
- The Registrant's perception of its past experiences and relationships with the potential purchaser, including its belief that the potential purchaser would help establish, recognize, strengthen and/or cultivate relationships that will provide indirectly longer-term benefits to current or future Funds and/or the Registrant and the expected amount of negotiations required in connection with a potential purchaser's investment;
- Whether the potential purchaser would subject the Registrant, the applicable Fund, or their affiliates to legal, regulatory, reporting, public relations, media or other burdens;
- A potential purchaser's investment into another Fund (including any commitment, or agreement to make a commitment, into an existing or a future Other Blackstone Client and/or other Fund);
- Requirements in such Fund's Constituent Documents; and

- Such other facts as it deems appropriate under the circumstances in exercising such discretion.

Continuation Vehicles and Continuation Transactions. The Registrant could, subject to the requirements of the Funds' Constituent Documents, from time to time establish other investment vehicles for the purpose of purchasing one or more investments from a Fund (sometimes, but not always, where the selling Fund is approaching the end of its term) in connection with, or alongside another Fund making an investment (such vehicles, "**Continuation Vehicles**" and such transactions, "**Continuation Transactions**"). In such circumstances, the Registrant is acting on behalf of, and making the investment decision for, both a Fund and the applicable Continuation Vehicle. As a result, Continuation Transactions implicate the conflicts of interest described herein in "—Buying and Selling Investments or Assets from Certain Related Parties and Fund Managers" between the Fund and the Continuation Vehicle more generally. Further, because the Registrant and/or its affiliates will have the opportunity to earn additional management fees and/or receive additional carried interest and other benefits in respect of such Continuation Transactions, and because each purchaser's commitment to acquire interests in a Continuation Vehicle will ordinarily be conditioned upon completion of the Continuation Transaction, the Registrant will have a potential conflict of interest in determining transaction terms and participants. While certain conflicts of interest related to Continuation Transactions often require approval by the L.P. Advisory Committee of a Fund, certain Continuation Transactions will be able to be completed at the initiation of the Registrant without any such approval.

Co-Investment. The Funds will co-invest with investors of the Funds, investors of Other Blackstone Clients, Blackstone affiliates and other parties with whom Blackstone has a material relationship. Co-investment opportunities will generally be made available through limited partnerships or other entities formed and controlled by the Registrant or its affiliates. The allocation of co-investment opportunities is entirely and solely in the discretion of the Registrant, and it is expected that many investors who will, in certain circumstances, have expressed an interest in co-investment opportunities will not be allocated any co-investment opportunities (notwithstanding any agreement by the Registrant to consider the investors for co-investment opportunities) or will, in certain circumstances, receive a smaller amount of co-investment opportunities than the amount requested or expected. For example, if supplemental capital vehicles are established, Blackstone intends to prioritize any supplemental capital vehicles in the allocation of co-investment opportunities. To the extent Other Blackstone Clients and/or their investors, Blackstone affiliates or other parties with whom Blackstone has a material relationship make

a capital commitment and/or contributions to a co-investment opportunity, it could reduce the amount of such co-investment available to the investors of the Funds.

Furthermore, co-investment opportunities offered by Blackstone will be on such terms and conditions (including with respect to management fees, performance-based compensation and related arrangements and/or other fees applicable to co-investors) as the Registrant determines to be appropriate in its sole discretion on a case-by-case basis, which can be expected to differ amongst co-investors with respect to the same co-investment, and could include preferable terms and conditions offered only to one or more co-investors, including anchor investors. The Registrant or its affiliates could charge co-investors a carried interest and/or a management fee with respect to an investment in a co-investment vehicle. Even if the Funds and any such parties invest in the same securities on similar terms, conflicts of interest will still arise as a result of differing terms and investment profiles of the investors, among other items. In addition, the performance of Other Blackstone Clients co-investing with the Funds are not considered for purposes of calculating the carried interest payable by the Funds to the Registrant. Furthermore, the Funds and co-investors will often have different investment objectives and limitations, such as return objectives, leverage limitations and maximum hold period. Blackstone, as a result of the foregoing, will have conflicting incentives in making decisions with respect to such opportunities. Investments with respect to which there exists a capacity to provide co-investment opportunities could perform worse than investments with respect to which there is no capacity to provide co-investment opportunities. As a result, investments in co-investment opportunities could have lower returns than an investment in the Funds.

The General Partners and their affiliates are permitted to make capital commitments and/or contributions to co-investment opportunities and co-investment vehicles investing alongside the Funds, including, without limitation, to the extent the applicable General Partner determines that such a commitment or contribution is necessary and/or advisable in light of legal, tax, regulatory, accounting, contractual and other considerations with respect to such co-investment opportunity or vehicle. Such amounts so committed or contributed are permitted, at the option of the applicable General Partner, to be deemed part of the amount Blackstone is otherwise required to contribute to the applicable Fund or a separate commitment to such co-investment. If deemed part of the amount Blackstone is otherwise required to contribute to the applicable Fund, such amounts would be in full or partial satisfaction of any such amounts that would otherwise be invested in such Fund in respect of such investment. To the extent the General Partners and/or their affiliates make any such commitment and/or contribution to a co-investment opportunity or vehicle, it

could reduce the amount of such co-investment available to the investors. In addition, any such amounts invested by a General Partner or its affiliates in co-investments alongside a Fund and deemed part of the amount Blackstone is otherwise required to contribute to such Fund will result in such General Partner and its affiliates contributing less to such Fund than Blackstone's capital commitment to such Fund would otherwise imply.

Blackstone has established and could in the future establish more investment vehicles managed or advised by Blackstone to facilitate the participation of third-party co-investors (who may or may not be investors of the Funds (whether established in connection with such investor's investment in the Funds or otherwise) and/or Other Blackstone Clients), including "standing", dedicated or committed co-investment vehicles (the "**Other Co-Invest Vehicles**"), which may or may not be subject to more favorable rights and/or terms than the Funds. Consistent with the preceding paragraph, Blackstone, in its capacity as general partner of any Other Co-Invest Vehicle, is permitted to make capital commitments or contributions to such Other Co-Invest Vehicle, including, without limitation, to the extent it determines that such a commitment or contribution is necessary and/or advisable in light of legal, tax, regulatory, accounting, contractual and other considerations with respect to such Other Co-Invest Vehicle. Certain Other Co-Invest Vehicles could be fully committed and provide the investors therein with no discretion regarding the deployment of capital. The use of such vehicles could have the impact of blending the investor's effective management fee rate (and/or carried interest rate) down and the Registrant could be incentivized to allocate co-investment opportunities to discretionary vehicles with higher effective fees, carried interest or other performance-based compensation rates. The Registrant could also provide certain Other Co-Invest Vehicles with priority rights to participate in co-investment opportunities alongside the Funds or the Registrant could agree to allocate co-investment opportunities to one or more Other Co-Invest Vehicles in a programmatic manner. The terms of any Other Co-Invest Vehicle agreed to with an investor will not be subject to any "most favored nations" rights, notwithstanding that such terms could have been agreed to simultaneously with such investor's investment in a Fund, and that such Other Co-Invest Vehicle could invest alongside such Fund periodically or programmatically, effectively modifying the economic terms of such investor's participation in such shared investments. The amount and frequency of co-investment by any Other Co-Invest Vehicles will be at the discretion of the Registrant, subject to the terms of such Other Co-Invest Vehicles. It is possible that the existence of any Other Co-Invest Vehicles established by the Registrant would result in fewer co-investment opportunities to investors who do not participate therein and allocations to the Other Co-Invest Vehicles could result in a Fund investing less than it would have in the related investments. Furthermore, to the extent that Blackstone

establishes any Other Co-Invest Vehicles, it could result in fewer investment opportunities for the Funds and fewer co-investment opportunities being made available to the investors. The number and scale of co-investment opportunities made available to the investors (if any) could be higher or lower than those made available to the Other Co-Invest Vehicles.

- *General Co-Investment Considerations:* There are expected to be circumstances where an amount that would have otherwise been invested by the Funds is instead allocated to co-investors (who may or may not be Other Blackstone Clients, investors or investors of Other Blackstone Clients and could include Blackstone affiliates and/or third parties or supplemental capital vehicles), and there is no guarantee that any investor will be offered any particular co-investment opportunity. As a general matter, the allocation of co-investment opportunities is entirely discretionary on the part of the applicable General Partner, and it is expected that many investors who have expressed an interest in co-investment opportunities will not be allocated any co-investment opportunities or will receive a smaller amount of co-investment opportunities than the amount requested or expected. Blackstone and/or the Registrant will take into account various facts and circumstances deemed relevant by the Blackstone and/or Registrant will take into account various facts and circumstances deemed relevant by Blackstone and/or the Registrant in allocating co-investment opportunities, including, among others, whether a potential co-investor has expressed an interest in evaluating co-investment opportunities, Blackstone and/or the Registrant's assessment of a potential co-investor's ability to invest an amount of capital that fits the needs of the investment (taking into account the amount of capital needed as well as the maximum number of investors that can realistically participate in the transaction) and Blackstone and/or the Registrant's assessment of a potential co-investor's ability to commit to a co-investment opportunity within the required timeframe of the particular transaction. Additional considerations can be expected to also include, among others and without limitation, (i) the size of a potential co-investor's commitments to such Fund and Other Blackstone Clients; (ii) whether a potential co-investor has a history of participating in co-investment opportunities with Blackstone; (iii) whether a potential co-investor is an anchor investor or otherwise part of an overall strategic relationship with Blackstone; (iv) the size of the potential co-investor's interest to be held in the underlying Portfolio Entity as a result of such Fund's investment (which is likely to be based on the size of the potential co-investor's capital commitment and/or

investment in such Fund); (v) whether the potential co-investor has demonstrated a long-term or continuing commitment to the potential success of Blackstone, such Fund or Other Blackstone Clients (including whether a potential co-investor will help establish, recognize, strengthen or cultivate relationships that could indirectly provide long-term benefits to such Fund or Other Blackstone Clients and their Portfolio Entities, or whether the co-investor has significant capital under management by Blackstone and/or the Registrant or intends to increase such amount); (vi) whether the potential co-investor has an overall strategic relationship (including a Strategic Relationship) with Blackstone and/or the Registrant that provides it with more favorable rights with respect to co-investment opportunities; (vii) whether the co-investor is considered “strategic” to the investment because it is able to offer such Fund certain benefits, (including, but not limited to, the ability to help consummate the investment) or the possession of certain expertise; (viii) the transparency, speed and predictability of the potential co-investor’s investment process; (ix) whether Blackstone has previously expressed a general intention to seek to offer co-investment opportunities to such potential co-investor; (x) the familiarity Blackstone has with the personnel and professionals of the potential co-investor in working together in investment contexts; (xi) the extent to which a potential co-investor has been provided a greater amount of co-investment opportunities relative to others; (xii) the ability of a potential co-investor to invest in potential follow-on acquisitions for the applicable Fund Manager or participate in defensive investments; (xiii) the likelihood that the potential co-investor would require governance rights that would complicate or jeopardize the transaction (or, alternatively, whether the investor would be willing to defer to Blackstone and assume a more passive role in the investment); (xiv) any interests a potential co-investor could have in any competitors of the underlying Fund Manager; (xv) the tax profile of the potential co-investor and the tax characteristics of the Investment (including whether or not the potential co-investor would require particular structuring implementation or covenants that would not otherwise be required but for its participation or whether such co-investor’s participation is beneficial to the overall structuring of the investment); (xvi) whether a potential co-investor’s participation in the transaction would subject such Fund or any of its Fund Managers to additional regulatory requirements, review or scrutiny, including any necessary governmental approvals required to consummate the investment; (xvii) the potential co-investor’s chemistry with the potential management team of the Fund Manager; (xviii) whether the

potential co-investor has any existing positions in the Fund Manager (whether in the same security in which such Fund is investing or otherwise); (xix) whether there is any evidence to suggest that there is a heightened risk with respect to the potential co-investor maintaining confidentiality; (xx) whether the potential co-investor has any known investment policies and restrictions, guideline limitations or investment objectives that are relevant to the transaction, including the need for distributions; (xxi) whether the expected holding period and risk-return profile of the investment is consistent with the stated goals of the potential co-investor; (xxii) whether the potential co-investor is providing financing or other extensions of credit; and (xxiii) such other factors that Blackstone could in good faith deem relevant and appropriate to consider in the circumstances.

In addition, the Registrant and/or its affiliates could be incentivized to offer the Other Co-Invest Vehicles and/or other certain potential co-investors opportunities to co-invest (and could also be incentivized to offer such co-investment opportunities on more favorable terms than other potential co-investors) since the amount of carried interest and/or management fee to which the Registrant and/or its affiliates could be entitled under the arrangements with such co-investors, including with respect to such co-investors' participation in the Other Blackstone Clients, could depend on, among other things, the extent to which such co-investors participate or have been offered the opportunity to participate in co-investments (which participation could be in such co-investors' discretion). Blackstone could establish Other Co-Invest Vehicles or other co-investment vehicles (including dedicated or "standing" co-investment vehicles, which include both "opt-out" or "opt-in" vehicles where the co-investor determines whether to participate in co-investment opportunities presented to it either through affirmative or negative consent as well as committed vehicles where Blackstone (in some or all circumstances), and not the co-investor, has discretion in determining whether the co-investment vehicle will participate in co-investment opportunities) for one or more investors (including third party investors and investors in the Funds) in order to co-invest alongside the Funds in one or more future investments. These co-investment vehicles could nevertheless only participate in co-investment opportunities after the initial acquisition of an investment. The existence of these vehicles could reduce the opportunity for other investors to receive allocations of co-investment, and the amount and frequency of co-investment by any such co-investment vehicles would be at the discretion of the Registrant. Also, Blackstone will, in certain circumstances, agree with investors

(including investors, Blackstone strategic relationships (including Strategic Relationships) and third party investors) to more favorable rights or pre-negotiated terms with respect to co-investment opportunities than with other investors, including with respect to targeted, preferential or favorable allocation of co-investment opportunities and discounts or rebates of performance-based compensation or management fees and/or tailored underwriting toward such investor's interests. To the extent any such arrangements are entered into, they will result in fewer co-investment opportunities (or reduced allocations) being made available to the investors. In addition, the allocation of investments to Other Blackstone Clients, including as described under "—Allocation of Investment Opportunities" herein, will result in fewer co-investment opportunities to investors who do not participate therein and allocations to the co-investment vehicles can be expected to result in the Funds investing less than they would have in the related investments.

- *Additional Potential Conflicts of Interest with respect to Co-Investment; Strategic Relationships Involving Co-Investment:* Blackstone and/or the Registrant and its affiliates will in certain circumstances be incentivized to offer certain potential co-investors (including, by way of example, to an "anchor" investor or to an investor with whom there is another arrangement to provide financing or extensions of credit) opportunities to co-invest on a priority basis or on more favorable terms than other potential co-investors, due to the amount of performance-based compensation or management fees or other fees paid to Blackstone by the co-investor receiving the priority allocation or better terms, (as well as any additional discounts or rebates avoided by allocating co-investments to such co-investor with respect to such co-investor's participation in the Funds and/or any Other Blackstone Clients) or other aspects of such co-investor's relationship with Blackstone. The management fees, carried interest and other fees received by Blackstone from, and the amount of expenses charged to, the Funds can be expected to be less or more than such amounts paid by or charged to co-investment vehicles, and such variation in the amount of fees and expenses will create an economic incentive for Blackstone to allocate a greater or lesser percentage of an investment opportunity to the Funds or such co-investment vehicles or co-investors, as the case may be. In addition, other terms of existing and future co-investment vehicles can be expected to differ materially, and in some instances can be expected to be more favorable to Blackstone, than the terms of the Funds, and such different terms can be expected to create an incentive for Blackstone

to allocate a greater or lesser percentage of an investment opportunity to the Funds or such co-investment vehicles, as the case may be. Such incentives will from time to time give rise to conflicts of interest, and there can be no assurance such conflicts of interest will be resolved in favor of the Funds or that any investment opportunities that would have otherwise been offered to the Funds or the investors through co-investment will be made available. In circumstances where a Fund is investing alongside Other Blackstone Clients, the Registrant and its affiliates will be incentivized to cause such Fund, on the one hand, or such Other Blackstone Clients, on the other hand, to offer co-investment opportunities depending on the economic and other terms each will be permitted to offer co-investors. There will be circumstances, including in the case where there is a seller who is seeking to dispose of a pool or combination of interests, assets, properties, securities or instruments, where a Fund and Other Blackstone Clients participate in a single or related transactions with a particular seller where certain of such interests, assets, properties, securities or instruments are specifically allocated (in whole or in part) to any of such Fund and such Other Blackstone Clients. The allocation of such specific items generally would be based on the Registrant's determination of, among other things, the expected returns and risk profiles for such items (*e.g.*, specific items with higher expected returns and a lower risk profile could be allocated to a Fund whereas those with lower relative expected returns and a higher relative risk profile could be allocated to an Other Blackstone Client, or *vice versa*), and in any such case the combined purchase price paid to a seller would be allocated among the multiple interests, assets, properties, securities or instruments based on a determination by the seller, by a third party valuation firm and/or by the Registrant and its affiliates. Additionally, it can be expected that Blackstone will, from time to time, enter into arrangements or strategic relationships with third parties, including other asset managers, financial firms or other businesses or companies, which, among other things, provide for referral, sourcing or sharing of investment opportunities. Blackstone will, in certain circumstances, pay management fees and performance-based compensation in connection with such arrangements. Blackstone will, in certain circumstances also provide for or receive reimbursement of certain expenses incurred or received in connection with these arrangements, including diligence expenses and general overhead, administrative, deal sourcing and related corporate expenses. The amount of such reimbursements or rebates will relate to allocations of co-investment opportunities and increase if certain co-investment allocations are not

made. While it is possible that the Funds will, along with Blackstone itself, benefit from the existence of those arrangements and/or relationships, it is also possible that investment opportunities that would otherwise be presented to or made by the Funds would instead be referred (in whole or in part) to such third party, either as a contractual obligation or otherwise, resulting in fewer opportunities (or reduced allocations) being made available to the Funds and/or the investors. Some co-investment vehicles or co-investors, including some Other Co-Invest Vehicles, generally will not bear broken deal expenses or other investment-related expenses (including in respect of financing for such investment) (in which case the Funds would, to the fullest extent permitted by applicable law, bear such extra portion of such expenses) unless Blackstone determines otherwise in its discretion. Such determinations will be made on a case by case basis by Blackstone and could result in differing treatment of co-investment vehicles under certain circumstances. The foregoing will, under certain circumstances and where permitted by applicable law, result in the Funds bearing more than their pro rata share of broken deal expenses or such other expenses. This could be expected to give rise to conflicts of interest in connection with the Funds' investment activities in certain circumstances, and, while the Registrant will seek to resolve any such conflicts in a fair and equitable manner, there is no assurance that any such conflicts will be resolved in favor of the Funds.

Referral Fees. When the Registrant determines not to pursue some or all of an investment opportunity for a Fund that would otherwise be within such Fund's objectives and strategies, and Blackstone provides the opportunity or offers the opportunity to Other Blackstone Clients, Blackstone, including its personnel (including the Registrant's personnel), can be expected to receive compensation from the Other Blackstone Clients, whether or not in respect of a particular investment, including an allocation of performance-based compensation, referral fees or revenue share, and any such compensation could be greater than amounts paid by such Fund to the Registrant. As a result, there is an incentive for the Registrant (including its personnel who receive such compensation) to allocate investment opportunities away from the Funds to or source investment opportunities for Other Blackstone Clients, which could result in fewer opportunities (or reduced allocations) being made available to the Funds or to the investors in the Funds as co-investment. In addition, in some cases Blackstone can be expected to earn greater fees when Other Blackstone Clients participate alongside or instead of the Funds in an investment.

Buying and Selling Investments or Assets from Certain Related Parties. The Funds and/or their Fund Managers are expected to purchase investments or assets from or sell investments or assets of such Fund to the Fund's investors, other Funds, Other Blackstone Clients, other Fund Managers or Portfolio Entities of other Funds, other Fund Managers or Other Blackstone Clients or their respective related parties, including parties which such Fund investors, other Funds, Other Blackstone Clients or Portfolio Entities own or have invested in. In certain circumstances, it can be expected that the proceeds received by a counterparty from a Fund in respect of an investment or asset will be distributed, in whole or in part, to a related party of the Fund (i.e., a Fund investor, Other Blackstone Clients and/or Portfolio Entities thereof) when such related party indirectly holds interests in such underlying investment or asset through the counterparty (including, for example, in such related party's capacity as an investor in such counterparty). Blackstone will generally rely upon internal analysis consistent with its valuation policies and procedures to determine the value of the applicable investment or asset, though it could also obtain third-party valuation reports in respect thereof. In other circumstances, where a Fund or a related party of the Fund (i.e., a Fund investor, a Portfolio Entity of another Fund or an Other Blackstone Client, another Fund or an Other Blackstone Client) holds publicly traded securities in a Portfolio Entity and the Fund or such related party has entered into a privately negotiated transaction with such Portfolio Entity, the Fund or such related party can be expected to receive (directly or indirectly) proceeds from such related party or the Fund, as applicable, upon the consummation of such privately negotiated transaction. In each such circumstance, Fund investors, other Funds, Other Blackstone Clients, Portfolio Entities of other Funds or Other Blackstone Clients or their respective related parties, will, in certain circumstances, also have limited governance rights in respect of such counterparty or such investment or asset. Purchases and sales of investments or assets of the Funds between the Funds or their Fund Managers, on the one hand, and investors and/or Portfolio Entities of other Funds or Other Blackstone Clients or their respective related parties, on the other hand, are not subject to the approval of any L.P. Advisory Committee or of a Fund or Fund investor (or independent client representative (if any)), or any board of directors, as applicable, except as expressly required under the Funds' Constituent Documents or unless otherwise required under the Advisers Act or other applicable laws or regulations. A Fund could originate or initially acquire an investment (or portfolio of related investments) in circumstances where it expects that certain portions or tranches thereof (which could be of different levels of seniority or credit quality) will be syndicated to one or more other Funds or Other Blackstone Clients or where such other Funds or Other Blackstone Clients provide equity or debt financing to the Funds or third-party purchasers in connection with the disposition of such assets (in which case Blackstone will have conflicting duties in determining the

tranching thereof). See also “—Syndication Generally” herein. Blackstone will have conflicting duties to a Fund and Other Blackstone Clients when a Fund (or in certain cases, its Portfolio Entity) buys or sells assets from or to other Funds or Other Blackstone Clients (and, potentially, when the Fund buys, sells, or redeems interests in other Funds or Other Blackstone Clients) or when such other Funds or Other Blackstone Clients provide equity or debt financing to a Fund or third-party purchasers in connection with the disposition of such assets including as a result of different financial incentives Blackstone will have with respect to the Fund and such Other Blackstone Clients. These conflicts will not necessarily be resolved in favor of a Fund, and the Fund’s investors will not necessarily receive notice or disclosure of the occurrence of these conflicts. In addition, certain financings between a Fund and Blackstone affiliates could involve structuring that in form is a transaction between the Funds and an affiliate, but will not be treated as the sale of an investment to the Funds from a Blackstone affiliate (or vice versa) for purposes of the Funds’ Constituent Documents, as determined by the Registrant in good faith.

There can be no assurance that any investment or asset sold by a Fund to an investor, other Funds, or Other Blackstone Clients, Portfolio Entities thereof or any of their respective related parties (or where any such related parties are providing financing to the Funds or a third-party purchaser or where any interests in other Funds or Other Blackstone Client are being sold or redeemed by the Funds) will not be valued at or allocated a sale price that is lower than might otherwise have been the case if such asset were sold to a third-party rather than to an investor, other Funds, or Other Blackstone Clients, Portfolio Entities thereof, or any of their respective related parties (or were sold in a transaction where the Fund or the third-party purchaser is not receiving financing from a related party, or in the case of interests in an Other Blackstone Client sold or redeemed by the Funds, if the issuer of the interests were a third-party rather than another Fund or an Other Blackstone Client). Blackstone can, but will not be required to solicit third-party bids or obtain a third-party valuation prior to causing a Fund or any of its Portfolio Entities to purchase or sell any asset or investment from or to a Fund’s investor, other Funds or Other Blackstone Clients, Portfolio Entities thereof, or any of their respective related parties as provided above (or to purchase, sell, or redeem any interests in another Fund or an Other Blackstone Client). In the event Blackstone does solicit third-party bids in a sale process of any such assets, the participation of another Fund or an Other Blackstone Client (or a related party thereof) through the financing of a third party purchase could potentially have a negative impact on the overall process. For example, a bidder that is not working with, or has otherwise chosen not to work with, another Fund or an Other Blackstone Client for such financing could perceive the process as favoring parties that are doing so. While Blackstone will seek to develop sale

procedures that mitigate conflicts for a Fund, there can be no assurance that any bidding process will not be negatively impacted by the involvement of any other Funds or Other Blackstone Clients in the relevant transaction. All the foregoing transactions involve conflicts of interest, as Blackstone will receive fees and other benefits, directly or indirectly, from or otherwise have interests in both parties to the transaction, including different financial incentives Blackstone could have with respect to the parties to the transaction. These conflicts will not necessarily be resolved in favor of a Fund, and Fund investors will not necessarily receive notice or disclosure of the occurrence of these conflicts.

In addition, a Fund Manager or Portfolio Entity of the Funds will, in certain circumstances, enter into agreements, transactions or other arrangements with another Fund Manager or Portfolio Entity of the Funds or one or more Portfolio Entities of an Other Blackstone Client, which will, in certain circumstances, give rise to actual or potential conflicts of interest for the General Partner, the Funds and / or their respective affiliates. Such agreements, transactions or other arrangements will be entered into without the consent or direct involvement of the Funds and / or such Other Blackstone Client or the consent of the advisory committee and / or the investors of the Funds or such Other Blackstone Client (including, without limitation, in the case of minority investments by a Fund in a Fund Manager where an Other Blackstone Client is invested in the Manager-Sponsored Fund managed by such Fund Manager or the sale of assets or businesses from one Fund Manager to another). This is because, among other things, Fund Managers and Portfolio Entities of the Funds and Portfolio Entities of Other Blackstone Clients (and other Funds) are not considered affiliates of the General Partners or the Funds under the applicable Constituent Documents. In any such case, the Funds will not be involved in the negotiation process and the terms of any such agreement, transaction or other arrangement will not be as favorable to the Funds as otherwise would be the case if the Funds were involved.

In connection with the foregoing transactions, the General Partners, the Registrant and any of their affiliates could engage in “agency cross transactions” as defined in Reg. § 275.206(3)-2 promulgated by the SEC under the Advisers Act in which such entity acts as a broker for the Funds and for another person on the other side of the transaction. The General Partners or any of their affiliates could receive commissions from, and have a potentially conflicting division of loyalties and responsibilities regarding, both parties to such agency cross transactions.

By acquiring an interest in a Fund, each investor will be deemed to have acknowledged these conflicts related to purchases and sales of assets between the Fund or the Fund Managers and/or their respective Portfolio Entities and related parties, on the one hand, and investors,

Other Blackstone Clients, Portfolio Entities of Other Blackstone Clients or their respective related parties, on the other hand, and to have acknowledged that these conflicts will not necessarily be resolved in favor of such Fund, to have agreed that investors could not be entitled to receive notice or disclosure of the occurrence of these conflicts (except as provided above), to have consented to all such transactions and arrangements to the fullest extent permitted by law, and to have waived any claim against the Registrant or its affiliates and releases each of them from any liability arising from the existence of any such conflict of interest.

Multiple Blackstone Business Lines. Blackstone has multiple business lines, including the Blackstone Capital Markets Group, which Blackstone, the Funds, Other Blackstone Clients, Fund Managers, their portfolio companies and Portfolio Entities of Other Blackstone Clients and third parties will, in certain circumstances, engage for debt and equity financings and to provide other investment banking, brokerage or investment advisory services. There will be no limitations on the ability of such other business units from providing services to or engaging in transactions with Fund Managers and their affiliates or Portfolio Entities, and the investors will not be entitled to share in any fees or payments received in respect of any such services or transactions or receive notice thereof, and any such fees or payments will not result in any offset to the management fee payable by the investors.

As a result of these activities, Blackstone is subject to a number of actual and potential conflicts of interest, greater regulatory oversight and more legal and contractual restrictions than if it had one line of business. For example, Blackstone will, in certain circumstances, from time to time come into possession of information that limits the Funds' ability to engage in potential transactions. Similarly, other Blackstone businesses and their personnel will, in certain circumstances, be prohibited by law or contract from sharing information with the Registrant that would be relevant to monitoring the Funds' investments and other activities, including as a result of information walls, information received from Fund Managers in connection with such other Blackstone businesses. Additionally, Blackstone or Other Blackstone Clients can be expected to enter into covenants that restrict or otherwise limit or adversely impact the ability of the Funds and their affiliates to make investments in, or otherwise engage in, certain transactions. Finally, although unlikely, Blackstone personnel who are members of the investment team or investment committee (or similar committee) could be excluded from participating in certain investment decisions due to conflicts involving other Blackstone businesses, Fund Managers or for other reasons, including other personal or business activities, in which case the Funds will not benefit from their

experience. The investors will not receive a benefit from any fees earned by Blackstone or its personnel from these other businesses.

Blackstone and Other Blackstone Clients (including the SPFSA Funds) could acquire interests in the Manager-Sponsored Funds managed by Fund Managers directly or through the secondary market, or otherwise make investments (including as part of an initial or secondary public offering, general partner-led or other similar transaction) in Portfolio Entities of Manager-Sponsored Funds managed by Fund Managers. Investments by Blackstone and Other Blackstone Clients in such Manager-Sponsored Funds and/or Portfolio Entities (including but not limited to any underlying vehicle (including a Manager-Sponsored Fund) sponsored by a Fund Manager or in an investment owned by a Fund Manager (directly or indirectly) (or *vice versa*)), could also arise from knowledge learned and shared within Blackstone by and among its personnel as a result of the Fund's position in a Fund Manager, subject to any confidentiality and other similar obligations with respect to Fund Managers. See "—Allocation of Personnel" below. Such actions will be carried out generally without regard to the Funds' position in any such Fund Manager. Despite Blackstone's implementation of information wall restrictions and other internal policies and procedures designed to prevent the inappropriate sharing of confidential information, Blackstone and Other Blackstone Clients potentially could have greater information than counterparties in such transactions, and the existence of such business could produce conflicts that could, in certain circumstances, not be resolved in favor of the Funds.

Allocation of Personnel. The Registrant and its affiliates will devote such time and attention to the relevant Funds as they determine to be necessary to conduct their business affairs in an appropriate manner. However, Blackstone personnel, including members of the Registrant's Investment Committees, will work on other projects, serve on investment and other committees (including boards of directors, as applicable) and source potential investments for and otherwise assist the investment programs of Other Blackstone Clients (including the SPFSA Funds and funds that are part of the BXMA platform) and their Portfolio Entities, including other investment programs to be developed in the future. Certain members of the Registrant's investment team are also members of other Blackstone advisers' investment teams and will continue to serve in those roles (and, in certain circumstances, will devote a majority of their time and attention to such roles) and as a result, not all of their business time will be devoted to the Registrant. Certain non-investment professionals are not dedicated solely to the Registrant but rather perform functions that benefit the Funds as well as Other Blackstone Clients, the Registrant and/or Blackstone, which is expected to detract from the time and attention such persons devote to

the Registrant. Even some key personnel of the Registrant who devote substantially all of their time and attention to the Funds' investment programs do not devote their time and attention solely to the Funds. Certain Blackstone personnel could also spend time assisting Fund Managers with respect to various management, operational or strategic initiatives. Time spent on these other initiatives diverts attention from the activities of the Funds, which could negatively impact the Funds and investors. Furthermore, Blackstone and Blackstone personnel derive financial benefit from these other activities, including fees and performance-based compensation. Blackstone personnel in other business units could share in the fees and performance-based compensation from the Funds and/or certain of their investments; similarly, the personnel associated with the Registrant could share in the fees and performance-based compensation generated by Other Blackstone Clients (including the SPFSA Funds). Conflicts of interest could arise in situations where a Fund is considering investing in a Fund Manager with respect to which SPFSA Funds could also have an investment (including an interest in a Manager-Sponsored Fund or other underlying vehicle sponsored by such Fund Manager). Any such transaction is not expected to be subject to approval by the L.P. Advisory Committees of the Funds (or by the advisory committees of the SPFSA Funds). These and other factors create conflicts of interest in the allocation of time and attention by Blackstone personnel. The Registrant's determination of the amount of time and attention necessary to conduct the Funds' activities will be conclusive, and investors rely on the Registrant's judgment in this regard.

In addition, professionals of the Registrant could participate in a Blackstone-sponsored program whereby any professional of the Registrant could receive carried interest or other compensation from another business unit of Blackstone in connection with such professional's successful referral of a transaction involving any Fund Manager or Manager-Sponsored Fund to such other business unit of Blackstone or by virtue of other arrangements within Blackstone. Such compensation could include carried interest generated by a fund managed by such other business of Blackstone (or potentially even in a Fund Manager). It is not expected, however, that the amount of any carried interest or other compensation received in connection with any such program will be material.

Outside Activities of Principals and Other Personnel and their Related Parties. Certain personnel of Blackstone will, in certain circumstances, be subject to a variety of conflicts of interest relating to their responsibilities with respect to the Funds, Other Blackstone Clients, Fund Managers, Manager-Sponsored Funds and Portfolio Entities of such Other Blackstone Clients, and their outside personal or business activities as members of investment or advisory committees or boards of directors of or advisors to investment funds, corporations,

foundations or other organizations. Such positions create a conflict if such other entities have interests that are adverse to those of the Funds or a Fund Manager, including if such other entities compete with the Funds or a Fund Manager for investment opportunities or other resources. The Blackstone personnel in question will, in certain circumstances, have a greater financial interest in the performance of the other entities than the performance of the Funds. This involvement would create conflicts of interest in making investments on behalf of the Funds and such other funds, accounts and other entities. Also, Blackstone personnel are generally permitted to invest in alternative investment funds, private equity funds, venture capital funds, real estate funds, hedge funds and other investment vehicles, as well as engage in other personal trading activities relating to companies (some of which will be competitors of the Funds and/or Fund Managers), assets, securities or instruments, it being understood that such personnel could make such investments for strategic reasons, including for purposes of sourcing investment opportunities for the Funds, Other Blackstone Clients and/or Blackstone (subject to Blackstone's Code of Ethics requirements), some of which will involve conflicts of interests. Such personal securities transactions will, in certain circumstances, relate to securities or instruments which can be expected to also be held or acquired by Other Blackstone Clients, including the Funds and/or Fund Managers, or otherwise relate to companies or issuers in which the Funds or Fund Managers have or acquire a different principal investment (including, for example, with respect to seniority), which can give rise to conflicts of interest related to misaligned interests between the Funds and such persons, it being understood that where Blackstone personnel make investments in alternative investment funds and other investment vehicles with the intent to source investments for the Funds or Other Blackstone Clients, there is a greater likelihood that the Funds or such Other Blackstone Clients will invest in companies in which Blackstone personnel hold an indirect interest. There could be situations in which such alternative investment funds invest in the same portfolio companies as the Funds and/or Fund Managers and there could be situations in which such alternative investment funds purchase securities from, or sell securities to, the Funds and/or Fund Managers. There can be no assurance that conflicts of interest arising out of such activities will be resolved in favor of the Funds. Investors of the Funds will not receive any benefit from or notice of any such investments, and the financial incentives of Blackstone personnel in such other investments could be greater than their financial incentives in relation to the Funds and will not receive notice should the Funds make investments in which such persons hold indirect interests. Although the Registrant will generally seek to minimize the impact of any such conflicts, there can be no assurance they will be resolved favorably for the Funds (see "—Additional Potential Conflicts of Interest" below).

Additionally, certain personnel and other professionals of Blackstone have family members or relatives that are actively involved in industries and sectors in which the Funds and/or Fund Managers indirectly invest and/or have business, personal, financial or other relationships with companies in such industries and sectors (including the advisors and service providers described above) or other industries, which gives rise to potential or actual conflicts of interest. For example, such family members or relatives might be officers, directors, personnel or owners of companies or assets which are actual or potential investments of the Funds and/or Fund Managers or other counterparties of the Funds, Fund Managers and their Portfolio Entities and/or assets. Moreover, in certain instances, the Funds, Fund Managers or their Portfolio Entities will, in certain circumstances, transact with, companies that are owned by such family members or relatives or in respect of which such family members or relatives have other involvement. These relationships have the potential to influence Blackstone, including the Registrant, in deciding whether to select, recommend or create such service providers to perform services for the Funds, Fund Managers or Portfolio Entities (the cost of which will generally be borne directly or indirectly by the Funds, Fund Managers or such Portfolio Entity, as applicable) and to incentivize Blackstone to engage such service provider over a third party. The fees for services provided by such service providers can or cannot be at the same rate charged by other third parties and the Registrant undertakes no obligations to select service providers who can have lower rates. The Registrant undertakes no minimum amount of benchmarking. To the extent the Registrant does engage in benchmarking, it cannot be assured that such benchmarking will be accurate, comparable, or relate specifically to the assets or services to which such rates or terms relate. Whether or not the Registrant 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. In most such circumstances, the applicable Constituent Documents will not preclude the Funds from undertaking any of these investment activities or transactions. To the extent Blackstone determines appropriate, conflict mitigation strategies will be put in place with respect to a particular circumstance, such as internal information barriers or recusal, disclosure or other steps determined appropriate by the Registrant. The investors rely on the Registrant to manage these conflicts in its sole discretion.

Secondments and Internships. Certain personnel of Blackstone and its affiliates, and the Consultants (as defined herein), will, in certain circumstances, be seconded to one or more Portfolio Entities, vendors and service providers or investors of the Funds and/or Other Blackstone Clients to provide finance, accounting, operational support, technology, data

management (including artificial intelligence) and other similar services, including the sourcing of investments for the Funds or other parties. The salaries, benefits, overhead and other similar expenses for such personnel during the secondment could be borne by Blackstone and its affiliates or the organization for which the personnel are working or both. In addition, personnel of Portfolio Entities, vendors, service providers (including law firms and accounting firms) and investors of the Funds and Other Blackstone Clients will, in certain circumstances, be seconded to, serve internships at, receive trainings from or otherwise provide consulting services to, the Registrant, Blackstone, the Funds, Portfolio Entities and Other Blackstone Clients. While often the Funds, Other Blackstone Clients and their Portfolio Entities are the beneficiaries of these types of arrangements, the Registrant or Blackstone are from time to time beneficiaries of these arrangements as well, including in circumstances where the vendor, Portfolio Entity, personnel or service provider also provides services to the Funds, Other Blackstone Clients, the Registrant or Blackstone in the ordinary course.

The Funds or their Portfolio Entities can be expected to pay compensation or cover fees or expenses associated with such secondees and interns, and if a Portfolio Entity of a Fund pays the cost, it will be borne directly or indirectly by a Fund. If Blackstone or the Registrant pays salaries or covers expenses associated with such secondees and interns, they could seek reimbursement from the Funds or their Portfolio Entities for such amounts. Additionally, the Registrant, Blackstone, Other Funds, Other Blackstone Clients or their respective Portfolio Entities could receive benefits from arrangements, including arrangements at no or reduced cost, with secondees or interns employed by service providers or vendors (or affiliates thereof) that provide services to, or whose employees serve as secondees or interns to a Fund (or its Portfolio Entities) that bears the compensation, fees or expenses associated with such services, secondees or interns. Furthermore, such arrangements, including those at no or reduced cost, could include secondees or interns who perform services for the benefit of the Registrant, Blackstone, other Funds, Other Blackstone Clients or their respective Portfolio Entities that do not benefit such Fund or its Portfolio Entities.

To the extent seconded or intern compensation, fees or expenses are borne by a Fund, including indirectly through its Portfolio Entities or reimbursement of Blackstone for such costs, the management fee will not be offset or reduced as a result of these arrangements or any fees, expense reimbursements or other costs related thereto. The personnel described above will, in certain circumstances, provide services in respect of multiple matters, including in respect of matters related to the Registrant, Blackstone, the Funds, Other Blackstone Clients, Portfolio Entities, each of their respective affiliates and related parties, and any costs of such personnel can be expected, in certain circumstances, be allocated

accordingly. The Registrant and Blackstone will endeavor in good faith to allocate the costs of these arrangements, if any, to the Registrant, Blackstone, the Funds, Other Blackstone Clients, Portfolio Entities and other parties based on time spent by the personnel or another methodology the Registrant or Blackstone deems appropriate in a particular circumstance.

In addition, there could be instances where current and former employees of Other Blackstone Clients' Portfolio Entities are seconded to or temporarily or permanently hired by the Fund's Portfolio Entities or, at times, the Funds' investments directly. Such secondments or hiring of current and former employees of Other Blackstone Clients' Portfolio Entities by the Funds' Portfolio Entities (or their investments) will result in a potential conflict of interest between the Funds' Portfolio Entities and those of such Other Blackstone Clients. The costs of such employees are expected to be borne by the Funds or their relevant Portfolio Entities, as applicable, and the fees paid by the Funds or such Portfolio Entities to other Portfolio Entity service providers or vendors do not offset or reduce the management fee. See also "Portfolio Entity Service Providers and Vendors" herein.

Other Benefits. The Registrant, its affiliates and their personnel and related parties will receive intangible and other benefits, discounts and perquisites arising or resulting from their activities on behalf of the Funds and/or Fund Managers, the value of which will not offset or reduce management fees, or otherwise be shared with the Funds, their Portfolio Entities or the investors.

Advisors, Consultants and Partners. The Registrant, its affiliates and their respective personnel and related parties engage and retain strategic advisors, consultants, senior advisors, operating advisors, industry experts, joint venture and other partners, professionals and market participants, any of whom might be current or former employees, executives or other personnel of the Registrant, Fund Managers, Other Blackstone Clients or their affiliates (collectively, "**Consultants**"), to provide a variety of services. Similarly, the Funds, the Fund Managers, Other Blackstone Clients and their Portfolio Entities retain and pay compensation to Consultants to provide services, or to engage in certain strategic, operational or developmental initiatives (*e.g.*, to assist a Fund Manager to build out a new business, develop sector-specific expertise, raise new products or grow its assets under management). Any amounts paid by a Fund or a Fund Manager to Consultants in connection with the above services, including cash fees, profits or equity interests in a Portfolio Entity, discretionary bonus awards, performance-based compensation (*e.g.*, promote), retainers and expense reimbursements, will be treated as partnership expenses or expenses of the

Fund Manager, as the case may be, and will not, even if they have the effect of reducing any retainers or minimum amounts otherwise payable by the Registrant, be chargeable to the Registrant or deemed paid to or received by the Registrant, or offset or reduce any management fees to the Registrant or be subordinated to return of the investor's capital. Amounts charged by Consultants will not necessarily be confirmed as being comparable to market rates for such services. In certain cases, Consultants will receive intangible and other benefits resulting from their activities on behalf of the Funds. Also, Consultants could be afforded the right to co-invest alongside the Funds in investments or invest directly in products managed by Fund Managers, participate in long-term incentive plans of a Fund Manager or its Portfolio Entities, and invest directly in the Funds or in vehicles controlled by the Funds, with reduced or waived management fees and carried interest. Such co-investment or participation (which generally will result in the Funds being allocated a smaller share of an investment and less co-investment being available to investors) may or may not be considered part of Blackstone's side-by-side co-investment rights, as determined by the Registrant in its sole discretion. Consultants' benefits described in this paragraph will, in certain circumstances, continue after termination of status as a Consultant.

The time, dedication, nature of the relationship and scope of work of a Consultant varies considerably. the Registrant and Funds could have formal or informal arrangements with Consultants that may or may not have termination options and could include compensation, no compensation, or deferred compensation until occurrence of a future event, such as commencement of a formal engagement. In certain cases, Consultants have certain attributes of Blackstone "employees" (*e.g.*, they can be expected to have offices at Blackstone, receive administrative support from Blackstone personnel, participate in certain meetings and events for Blackstone personnel or work on Blackstone matters as their primary or sole business activity, have Blackstone-related e-mail addresses or business cards and participate in certain arrangements typically reserved for Blackstone employees (*e.g.*, the side-by-side program)), even though they are not Blackstone employees, affiliates or personnel for purposes of the applicable Constituent Documents, as applicable, and their salary and related expenses are paid by the Funds as partnership expenses or by Fund Managers without any reduction or offset to management fees. Some Consultants work only for Blackstone, while other Consultants could have other clients, including Other Blackstone Clients.

Data. Blackstone receives, generates or obtains various kinds of data and information from the Funds, Other Blackstone Clients, Fund Managers and their respective Portfolio Entities, and, at their election, certain investors in the Funds and investors in Other Blackstone

Clients, and service providers, including but not limited to data and information relating to or created in connection with business operations, financial results, trends, budgets, plans, suppliers, customers, employees, contractors, ESG, energy usage, carbon emissions and related metrics, financial information, commercial and transactional information, customer and user data, employee and contractor data, supplier and cost data, and other related data and information, some of which is sometimes referred to as alternative data or “big data.” Blackstone can be expected to be better able to anticipate macroeconomic and other trends, and otherwise develop investment themes or identify specific investment, trading or business opportunities, as a result of its access to (and rights regarding, including use, ownership, distribution, and derived works rights over) this data and information from the Funds, Other Blackstone Clients, their Portfolio Entities and investors in the Funds and investors in Other Blackstone Clients. Blackstone has entered and will continue to enter into information sharing and use, measurement, and other arrangements with the Funds, Other Blackstone Clients, their Portfolio Entities, and, at their election, certain investors in the Funds and investors in Other Blackstone Clients as well as with related parties and service providers, which will give Blackstone access to (and rights regarding, including use, ownership, distribution, and derived works rights over) data that it would not otherwise obtain in the ordinary course. Further, this alternative data is expected to be aggregated across the Funds, Other Blackstone Clients and their respective Portfolio Entities. Although Blackstone believes that these activities improve Blackstone’s investment management and other business activities on behalf of the Funds and Other Blackstone Clients, information obtained from the Funds, their Portfolio Entities and, at their election, certain investors in the Funds and in Other Blackstone Clients also provides material benefits to Blackstone or Other Blackstone Clients or Portfolio Entities, typically without compensation or other benefit accruing to the Funds, their investors or Portfolio Entities. For example, information obtained from a Portfolio Entity owned by a Fund can be expected to enable Blackstone to better understand a particular industry, enhance Blackstone’s ability to provide advice or direction to another Portfolio Entity’s management team on strategy or operations, and execute trading and investment strategies in reliance on that understanding for Blackstone, other Funds and Other Blackstone Clients that do not own an interest in the Portfolio Entity, typically without compensation or benefit to the Fund or their Portfolio Entities and investors. Blackstone is expected to serve as the repository for data described in this paragraph, including with ownership, use and distribution rights therein.

Furthermore, except for contractual obligations to third parties (including confidentiality agreements entered into with Fund Managers) to maintain confidentiality of certain information or otherwise limit the scope and purpose of its use or distribution, and

regulatory limitations on the use of material non-public information, Blackstone is generally free to use and distribute data and information from a Fund's and its Portfolio Entities' activities to assist in the pursuit of Blackstone's various other activities, including but not limited to trading activities or other uses for the benefit of Blackstone, another Fund or an Other Blackstone Client. This could include utilizing information received from Fund Managers in furtherance of such purpose, subject to any confidentiality obligations owed by the Registrant. Any confidentiality obligations in the applicable Constituent Documents do not limit Blackstone's ability to do so. For example, Blackstone's ability to trade in securities of an issuer relating to a specific industry will, subject to applicable law, be enhanced by information provided by or relating to a Fund Manager in the same or related industry. Such trading or other business activities are expected to provide a material benefit to Blackstone without compensation or other benefit to the Funds or their investors.

The sharing and use of "big data" and other information presents potential conflicts of interest and any benefits received by Blackstone or its personnel (including fees (in cash or in-kind), costs and expenses) will not be subject to management fee offset or otherwise shared with the Funds or their investors. As a result, the Registrant has an incentive to pursue investments that have data and information that can be utilized in a manner that benefits Blackstone or Other Blackstone Clients. See also "—Data Services" herein.

Data Services. Blackstone or an affiliate of Blackstone formed in the future will provide data services to Portfolio Entities, to certain investors in the Funds and in Other Blackstone Clients, and to the Funds and Other Blackstone Clients and other Blackstone affiliates and associated entities (including funds in which Blackstone and Other Blackstone Clients make investments, and Portfolio Entities thereof) (collectively, "**Data Holders**"). Such services will include assistance with obtaining, analyzing, curating, processing, packaging, distributing, organizing, mapping, holding, transforming, enhancing, marketing and selling such data (among other related data management and consulting services) for monetization through licensing or sale arrangements with third parties and, subject to the limitations in the Funds' Constituent Documents and any other applicable contractual limitations, with the Funds, Other Blackstone Clients, Portfolio Entities, investors in the Funds and in Other Blackstone Clients and other Blackstone affiliates and associated entities (including funds in which Blackstone and Other Blackstone Clients make investments, and Portfolio Entities thereof). If Blackstone enters into data services arrangements with Fund Managers or their Portfolio Entities and receives compensation from such Fund Managers or their Portfolio Entities for such data services, the Funds will indirectly bear their share of such compensation based on its pro rata ownership of the applicable Fund Manager. Where

Blackstone believes appropriate, data from one Data Holder will be aggregated or pooled with data from other Data Holders. Any revenues arising from such aggregated or pooled data sets would be allocated between applicable Data Holders on a fair and reasonable basis as determined by Blackstone in its sole discretion, with Blackstone able to make corrective allocations should it determine subsequently that such corrections were necessary or advisable. If Blackstone in the future enters into data services arrangements with Portfolio Entities and such Portfolio Entities pay Blackstone compensation for such data services, Funds will indirectly bear their share of the cost of such compensation based on their ownership of such Portfolio Entities. To the extent Blackstone receives compensation for such data management services, which will include a percentage of the revenues generated through any licensing or sale arrangements with respect to the relevant data, and which compensation is also expected to include fees, royalties and cost and expense reimbursement (including start-up costs and allocable overhead associated with personnel working on relevant matters (including salaries, benefits and other similar expenses)). Such compensation will not offset or reduce management fees or any other fees or expenses borne by the Funds or otherwise be shared with the Funds or Fund investors. Additionally, Blackstone is also expected to share and distribute the products from such data services within Blackstone or its affiliates (including Other Blackstone Clients or their Portfolio Entities) at no charge and, in such cases, the Data Holders will not receive any financial or other benefit from having provided such data to Blackstone. The potential receipt of such compensation by Blackstone creates incentives for Blackstone to cause the Funds to invest in Portfolio Entities with a significant amount of data that it might not otherwise have invested in or on terms less favorable than it otherwise would have sought to obtain on behalf of such Funds. See also “—Data” herein.

Allocation of Investment Opportunities. Blackstone invests its own capital and third-party capital on behalf of Other Blackstone Clients and the Funds in a wide variety of investment opportunities throughout the world. Certain opportunities within the Funds’ investment mandate are permitted to be made by (to the potential exclusion of the Funds), or shared with, one or more Other Blackstone Clients, including, without limitation, any account, client, fund, vehicle or any other similar arrangement managed by Blackstone Tactical Opportunities Advisors L.L.C., Blackstone Multi-Asset Advisors L.L.C. and Blackstone Private Investments Advisors L.L.C. and the BIS Clients (as defined herein), the BAAM Funds and the SPFSA Funds. It is also expected that some activities of Blackstone, the Other Blackstone Clients and their Portfolio Entities will compete with the Fund Managers for one or more investment opportunities that are consistent with the Fund Managers’ investment objectives, and as a result such investment opportunities could only be available on a limited

basis, or not at all, to the Fund Managers.

The Registrant has conflicting loyalties in determining whether an investment opportunity should be allocated to the Funds, Blackstone or an Other Blackstone Client, and there can be no assurance that these conflicts will necessarily be resolved in favor of the Funds. Blackstone has adopted guidelines and policies, which it could update from time to time, regarding allocation of investment opportunities.

- Overlapping Objectives and Strategies: Other Blackstone Clients could have overlapping investment objectives with those of the Funds. For example, an affiliate of the Registrant manages certain funds (the “**Strategic Alliance Funds**”), which primarily make seed investments or investments of “acceleration capital” in and revenue share arrangements with emerging managers and, in connection with such investments, could receive economic participation in the form of equity interests in, or revenue- or profit-sharing with or other contractual means of participating in the business of, the general partners, managers or advisors of such investment funds. While the Strategic Alliance Funds primarily invest in emerging fund managers, there could be some overlap with the Fund Managers and Manager-Sponsored Funds in which the Funds invests. Similarly, it is possible that Other Blackstone Clients could invest in or provide financing to a Fund Manager independent of the Funds and/or co-invest alongside the Funds in a Fund Manager. In circumstances in which any Other Blackstone Clients have investment objectives or guidelines that overlap with those of the Funds, in whole or in part, Blackstone (and the particular investment professionals overseeing allocations with respect to the Funds and such Other Blackstone Clients) generally determines the relative allocation of investment opportunities among such vehicles on a fair and reasonable basis in good faith in its sole discretion according to guidelines and factors determined by it. However, the application of those guidelines and factors could result in the Funds not participating, or not participating to the same extent, in investment opportunities in which it would have otherwise participated, or participated to a greater extent, had the related allocations been determined without regard to such guidelines. The Registrant could also determine not to pursue opportunities, as discussed below in “Certain Investments inside the Funds’ Mandate that are not Pursued by the Funds”, or, alternatively, could later determine an opportunity is appropriate for the Funds after initially reviewing such opportunity for or on behalf of an Other Blackstone Client. Among the factors that the Registrant (and the particular investment professionals overseeing allocations with respect to the Fund and such Other Blackstone Clients) considers in making investment allocations among the Funds and Other Blackstone

Clients are the following: (i) any applicable strategies, investment mandates, objectives (including whether such objectives are considered solely in light of the specific investment under consideration or in the context of the respective portfolios' overall holdings), focus (including investment focus on a classification attributable to an investment, such as investment strategy or maturity), parameters, guidelines, investor preferences, limitations, guidelines, regulatory (including, without limitation, requirements under the 1940 Act and any related rules, orders, guidance or other authority applicable to the Funds and Other Blackstone Clients) and other contractual provisions, obligations and terms relating to the Funds and such Other Blackstone Clients and the duration of their respective investment periods and holding periods, (ii) available capital of the Funds and such Other Blackstone Clients as determined by the Registrant in good faith (which could take into account relative portfolio composition, anticipated co-investment and other considerations in addition to buying power), (iii) legal, tax, accounting, regulatory, operational and other considerations, (iv) primary and permitted investment strategies, guidelines, liquidity positions and requirements, mandates, focus and objectives of the Funds and the Other Blackstone Clients, (v) sourcing of the investment (including by a particular Blackstone business unit), (vi) the sector and geography/location of the investment, (vii) the specific nature (including size, type (including whether debt or equity), amount, liquidity, holding period, anticipated maturity and minimum investment criteria) of the investment, (viii) expected investment return, (ix) risk/return profile of the investment relative to the Funds' and Other Blackstone Clients' current risk profiles, (x) the management of any actual or potential conflict of interest, (xi) expected availability and degree of leverage on the investment, (xii) expected cash characteristics (such as cash-on-cash yield, distribution rates or volatility of cash flows), (xiii) capital expenditure required as part of the investment, (xiv) the Funds' and the Other Blackstone Clients' portfolio diversification and concentration concerns, (xv) relation to existing investments in a fund, if applicable, (xvi) timing expected to be necessary to execute an investment, (xvii) nature and extent of involvement in the transaction of the respective teams of investment professionals dedicated to the Funds when compared to the Other Blackstone Clients in sourcing and underwriting the investment, (xviii) avoidance of odd lots or excessive transaction costs relative to the size of a Fund or Other Blackstone Client's participation, (xix) need to rebalance positions held in an investment due to capital infusions or withdrawals, (xx) contractual arrangements with clients (including Other Blackstone Clients), (xxi) ability to employ, availability, timing of and form of leverage, hedging, derivatives, credit facilities, syndication strategy or similar strategies in connection with acquiring, holding

or disposing of the investment and (xxii) other considerations deemed relevant by the Registrant in good faith.

- Certain Investments inside the Funds' Mandate that are not Pursued by the Funds: In certain circumstances, certain other investment vehicles (including Other Blackstone Clients) will receive allocations of investments that are otherwise appropriate for the Funds, which will from time to time result in the Funds not participating (or participating to a lesser extent) in certain investment opportunities otherwise within its mandate. In addition, under certain circumstances, Blackstone could determine not to pursue some or all of an investment opportunity within the Funds' mandate, including without limitation, as a result of business, reputational or other reasons applicable to the Funds, Other Blackstone Clients, their respective Portfolio Entities or Blackstone. In any such case Blackstone could, thereafter, offer such opportunity to other parties, including Fund Managers or investors of the Funds or Other Blackstone Clients, joint venture partners, related parties or third parties, and such parties could pursue the opportunity.
- Financial Compensation to Allocate Investment Opportunities to Other Blackstone Clients: When the Registrant determines not to pursue some or all of an investment opportunity for the Funds that would otherwise be within the Funds' objectives and strategies, and Blackstone provides the opportunity or offers the opportunity to Other Blackstone Clients, Blackstone, including its personnel (which will include Strategic Partners' and the Registrant's investment professionals), will receive compensation from the Other Blackstone Clients, whether or not in respect of a particular investment, including an allocation of carried interest, referral fees or revenue share, and any such compensation could be greater than amounts paid by the Funds to the Registrant. As a result, there is an incentive for the Registrant (including its personnel who receive such compensation) to allocate investment opportunities away from the Funds or to source investment opportunities for Other Blackstone Clients, which could result in fewer opportunities (or reduced allocations) being made available to the Funds or to the investors in the Funds as co-investment. In addition, in some cases Blackstone will earn greater fees when Other Blackstone Clients participate alongside or instead of the Funds in an investment.
- Basis for Investment Allocation Determinations: The Registrant makes good faith determinations for allocation decisions based on expectations that could prove inaccurate and such determinations require it to make subjective judgments regarding application of the guidelines and arrangements described herein.

- Investment alongside Other Blackstone Clients: The Funds could also invest alongside Other Blackstone Clients (including co-investment vehicles and other vehicles in which Blackstone or its personnel invest) in investments that are suitable for the Funds and such Other Blackstone Clients. To the extent the Funds jointly hold investments with any Other Blackstone Client, conflicts of interest will arise between the Funds and such Other Blackstone Client with respect to the timing and manner of disposition of opportunities. In order to mitigate any such conflicts of interest, the Funds or such Other Blackstone Client could recuse itself from participating in any decisions relating or with respect to the investment. Blackstone could be required to take action where it will have conflicting loyalties between its duties to the Funds and such Other Blackstone Clients, which could adversely impact the Funds. In that regard, actions can be taken for Other Blackstone Clients that are adverse to the Funds (and vice versa). If a Fund recuses itself from decision-making, it will generally rely upon a third party to make the decisions, and the third party could have conflicts or otherwise make decisions that Blackstone would not have made. These transactions involve conflicts of interest, as Blackstone will receive fees and other benefits, directly or indirectly, from, or otherwise have interests in, both parties to the transaction, including different financial incentives Blackstone will have with respect to the parties to the transaction. The Funds and/or such Other Blackstone Clients could dispose of any such shared investment at different times and on different terms. It is also possible that the Funds and/or Other Blackstone Clients will buy certain investments or assets at or about the same time that the Funds and/or Other Blackstone Clients are selling the same or related investments or assets. Such circumstances can be expected to arise from time to time for a number of reasons and could depend on various factors including the respective amounts of available capital, expiration dates, investment objectives and/or return profiles of the Funds and/or Other Blackstone Clients. The General Partners will not be required to provide notice or disclosure of the terms or occurrence of any such transactions to the Funds' investors or to obtain any consent or approval from the Funds' investors, independent client representative (if any) or any L.P. Advisory Committee, and there can be no assurance that conflicts of interest arising out of such transactions will be resolved in favor of the Funds.
- Investment alongside Blackstone Affiliates: As provided in the applicable Constituent Documents, Blackstone (which includes participation by Blackstone affiliates, current/former employees, key relationships, charitable programs, endowments, estate planning vehicles, descendants/trusts and/or other similar entities or arrangements and affiliates) will be permitted to make investments alongside the Funds up to a maximum specified percentage of the total investment amount through Blackstone's side-by-side

co-investment rights. Such side-by-side investments generally result in the Funds being allocated a smaller share of an investment than would otherwise be the case in the absence of such side-by-side investment rights. Blackstone generally receives no fees in relation to side-by-side investments, but will often receive additional income in fees and performance compensation from Other Blackstone Clients in connection with such investments. Additionally, Other Blackstone Clients and former Blackstone employees and professionals (and their relatives and related endowment funds) will be permitted (or have the preferred right) to participate in Blackstone's side-by-side co-investment rights (and could be allocated a substantial portion of Blackstone's side-by-side co-investment rights). Any Fund as a borrower under a subscription credit facility in respect of investments could lend an amount to any vehicle formed to facilitate such side-by-side co-investment rights with respect to any such vehicle's *pro rata* share of such investments.

Blackstone has adopted guidelines at the firm level to address the allocation of investment opportunities among its business groups. Such guidelines are non-exclusive and subject to the provisions of the applicable Constituent Documents, including the factors described above. The application of such guidelines will result in the Funds not participating, or not participating to the same extent, in investment opportunities in which they would have otherwise participated had the guidelines not existed.

In addition, in certain circumstances certain other investment vehicles will receive allocations of investments that are otherwise appropriate for the Funds (including Other Blackstone Clients), which will from time to time result in the Funds not participating (or participating to a lesser extent) in certain investment opportunities otherwise within their mandates. Under certain circumstances Blackstone will determine not to pursue an investment opportunity within the Funds' mandates, and thereafter disclose such opportunity to third parties (including Portfolio Entities of the Funds or Other Blackstone Clients, or investors of the Funds or Other Blackstone Clients), and such third parties will pursue such opportunity. Blackstone (including the Funds' investment professionals) will receive compensation from Other Blackstone Clients with regard to such investment opportunities, including in circumstances where such Other Blackstone Clients are permitted to pay additional fees to Blackstone in connection with investments made by such Other Blackstone Client in or alongside other funds or vehicles managed by Blackstone (including the Funds).

Certain funds, vehicles, clients, accounts and other similar arrangements (including vehicles for retail investors), including, among others, entities managed by Blackstone Multi-Asset

Advisors L.L.C. (“**BTAS Funds**”) and Blackstone Private Investments Advisors L.L.C. (“**BXPE Funds**,” and together with the BTAS Funds, “**Blackstone Multi-Strategy Vehicles**”), are part of multi-strategy programs designed to provide investors with exposure to a broad mix of, and leverage the talent and investment capabilities of, Blackstone’s key investment programs (e.g., private equity, real estate, credit, tactical opportunities, secondaries, life sciences, infrastructure and growth). The BTAS Funds and BXPE Funds will seek to invest a material portion (and potentially substantially all) of their assets in investments in which Other Blackstone Clients participate, and, as part of their investment programs, can be expected to seek to make investments that are also appropriate for the Funds. The BTAS Funds and BXPE Funds (or any similar future Blackstone investment program) could, in addition to their investments through one or more Funds, nonetheless participate in investments alongside the Funds and certain Other Blackstone Clients with overlapping investment objectives (including through Blackstone’s side-by-side co-investment rights, as described below), which will from time to time result in the BTAS Funds and BXPE Funds (or any similar future Blackstone investment program) receiving a share of a substantial portion of investments made by the Funds, such that the Funds could receive a lower allocation (and potentially, in some cases, no allocation) of investment opportunities than otherwise would be the case. The overlapping objectives of the BTAS Funds and BXPE Funds (or any similar future Blackstone investment program) could also give rise to conflicts of interest relating to the allocation of investment opportunities between the Funds, on the one hand, and the BTAS Funds and BXPE Funds, on the other hand, which Blackstone will seek to resolve in a fair and equitable manner, although there is no assurance that Blackstone will be able to do so. See also “—Liability Arising from Transactions Entered into Alongside Blackstone and/or Other Blackstone Clients” herein. Blackstone intends to establish additional Blackstone Multi-Strategy Vehicles in the future.

With respect to the BXPE Funds specifically, the BXPE Funds could participate alongside the Funds in investments. Any such allocations made to the BXPE Funds are subject to change in the Registrant’s sole discretion, and the portion of investments allocated to the BXPE Funds could be substantial, and could increase over time as the BXPE Funds’ available capital increases. In connection with the foregoing, the Funds could provide credit support (including in the form of a cross-collateralized subscription credit facility) to the BXPE Funds to facilitate their participation in one or more investments, or acquire a portion of an investment with the intention of syndicating such portion to the BXPE Funds, in accordance with the Funds’ Constituent Documents.

Blackstone Multi-Strategy Vehicles that include all aspects of the investment strategy(ies) pursued by the Funds within their investment programs could invest from time to time generally alongside the Funds and other included Blackstone strategies, taking into account the considerations outlined above and those specified in “Co-Investment Opportunities” with respect to considerations regarding the allocation of co-investment opportunities. Additionally, such Blackstone Multi-Strategy Vehicles could invest alongside the Funds and other included Blackstone strategies in a programmatic or otherwise formulaic manner (e.g., based on the relative available capital of such Blackstone Multi-Strategy Vehicles and the Funds), including through participation in Blackstone’s side-by-side program, and any such methodology will be subject to adjustment on both a case-by-case and general basis from time to time. For certain open-ended Blackstone Multi-Strategy Vehicles, such a vehicle’s “investment period,” for purposes of applying any such allocation methodology that is based on each participating vehicle’s “available capital” (where a vehicle’s “available capital” is determined based in part on the remaining duration of the vehicle’s “investment period”), will be determined by Blackstone in good faith taking into account such considerations that it deems relevant and appropriate under the circumstances, including but not limited to the relevant vehicle’s inception date, the date of the relevant investment, the vehicle’s pace of deployment, and the expected time horizon of the investment, which determination could result in a Fund participating in a particular investment to a greater or lesser extent than such Blackstone Multi-Strategy Vehicles. It is generally expected that such vehicle’s “available capital” for purposes of applying this allocation methodology will only include “available capital” of the vehicle (including, potentially, capital expected to be contributed to the vehicle in the future) that is expected to be invested in the particular strategy for which such methodology is being used, as determined by Blackstone in its discretion. In determining what a vehicle’s “investment period” and “available capital” are for purposes of applying this allocation methodology, Blackstone will need to make subjective judgments and projections that could ultimately prove incorrect in hindsight. These determinations involve inherent conflicts of interest, and there can be no assurance that any such conflicts will be resolved in a manner that is favorable to the Funds.

Blackstone Multi-Strategy Vehicles (such as the BXPE Funds) with investment objectives that overlap (to varying degrees) with only a portion of the investment strategy(ies) pursued by the Funds could also be allocated certain investment opportunities (in whole or in part) in lieu of the Funds on a case-by-case basis. See above with respect to certain considerations the Registrant is expected to take into account with respect to any allocation determinations, and “Co-Investment Opportunities” herein with respect to considerations regarding the allocation of co-investment opportunities. Blackstone Multi-Strategy Vehicles could also be

allocated co-investment opportunities alongside the Funds (in a programmatic or formulaic manner, and/or on a case-by-case basis). Any such Blackstone Multi-Strategy Vehicles could grow significantly in size over time, and such vehicles could be allocated a substantial portion of any such investment opportunities (and in some cases, a majority thereof). Therefore, it is expected that, in connection with such Blackstone Multi-Strategy Vehicles that are formed and are actively investing, the Funds will, in certain circumstances, receive a lower allocation (and potentially, in some cases, no allocation) of investment opportunities than otherwise would be the case.

Other Blackstone Clients (including certain Blackstone Multi-Strategy Vehicles) will be regulated under the 1940 Act or foreign equivalent (each, a “**Regulated Client**”) and could be subject to exemptive orders from the SEC or equivalent from other foreign regulators (as amended or superseded from time to time, the “**Exemptive Orders**”). Such Exemptive Orders, if required, could include restrictions and limitations that are not currently foreseen and extend beyond those described below. As a result, it is generally expected that the Funds investing alongside the Regulated Clients will be subject to legal, tax, regulatory, accounting, contractual and other similar considerations, including without limitation those related to the 1940 Act (including any Exemptive Orders). Certain Regulated Clients have received, and others can be expected to receive, an Exemptive Order permitting the Regulated Clients to co-invest with certain other persons, including certain affiliates of Blackstone, and certain funds managed and controlled by the Registrant or Blackstone, including the Funds, Other Blackstone Clients, and their affiliates, subject to certain terms and conditions. In order to permit the Funds to co-invest alongside a Regulated Client, it is possible the investment adviser of such Regulated Client will be required to serve, subject to applicable law, as an investment adviser to the Funds (including as a co-adviser or sub-adviser). For so long as any privately negotiated investment opportunity falls within certain established investment criteria of one or more Regulated Clients, such investment opportunity shall also be offered to such Regulated Client(s). In the event that the Funds co-invest alongside a Regulated Client, the Registrant and the investment adviser to the Regulated Client will determine a targeted amount of available capital for investment alongside the Funds, in accordance with the allocation considerations outlined above. In the event that the aggregate targeted investment sizes of the Funds, such Other Blackstone Clients and such Regulated Client(s) that are allocated an investment opportunity exceed the amount of such investment opportunity, allocation of such investment opportunity to each of the Funds, such Other Blackstone Clients and any applicable Regulated Client(s) will typically be reduced proportionately based on their respective “available capital” as defined in the applicable Exemptive Order, which could result in an allocation to the Funds in an amount less than

what it would otherwise have been if such Regulated Client(s) did not participate in such investment opportunity. The Exemptive Order will also, in certain circumstances, restrict the ability of the Funds and/or Other Blackstone Clients to invest in any privately negotiated investment opportunity alongside a Regulated Client except at the same time and on the same terms, as described in the respective Exemptive Order. As a result, the Funds will be unable to make investments in different parts of the capital structure of the same issuer in which a Regulated Client has invested or seeks to invest, and Regulated Clients will be unable to make investments in different parts of the capital structure of the same issuer in which the Funds have invested or seek to invest. The foregoing restrictions could significantly limit the investment opportunities available to the Funds, particularly with respect to Regulated Clients that pursue the investment strategy(ies) pursued by the Funds within their investment programs and invest alongside the Funds programmatically. The rules promulgated by the SEC under the 1940 Act, as well as any related guidance from the SEC and/or the terms of any Exemptive Order itself, are subject to change, and the investment adviser of the Regulated Client(s) could undertake to amend the Exemptive Order (subject to SEC approval), obtain additional exemptive relief, or otherwise be subject to other requirements in respect of investments involving the Funds, any Other Blackstone Client and any Regulated Clients, any of which could impact the amount of any allocation made available to Regulated Clients and thereby affect (and potentially decrease) the allocation made to the Funds.

Due to the potential requirements applicable to Regulated Clients under an Exemptive Order, in the event that a Regulated Client participates in an investment alongside a Fund, the structuring options available for such investment are expected to be more limited than if a Regulated Client were not participating in such investment, and such structuring could result in increased costs to the Fund that would not otherwise have resulted had a Regulated Fund not participated. The Fund could therefore incur materially higher expenses on an ongoing basis than would otherwise be the case, particularly with respect to Regulated Clients that include the Funds within their investment objective and invest alongside the Funds. In addition, the Funds are expected to structure investments in which a Regulated Client participates differently than if a Regulated Client were not participating, or make or refrain from making certain investments in consideration of the participation by a Regulated Client, which can in each case give rise to conflicts of interest.

Transactions with Clients of Blackstone Insurance Solutions. Blackstone Insurance Solutions (“BIS”) is a business unit of Blackstone that is comprised of two affiliated registered investment advisers. BIS provides investment advisory services to insurers

(including insurance companies that are owned, directly or indirectly, by Blackstone, the Funds or Other Blackstone Clients, in whole or in part), such as Everlake and AIG L&R. Actual or potential conflicts of interest will likely arise in relation to the funds, vehicles or accounts BIS advises or sub-advises, including accounts where an insurer participates in investments directly and there is no separate vehicle controlled by Blackstone (collectively, “**BIS Clients**”). BIS Clients will engage in a variety of activities, including participating in transactions related to the Funds, the Fund Managers and/or their Portfolio Entities (*e.g.*, as originators, co-originators, counterparties or otherwise). Under certain circumstances (*e.g.*, where a BIS Client participates in a transaction directly (and not through a vehicle controlled by Blackstone) and independently consents to participating in a transaction), a BIS Client (or any Other Blackstone Clients participating via a similar arrangement) will not be an “Affiliate” under the applicable Constituent Documents nor subject to consent of an L.P. Advisory Committee, in which case any limitations or obligations pursuant to the applicable Constituent Documents with respect to transactions with affiliates, including any required consents of the investors or an L.P. Advisory Committee, will not apply. BIS Clients have invested and are expected to continue investing in Other Blackstone Clients and could invest in the Funds. BIS Clients could have investment objectives that overlap with those of the Funds or their Fund Managers, and such BIS Clients could invest alongside the Funds or such Fund Managers in certain investments, which will reduce the investment opportunities otherwise available to the Funds or such Fund Managers. BIS Clients will participate in transactions related to the Funds and/or their Fund Managers (*e.g.*, as co-investors) across a range of different investment types (*e.g.*, debt or equity) including liquidity events and/or other similar transactions involving the Funds. When investing alongside the Funds or in other transactions related to the Funds, BIS Clients may or may not invest or divest at the same time or on the same terms as the Funds or other transaction participants. BIS Clients could have dealings and engage in transactions with Fund Managers separately from the Funds’ dealings and transactions with such Fund Managers. Such arrangements could give rise to conflicts of interest, and there can be no assurance that any conflict mitigation measures as described in “—Investments in Which Other Blackstone Clients Have a Different Principal Investment Generally” or other measures that could be implemented by Blackstone will be effective at mitigating any actual or potential conflicts of interest.

Conflicting Fiduciary Duties. Other Blackstone Clients include funds and accounts that make investments in a wide range of investments, including in senior secured loans, distressed debt, subordinated debt, high-yield securities, CMBS and other debt instruments, including any Blackstone Credit Funds. Other Blackstone Clients or investors therein and affiliates will be offered the opportunity to make investments in or provide financing with

respect to Fund Managers or Portfolio Entities of Manager-Sponsored Funds managed by Fund Managers. Blackstone owes a fiduciary duty to these Other Blackstone Clients and investors therein as well as to the Funds and will encounter conflicts in the exercise of these duties and there can be no assurance that they will be resolved in favor of the Funds.

Similarly, certain Other Blackstone Clients, including, but not limited to, the Blackstone Credit Funds, BREDS (including BXMT), and BAAM Funds can be expected to invest in securities of publicly traded companies that are actual or potential investments of the Funds or their Portfolio Entities. The trading activities of Other Blackstone Clients will differ from or be inconsistent with activities that are undertaken for the account of a Fund or its Portfolio Entities in any such securities. In addition, it is possible that the Funds will not pursue an investment in a Portfolio Entity otherwise within the investment mandates of the Funds as a result of such trading activities by Other Blackstone Clients.

Liability Arising From Transactions Entered into Alongside Blackstone and/or Other Blackstone Clients. Participating in investments alongside Other Blackstone Clients will subject the Funds to a number of risks and conflicts. At times, a transaction counterparty will, in certain circumstances, require facing only one fund entity, which can be expected to result in (i) if a Fund is a direct counterparty to a transaction, such Fund being liable with respect to its own share as well as Other Blackstone Clients' shares of any applicable obligations, or (ii) if a Fund is not the direct counterparty, such Fund having a contribution obligation to the relevant Other Blackstone Clients. Alternatively, a counterparty will agree to face multiple funds, which could result in a Fund being jointly and severally liable alongside Other Blackstone Clients for the full amount of the applicable obligations. Similarly, there could be transactions with respect to which, to address legal, tax, regulatory, administrative or other commercial considerations—including, for example compliance with cash confirmation requirements under the UK Takeover Code in connection with an investment involving a UK take-private transaction—the Registrant or Blackstone determines to utilize the Funds to make an investment commitment for a proposed investment on behalf of itself and one or more Other Blackstone Clients (or vice versa) with the expectation that such Other Blackstone Client (or the Funds, as applicable) assumes its share of the relevant funding obligation prior to closing. In cases in which a Fund could be responsible for the liability of an Other Blackstone Client, or *vice versa*, the applicable parties would generally enter into a back-to-back or other similar contribution or reimbursement agreement. It is not expected that a Fund or Other Blackstone Clients will be compensated for agreeing to be primarily liable vis-à-vis a third party counterparty. Depending on various factors including the relative assets, expiration dates, investment objectives and return

profiles of each of the Funds and such Other Blackstone Clients, it is possible that one or more of them will have greater exposure to legal claims and that they will have conflicting goals with respect to the price, timing and manner of disposition opportunities.

Subject to the express limits (if any) in the Constituent Documents, the Funds could from time to time invest alongside Manager-Sponsored Funds or otherwise in portfolio investments in which Other Blackstone Clients and/or Blackstone have pre-existing investments. For example, Blackstone, through Blackstone Innovations (“**BXi**”), frequently makes minority investments in early stage companies, and the Funds could later also invest in one or more such companies. Given the potential benefits to BXi (including, for example, to achieve higher valuations on its investment, or proceeds from the Funds’ investment), the Registrant could be incentivized to cause the Funds to invest in such companies, and there can be no assurance that the related conflicts of interests will be resolved in a manner favorable to the Funds. Except as expressly provided in the Constituent Documents, consent of an L.P. Advisory Committee is not required in connection with such investments in which Blackstone or Other Blackstone Clients have a pre-existing interest.

Break-up and other Similar Fees. Break-up or topping fees with respect to the Funds’ investments can be paid to the Registrant, in which case management fees will be offset by the amount of break-up or topping fees attributable to a potential investment by the Funds, but not to any amount attributable to a potential investment by Other Blackstone Clients, Blackstone’s side-by-side co-investment vehicles, permanent capital vehicles, and/or accounts (including insurance accounts, Everlake and AIG L&R) managed by affiliates of Blackstone and related entities or third parties (see “—Other Blackstone Business Activities” herein). Alternatively, the Funds could receive the break-up or topping fees directly, in which case there will be no management fee offset. The Registrant will generally receive a greater economic benefit by structuring such fees to be paid to it directly, subject to the management fee offset, and can do so in its sole discretion. Break-up or topping fees paid to the Registrant or the Funds in connection with a transaction could be allocated, or not, to Other Blackstone Clients or co-investment vehicles and other investment vehicles participating in investments that invest (or are expected to invest) alongside the Funds, as determined by the Registrant to be appropriate in the circumstances. Generally, the Registrant would not allocate break-up or topping fees with respect to a potential Investment to the Funds, an Other Blackstone Client or co-investment vehicle unless such person would also share in broken deal expenses related to the potential Investment. With respect to fees received by Blackstone relating to the Funds’ investments or from unconsummated transactions, the investors will not receive the benefit of any fees relating

to the Funds' investments. Any fees that result in an offset of the management fee only apply to the extent the fees giving rise to such offset are paid as part of and during the course of the Funds' investment in such company, and without regard to the nature of the fees, there will be no offset for management fees with respect to any fees paid to Blackstone after the Funds have exited the investment.

Although Blackstone does not presently intend to generally charge transaction and/or monitoring fees to the Fund Managers, such fees, to the extent that they are charged to the Fund Managers, would offset the management fee paid by investors by an equivalent amount. In the case of fees for services, the management fee will not be reduced or offset to the extent any Blackstone affiliates or personnel provides services with respect to any Fund Manager or enters into a transaction with a Fund Manager or its Portfolio Entities. To the extent any investment banking fees, consulting (including management consulting) fees, syndication fees, capital markets syndication and advisory fees (including underwriting fees (including, without limitation, evaluation regarding value creation opportunities and ESG risk mitigation)), origination fees, servicing fees, healthcare consulting / brokerage fees, fees relating to group purchasing (including expenses related to e-sourcing), financial advisory fees and similar fees for arranging acquisitions, other major financial restructurings and other similar operational and financial matters, loan servicing and/or other types of insurance fees, operations fees, financing fees, fees for asset services, title insurance fees, energy procurement / brokerage fees, fees for ESG services, asset and property management fees, data management and services fees or payments, and other similar fees and annual retainers (whether in cash or in kind) are received by Blackstone, such fees, including in the form of management fees, incentive fees, incentive allocations, carried interest or other form of management promote or performance-based compensation and other incentive fees, will not be required to be shared with the Funds or the investors and will not result in any offset to the management fee payable by the investors. In addition, such services could be provided to Fund Managers and/or their affiliates and Portfolio Entities and corresponding fees could be paid to Blackstone and its affiliates, and investors will not be entitled to benefit from any such amounts and the management fee will not be offset thereby. For the avoidance of doubt, strategic support expenses shall not constitute monitoring fees, and the management fee will not be reduced or offset thereby.

Broken Deal Expenses. Any expenses incurred by the Funds for actual investments as described herein or in the applicable Constituent Documents will also be incurred by the Funds with respect to broken deals (*i.e.*, investments or proposed dispositions that are not consummated). The Registrant is not required to and in most circumstances will not seek

reimbursement of broken deal expenses (*i.e.*, expenses incurred in pursuit of an investment or disposition that is not consummated) from third parties, including counterparties to the potential transaction or potential co-investors (including “standing” co-investment vehicles established to participate in co-investment opportunities alongside the Funds on a regular or periodic basis and/or as part of an overall co-investment program or arrangement (“**Standing Co-Investment Vehicles**”)). Moreover, expenses related to the organization of co-investment vehicles formed to invest in a transaction that was ultimately not consummated are expected to be borne by the Funds, and not the proposed co-investors thereof. Examples of such broken deal expenses include, but are not limited to, reverse termination fees, extraordinary expenses such as litigation costs and judgments, meal, travel and entertainment expenses incurred, deposits or down payments which are forfeited in connection with unconsummated transactions, costs of negotiating co-investment documentation (including non-disclosure agreements with counterparties), the costs from onboarding (*i.e.*, KYC) investment entities with a financial institution, commitment fees that become payable in connection with a proposed investment, and legal, tax, accounting and consulting fees and expenses (including all expenses incurred in connection with any tax audit, investigation settlement or review of the Funds, and any expenses of the applicable Fund’s partnership representative or its designated individual), printing and publishing expenses, and other due diligence and pursuit costs and expenses (including, for the avoidance of doubt, any Consultant expenses and including, in certain instances, broken deal expenses associated with services provided by Portfolio Entities, as detailed below), which will include expenses incurred prior to the commencement of a Fund’s effective date. Any such broken deal expenses could, in the sole discretion of the Registrant, be allocated solely to the Funds and not to Other Blackstone Clients or co-investment vehicles (including Standing Co-Investment Vehicles) that could have made the investment (including any situation where an Other Blackstone Client was initially allocated an investment opportunity and incurred such expenses before such investment opportunity was reallocated to a Fund), even when such Other Blackstone Clients or co-investment vehicle commonly invests alongside the Funds in their investments or Blackstone or Other Blackstone Clients in their investments (including such Standing Co-Investment Vehicles). In such cases, the Funds’ shares of expenses would increase. Until a potential investment of the Funds is formally allocated to an Other Blackstone Client and/or potential co-investors (it being understood that final allocation decisions are typically made shortly prior to closing an investment), the Funds are expected to bear the broken deal expenses for such investment (even if it was anticipated that such potential investment might be formally allocated to an Other Blackstone Client and/or potential co-investors instead of a Fund), which can result in substantial amounts of broken deal expenses being borne by the Funds. In the event broken

deal expenses are allocated to an Other Blackstone Client or a co-investment vehicle, the Registrant or Funds will, in certain circumstances, advance such fees and expenses without charging interest until paid by the Other Blackstone Client or co-investment vehicle, as applicable. Additionally, certain co-investment vehicles or certain potential co-investors, including Other Blackstone Clients, who might have invested in a transaction had it been consummated, such as potential investors in co-investment structures relating to a specific investment where the legally binding agreements relating to such co-investment are not executed until the time of the deal closing, will not be allocated any share of any break-up or topping fees or broken deal expenses (and such expenses will be allocated to the Funds), unless the Registrant determines otherwise in its discretion or as may be set forth in the relevant Constituent Documents or as required by applicable law. In addition, certain Portfolio Entities will provide transaction support services (including identifying potential investments) to the Funds, Other Blackstone Clients and their respective Portfolio Entities in respect of certain investments that are not ultimately consummated. See also “—Portfolio Entity Service Providers and Vendors” herein. The Registrant will endeavor in good faith to allocate such broken deal-related costs to the Funds and such Other Blackstone Clients as it deems appropriate under the particular circumstances, including the allocation of certain expenses equally among the vehicles that were expected to participate in an investment that was not consummated. Any methodology used to determine the allocation of such broken deal expenses to the Funds and any Other Blackstone Clients or co-investment vehicles (including the choice thereof) involves inherent conflicts and will not result in perfect attribution and allocation of such costs, and there can be no assurance that a different manner of allocation would not result in the Funds and their Portfolio Entities bearing less or more of such costs. Further, any of the foregoing costs, although allocated in a particular period, could be allocated based on activities occurring outside such period. The allocation of any of the foregoing costs can be expected to be based on any of a number of different methodologies and therefore a Fund could, to the fullest extent permitted by applicable law, pay more than its pro rata portion of such cost based on its actual usage of such services.

Other Blackstone Business Activities. In addition to the net fee income and performance based compensation to be received by the Funds with respect to their investments in Fund Managers, Blackstone, Other Blackstone Clients, their Portfolio Entities, and personnel and related parties of the foregoing will also receive other fees and compensation, including performance-based and other incentive fees, for products and services provided to the Funds and their Fund Managers, Manager-Sponsored Funds and/or Portfolio Entities thereof, such as fees for asset management (including, without limitation, management fees and carried interest/incentive arrangements), development, property and/or data management

services; arranging, underwriting (including, without limitation, evaluation regarding value creation opportunities and ESG risk mitigation), modification, restructuring, syndication or refinancing of a loan, lending arrangement or investment; servicing (including loan servicing); insurance (including title insurance); operations; special servicing; administrative services; advisory services, including on purchase or sale of an asset or company; investment banking and capital markets services; treasury and valuation services; consulting (including management consulting); debt and/or equity syndications; placement agent services; fund administration; tax planning services; information technology products and services; brokerage solutions and risk management services; data extraction and management products and services; contract automation and intelligence services (including fees of attorneys to support processing of routine contracts and tracking obligations in complex agreements); and other products and services (or, in each case, rebates of any such fees, whether in the form of purchase price discounts or otherwise) or other compensation with respect to the foregoing products and services (including but not limited to restructuring, consulting, monitoring, commitment, syndication, origination, organization and financing, and divestment services). Other than as expressly set forth in the applicable Constituent Documents, such fees shall not be applied to offset management fees and investors will not share therein. Such parties will also provide products and services for fees to Blackstone, Other Blackstone Clients and their Portfolio Entities, and their personnel and related parties, as well as third parties, as applicable. Further, such parties could provide products and services for fees to the Funds, Other Blackstone Clients and their Portfolio Entities in circumstances where third-party service providers are concurrently providing similar services to the Funds, Other Blackstone Client and their Portfolio Entities.

Through BXi, Blackstone incubates (or otherwise invests in) businesses that can be expected to be introduced to, and therefore frequently provide goods and services to the Funds, Other Blackstone Clients, Fund Managers, Manager-Sponsored Funds and their Portfolio Entities, as well as other Blackstone-related parties and third parties.

By contracting for a product or service from a business related to Blackstone, the Funds and their Fund Managers, Manager-Sponsored Funds and/or Portfolio Entities thereof would provide not only current income to the business and its stakeholders, but could also create significant enterprise value in them, which would not be shared with the Funds or investors and could benefit Blackstone directly and indirectly. Also, Blackstone, Other Blackstone Clients and their Portfolio Entities, and their personnel and related parties will, in certain circumstances, receive compensation or other benefits, such as through additional ownership interests or otherwise, directly related to the consumption of products and

services by the Funds and their Fund Managers, Manager-Sponsored Funds and/or Portfolio Entities thereof. The Funds and their Fund Managers, Manager-Sponsored Funds and/or Portfolio Entities thereof will incur expenses in negotiating for any such products and services, which will be treated as partnership expenses.

The Funds, as determined by the Registrant, will bear the cost of fund administration, in-house accounting, tax planning and/or other similar services provided by Blackstone personnel and related parties to the Funds thereof, including the allocation of their compensation otherwise payable by Blackstone, subject to the terms of the applicable Constituent Documents.

As a general matter, such costs attributable to Blackstone personnel and related parties will be determined and allocated or charged by the applicable General Partners in good faith and can be based on, among others, some or all of the following methodologies: (i) requiring personnel to periodically record or allocate their historical time spent with respect to the Funds or Blackstone approximating the proportion of certain personnel's time spent with respect to the Funds, and in each case allocating their compensation and allocable overhead based on time spent, or charging their time spent at market rates, (ii) the assessment of an overall amount (which could be based on a fixed fee or percentage of assets under management) that Blackstone believes represents a fair recoupment of expenses and a market rate for such services or (iii) any other similar methodology determined by Blackstone to be appropriate under the circumstances or otherwise in accordance with the Registrant's expense policies as updated from time to time. Certain Blackstone personnel will provide services to few, or only one, of the Funds and Other Blackstone Clients, in which case Blackstone could rely upon rough approximations of time spent by the employee for purposes of allocating the salary and overhead of the person if the market rate for services is higher than allocable salary and overhead. However, the provision of such services by Blackstone personnel and related parties and any such methodology (including the choice thereof and any benchmarking, verification or other analysis related thereto) involves inherent conflicts. Any amounts paid to Blackstone and/or its affiliates for such services, as well as the expenses, charges and costs of any benchmarking, verification or other analysis related thereto, will be borne by the Funds as partnership expenses, will not result in any offset to the management fee and will, in certain circumstances, result in incurrence of greater expenses by the Funds and their Portfolio Entities than would be the case if such services were provided by third parties. Any determination of whether the fees and costs attributable to Blackstone personnel and related parties reflect market rates or arm's length

terms will not take into account any additional fees and costs borne by the Funds with respect to third parties providing similar services (e.g., an external administrator).

Certain Funds will also bear strategic support expenses, subject to the terms of the applicable Constituent Documents (including, for the avoidance of doubt, side letters entered into with investors). Strategic support expenses borne by such Funds and their investors include, among other things, expenses of strategic support personnel and other related professionals; expenses and fees (including compensation and benefits costs) charged or specifically attributed or allocated by the Registrant and/or its affiliates in connection with the provision of the strategic support services and other amounts attributable or allocable to the Funds with respect thereto. Strategic support expense allocations or charges will be determined by the applicable General Partners in good faith in accordance with the Registrant's strategic support expense policy, which is expected to incorporate the use of employee time sheets and for certain Funds could entail Blackstone approximating the proportion of personnel's time spent with respect to the applicable Funds, subject to the terms (including applicable caps) of the Constituent Documents of the applicable Funds. The Registrant does not have any obligation to ensure that strategic support expenses are at market rates.

Furthermore, the Registrant does not have any obligation to ensure that fees for products and services contracted by the Funds and their Fund Managers, Manager-Sponsored Funds and/or Portfolio Entities thereof are at market rates unless the counterparty is considered an "Affiliate" of Blackstone, as defined in the applicable Constituent Documents. Given the breadth of Blackstone's investments and activities the Registrant will not be aware of every commercial arrangement between the Funds and their Fund Managers, Manager-Sponsored Funds and/or Portfolio Entities thereof, on the one hand, and Blackstone, other Funds, Other Blackstone Clients and their Portfolio Entities, and personnel and related parties of the foregoing, on the other hand.

Except as set forth above, the Funds and investors will not receive the benefit (e.g., through an offset to the management fee or otherwise) of any fees or other compensation or benefit received by the Registrant, its affiliates or their personnel and related parties. The Registrant and its affiliates and their personnel and related parties will receive fees attributable to Other Blackstone Clients (including co-investment vehicles, permanent capital vehicles and/or accounts) and third parties, and, without limitation, the amount of such fees allocable to Other Blackstone Clients (including co-investment vehicles, permanent capital vehicles, accounts and/or third parties) will not result in an offset of the management fees payable by investors or otherwise be shared with the Funds, their Fund Managers, Manager-Sponsored Funds, Portfolio Entities or the investors, even if (i) such Other Blackstone Clients (including

co-investment vehicles, permanent capital vehicles, accounts and/or third parties) provide for lower or no management fees for the investors or participants therein (such as the vehicles established in connection with Blackstone's side-by-side co-investment rights, which generally do not pay a management fee or carried interest) or (ii) such fees result in an offset to management fees or carried interest payable by any of such Other Blackstone Clients (including co-investment vehicles, permanent capital vehicles, accounts and/or third parties).

In addition, to the extent Blackstone receives any of the fees described above in kind, instead of in cash, in whole or in part, such arrangements could give rise to potential or actual conflicts of interest, including with respect to the timing and manner of sale by Blackstone. In addition, the Registrant could be incentivized to make certain determinations under the applicable Constituent Documents in a manner that results in its receipt of a greater amount of, or earlier payment of, carried interest. Blackstone's receipt and/or disposition of such interests in kind generally would not be at the same time or on substantially the same terms, price and conditions as the Funds and/or the Other Blackstone Clients, as applicable. There can be no assurance that any actual or perceived conflicts will be resolved in favor of the Funds or investors.

Outsourcing. The Registrant is expected to outsource to third parties several of the services performed for the Funds and/or their Portfolio Entities, including services (such as administrative, legal, accounting, tax, investment diligence (including sourcing), modeling and ongoing monitoring, preparing internal templates, memos, and similar materials in connection with the Registrant's analysis of investment opportunities, or other related services) that can be and/or historically have been performed in-house by the Registrant and its personnel. The fees, costs and expenses of such third-party service providers will, when consistent with the Funds' Constituent Documents, be borne by the Funds as fund expenses, even if the Registrant would have borne such amounts if such services had been performed in-house (which, for the avoidance of doubt, would be in addition to any fees borne by the Funds as partnership expenses for similar services performed by the Registrant in-house in lieu of or alongside (and/or to supplement or monitor) such third parties, subject to the terms of the Funds' Constituent Documents). Outsourced services include certain services (such as fund administration, transactional legal advice, tax planning and other related services) that will, subject to the terms of the Funds' Constituent Documents, also be provided by the Registrant in-house at the Funds' expense. From time to time, the Registrant will provide such services alongside (and/or supplement or monitor) a third-party service provider on the same matter or engagement and, in such cases, to the extent the Registrant's

services are reimbursable under the Funds' Constituent Documents, the overall amount of fund expenses borne directly or indirectly by the investors will be greater than would be the case if only the Registrant or such third-party provided such services.

The decision to engage a third-party service provider and the terms (including economic terms) of such engagement will be made by the Registrant in its discretion, taking into account such factors as it deems relevant under the circumstances. Certain third-party service providers and/or their employees (and/or teams thereof) will dedicate substantially all of their business time to one or more Funds, Other Blackstone Clients, and/or their respective Portfolio Entities, while others will have other clients. In certain cases, third-party service providers and/or their employees (including part- or full-time secondees to Blackstone) will spend some or all of their time at Blackstone offices, have dedicated office space at Blackstone, have Blackstone-related e-mail addresses, receive administrative support from Blackstone personnel or participate in meetings and events for Blackstone personnel, even though they are not Blackstone employees or affiliates. This creates a conflict of interest because Blackstone will have an incentive to outsource services to third parties due to a number of factors, including because the fees, costs and expenses of such service providers will be borne by the Funds as fund expenses (with no reduction or offset to management fees) and retaining third parties will reduce the Registrant's internal overhead, compensation, benefits and costs for employees who would otherwise perform such services in-house. Such incentives likely exist even with respect to services where internal overhead, compensation and benefits are chargeable to the Funds.

In general, the involvement of third-party service providers presents a number of risks due to the Registrant's reduced control over the functions that are outsourced. In some cases, third-party service providers are permitted to delegate all or a portion of their responsibilities relating to the Funds and/or their Portfolio Entities to other third parties (including to their affiliates). Any such delegation could further reduce the Registrant's control over the outsourced functions, and the Registrant would lack direct oversight over the party to whom the responsibilities are delegated.

A third-party service provider could face conflicts of interest in carrying out its responsibilities relating to the Registrant, the Funds, and/or their Portfolio Entities, including (without limitation) in relation to the delegation of such responsibilities to other parties and the allocation of time, attention and resources to the Registrant, the Funds and/or their Portfolio Entities, as compared to the service provider's other clients. Third-party service providers could have incentives to carry out their responsibilities in a manner that does not advance the interests of the Funds and/or their Portfolio Entities and often

have no fiduciary obligation to act in the best interest of the Registrant, the Funds and/or their Portfolio Entities. The Registrant has limited visibility into what conflicts of interest a third-party service provider might face and the extent to which any such conflicts impact the service provider's decision-making.

There can be no assurances that the Registrant will be able to identify, prevent or mitigate the risks of engaging third-party service providers (including the risk that such third-party service provider or its delegates will not perform the outsourced function with the same degree of skill, competence and efficiency as the Registrant would in the absence of an outsourcing arrangement). The Funds could suffer adverse consequences from actions, errors or failures to act by such third parties or their delegates, and will have obligations, including indemnity obligations and limited recourse against them. Outsourcing and the use of internal service providers will not occur uniformly for all Blackstone managed vehicles and accounts and accordingly, certain costs will be incurred by (or allocated to) a Fund through the use of third-party (or internal) service providers that are not incurred by (or allocated to) certain other Funds or Other Blackstone Clients for similar services. See also "Blackstone Affiliated Service Providers" and "Portfolio Entity Service Providers and Vendors" herein.

The Registrant could similarly determine to outsource certain services to Other Blackstone Clients, Portfolio Entities of the Funds and/or Other Blackstone Clients, investors of Funds and/or Other Blackstone Clients and affiliates of Blackstone, or to any of their respective related parties. The risks and conflicts described above would similarly apply in such circumstances, and such circumstances would raise additional conflicts.

Material Non-Public Information. By reason of their responsibilities in connection with other activities of Blackstone and potentially by virtue of their activities outside of Blackstone, certain employees of Blackstone and their affiliates will acquire confidential or material non-public information or be restricted from initiating transactions in certain securities. The Funds will not be free to act upon any such information. Due to these restrictions, it is possible the Funds will not be able to initiate a transaction that it otherwise could have initiated and will therefore not be able to purchase or sell an investment that it otherwise might have purchased or sold which could negatively affect their operations.

Securities and Lending Activities. Blackstone, its affiliates and their related parties and personnel participate in underwriting and lending syndicates and otherwise act as arrangers of financing or advise on such transactions, including with respect to the public offering and private placement of debt or equity securities issued by, and loan proceeds borrowed by

Manager-Sponsored Funds and/or Portfolio Entities thereof or advising on such transactions. Underwritings and financings can be on a firm commitment basis or on an uncommitted, or “best efforts”, basis, and the underwriting or financing parties are under no duty to provide any commitment unless specifically set forth in the relevant contract. Blackstone can also be expected to provide, either alone or alongside third parties performing placement, financial advisory or other similar services to purchasers or sellers of securities (including in connection with primary offerings, secondary transactions and/or transactions involving special purpose acquisition vehicles), including loans or instruments issued by Manager-Sponsored Funds or Portfolio Entities thereof and in certain cases, the Funds or investment vehicles thereof. A Blackstone broker-dealer will from time to time act as the managing underwriter, a member of the underwriting syndicate or broker for the Funds or their Portfolio Entities or Manager-Sponsored Funds, or as dealer, broker or advisor to a counterparty to the Funds, Portfolio Entities or Manager-Sponsored Funds, and purchase securities from or sell securities to the Funds, Other Blackstone Clients, such as Portfolio Entities, Manager-Sponsored Funds, or Other Blackstone Clients, or advise on such transactions. Blackstone could also from time to time, on behalf of the Funds or their Fund Managers, or other parties to a transaction involving the Funds or their Fund Managers, effect transactions, including transactions in the secondary markets, that result in commissions or other compensation paid to Blackstone by the Funds or their Fund Managers or the counterparty to the transaction, thereby creating a potential conflict of interest. This could include, by way of example, fees and/or commissions for equity syndications to co-investment vehicles. Subject to applicable law, Blackstone will from time to time receive underwriting fees, discounts, placement commissions, loan modification or restructuring fees, servicing fees, capital market fees, advisory fees (including capital market advisory fees), lending arrangement fees, asset/property management fees, insurance (including title insurance) fees and consulting fees, commitment fees, syndication fees, origination fees, organizational fees, operational fees, loan servicing fees, and financing and divestment fees (or, in each case, rebates in lieu of any such fees, whether in the form of purchase price discounts or otherwise, even in cases where Blackstone, the Funds, an Other Blackstone Client or their Portfolio Entities are purchasing debt) or other compensation with respect to the foregoing activities, which are not required to be shared with the Funds or the investors, and the management fee with respect to an investor generally will not be reduced by such amounts. The Registrant has sole discretion to approve the foregoing arrangements if the Registrant believes in good faith that such transactions are appropriate for the Funds.

Sales of securities for the account of the Funds and their Portfolio Entities will from time to time be bunched or aggregated with orders for other accounts of Blackstone including Other

Blackstone Clients. It could be impossible, as determined by the Registrant in its sole discretion, to receive the same price or execution on the entire volume of securities sold, and the various prices will, in certain circumstances, therefore be averaged which will be disadvantageous to the Funds.

When Blackstone serves as underwriter with respect to securities of Portfolio Entities of Manager-Sponsored Funds, such Manager-Sponsored Funds could be subject to a “lock-up” period following the offering under applicable regulations during which time the Manager-Sponsored Funds would be unable to sell any securities subject to the “lock-up”. This will prejudice the ability of the Manager-Sponsored Funds to dispose of such securities at an opportune time. (See also “—Fund Manager Relationships Generally; Other Fees” herein.)

By acquiring an interest in the Funds, the investors will be deemed to have acknowledged these conflicts related to securities and lending activities and to have waived any claim with respect to any liability arising from the existence of any such conflict of interest.

PJT. On October 1, 2015, Blackstone spun off its financial and strategic advisory services, restructuring and reorganization advisory services, and its Park Hill Group fund placement businesses and combined these businesses with PJT Partners Inc. (“**PJT**”), an independent financial advisory firm founded by Paul J. Taubman. While the combined business operates independently from Blackstone and is not an affiliate thereof, it is expected that there will be substantial overlapping ownership between Blackstone and PJT for a considerable period of time going forward. Therefore, conflicts of interest will arise in connection with transactions between or involving a Fund and its Portfolio Entities, on the one hand, and PJT, on the other. The pre-existing relationship between Blackstone and its former personnel involved in financial and strategic advisory services at PJT, the overlapping ownership and co-investment and other continuing arrangements between PJT and Blackstone can be expected to influence the Registrant to select or recommend PJT to perform services for a Fund or its Portfolio Entities, the cost of which will generally be borne directly or indirectly by the Funds and investors. Given that PJT is no longer an affiliate of Blackstone, the Registrant and its affiliates are able to cause the Funds and Portfolio Entities to transact with PJT generally without restriction under the applicable Constituent Documents of such Fund, notwithstanding the relationship between Blackstone and PJT. See also “—Service Providers, Vendors and Other Counterparties Generally” herein. In addition, one or more investment vehicles controlled by Blackstone have been established to facilitate participation in Blackstone’s side-by-side investment program by employees and/or partners of PJT.

Fund Manager Relationships Generally; Other Fees. Fund Managers and/or Manager-Sponsored Funds of the Funds are expected to be counterparties in agreements, transactions and other arrangements with Other Blackstone Clients, their affiliates or Portfolio Entities and/or with other Fund Managers, Manager-Sponsored Funds of such Fund Managers and/or one or more Portfolio Entities thereof, for the provision of goods and services, purchase and sale of assets and other matters. For example, Fund Managers could cause their affiliates, Manager-Sponsored Funds or Portfolio Entities to sell investments or properties to Other Blackstone Clients or affiliates, or *vice versa*. Such parties could also enter into arrangements for the provision of services. These agreements, transactions and other arrangements will involve payment of fees and other amounts and/or other benefits to or from Blackstone, a Blackstone affiliate and/or a Fund Manager, a Portfolio Entity of a Fund Manager or an affiliate thereof, none of which will result in any offset to the management fees or otherwise be shared with the Funds or the investors (except as expressly set forth in the Constituent Documents), notwithstanding that some of the services provided by a Fund Manager or Portfolio Entities of a Fund Manager are similar in nature to the services provided by the Registrant. Blackstone and its affiliates could also receive fees from Fund Managers, their Portfolio Entities, affiliates thereof and/or third parties, including for the provision of services with respect thereto (including fees which are paid or borne by third parties), and such fees will also not result in any offset to the management fee. Any such fees that result in an offset to the management fee will be solely as set forth in the applicable Constituent Documents and will only apply to the extent it is made as part of and during the course of a Fund's investment, and will generally be allocated *pro rata* among such Fund and any Other Blackstone Clients, co-investment vehicles, Blackstone side-by-side co-investment vehicles, other affiliates of Blackstone and related entities and other participants (including third parties unaffiliated with Blackstone) that are participating (or intending to participate) in such Investment (it being understood, for greater certainty, that such Fund's "*pro rata* share" of any such offsettable fees will be based on its indirect ownership percentage with respect to the relevant Fund Manager or Portfolio Entity thereof, determined on a fully diluted basis with all other owners thereof, including third party investors, where applicable), and without regard to the nature of the fees, there will be no offset for management fees with respect to any fees paid to Blackstone after such Fund has exited the investment. For example, a Fund Manager could retain or continue to retain the Blackstone Capital Markets Group (including with respect to fees for services described herein) or continue to work with Blackstone in connection with group purchasing arrangements (including expenses related to e-sourcing) when and after a Fund exited its investment therein. Conflicts of interest could arise when a Fund Manager enters into arrangements with Blackstone on or about the time a Fund exits an Investment.

Such agreements, transactions and other arrangements will not be subject to any investor or an L.P. Advisory Committee consent. This is because, among other considerations, Fund Managers, Portfolio Entities thereof and of Other Blackstone Clients, affiliates of the foregoing and third parties are not considered affiliates of Blackstone, the Funds or the Registrant under the applicable Constituent Documents. There can be no assurance that the terms of any such agreement, transaction or other arrangement will be as favorable to the Funds as otherwise would be the case if the counterparty were not related to Blackstone.

In addition, it is possible that certain Portfolio Entities of the Fund Managers or Other Blackstone Clients or entities in which other Blackstone Clients have an interest will compete with the Funds for one or more investment opportunities. It is also possible that certain Portfolio Entities of the Other Blackstone Clients or entities in which Other Blackstone Clients have an interest will engage in activities that will have adverse consequences on the Funds, their Fund Managers and/or their Manager-Sponsored Funds.

Fund Manager Service Providers and Vendors. The Fund Managers of certain Funds will receive access to the strategic support platform, enabling them to receive support from senior executives and fundraising, marketing, operations and other groups at Blackstone.

The Funds and their Fund Managers, and the Manager-Sponsored Funds managed by such Fund Managers, could engage Portfolio Entities of Other Blackstone Clients or affiliates of Blackstone to provide some or all of the following corporate support services: accounting/audit, account management, corporate secretarial services, data management, directorship services, finance/budget, human resources, information technology, judicial processes, legal, portfolio management coordination and other services. Similarly, Other Blackstone Clients and their Portfolio Entities can be expected to engage Fund Manager Portfolio Entities to provide some or all of these services.

The Funds and their Fund Managers will compensate one or more of these service providers and vendors owned by Other Blackstone Clients, including through incentive-based compensation payable to their management teams and other related parties. (See “—Service Providers, Vendors and Other Counterparties Generally”.)

Portfolio Entity Service Providers and Vendors. The Funds, Other Blackstone Clients and Portfolio Entities of each of the foregoing and Blackstone can be expected to engage Portfolio Entities of the Funds and Other Blackstone Clients to provide some or all of the following services: (a) corporate support services (including, without limitation, accounts payable, accounts receivable, accounting/audit (e.g., valuation support services), account

management (e.g., treasury, customer due diligence), insurance, procurement, placement, brokerage and consulting services, cash management, accounts receivable financing, corporate secretarial and executive assistant services, domiciliation, data management, directorship services, finance/budget, human resources (e.g., the onboarding and ongoing development of personnel), communication, public relations and publicity, information technology and software systems support, corporate governance and entity management (e.g., liquidation, dissolution and/or otherwise end of term services), risk management and compliance, internal compliance, know-your-client reviews and refreshes, judicial processes, legal, environmental and/or sustainability due diligence support (e.g., review of asset condition reports, energy consumption), climate accounting services, ESG program, management services, engineering services, services related to the sourcing, development or implementation of renewable energy, ESG data collection and reporting services, capital planning services, operational coordination (e.g., coordination with joint venture partners, third-party service providers), risk management, reporting (e.g., tax, debt, portfolio or other similar topics), tax and treasury, tax, tax analysis and compliance (e.g., CIT and VAT compliance), business intelligence and data science services, fundraising support, legal/business/finance optimization and innovation (including legal invoice automation), and vendor selection, transfer pricing, internal risk control and valuation services and other services); (b) borrowing management services (including, without limitation, monitoring, restructuring and work-out of performing, sub-performing and non-performing loans, consolidation, cash management, financing management, administrative support, and lender relationship management (e.g., coordinating with lender on any ongoing obligations under any relevant borrowing, indebtedness or other credit support (including any required consultation with or reporting to such lender))); (c) operational services including personnel (i.e., general management of day to day operations, including, without limitation, construction management and oversight (such as management of general contractors on capital and energy efficiency projects)); and (d) transaction support services (including, without limitation, acquisition support; customer due diligence and related on-boarding; liquidation; reporting; relationship management with brokers, banks and other potential sources of investments: identifying potential investments: coordinating with investors: assembling relevant information: conducting financial and market analyses and modelling: coordinating closing/post-closing procedures for acquisitions, dispositions and other transactions: coordinating design and development works (such as recommending and implementing design decisions) and providing diligence and negotiation support to acquire the same; coordinating with investors; assembling relevant information, conducting financial and market analyses and modelling; coordinating closing/post-closing procedures for acquisitions, dispositions and other transactions; marketing and distribution; overseeing

brokers, lawyers, accountants and other advisors; working with consultants and third parties to pursue entitlements; providing in-house legal, ESG and accounting services; and assisting with due diligence, preparation of asset improvement feasibilities, site visits, transaction consulting and specification of technical analysis and review of (i) design and structural work, (ii) certifications, (iii) operations and maintenance manuals and (iv) statutory documents).

Similarly, Blackstone, the Funds, Other Blackstone Clients and their Portfolio Entities can be expected to engage Portfolio Entities of the Funds to provide some or all of these services. In addition, certain asset management and finance functions, such as data entry relating to a Portfolio Entities, will be outsourced to a third party or affiliated service provider whose fees and expenses will be borne by such Portfolio Entity or the Funds and will not offset the management fee. Some of the services performed by Portfolio Entity service providers could also be performed by the General Partners or their affiliates from time to time and vice versa. Fees paid by the Funds or their Portfolio Entities to, or value created by, other Portfolio Entity service providers or vendors do not offset or reduce the management fee payable by the investors of the Funds and are not otherwise shared with the Funds, unless otherwise required by the applicable Constituent Documents. Furthermore, in certain circumstances, Blackstone can be expected to play a substantial role in overseeing the personnel of Portfolio Entity service providers that provide services to the Funds, Other Blackstone Clients and/or their portfolio entities on an ongoing basis, including with respect to the selection, hiring, retention and compensation of such personnel. For example, Blackstone expects that certain Portfolio Entity service providers, as described below, with Blackstone's oversight, will establish a team of personnel to provide support services exclusively to the Funds and their Portfolio Entities (and/or other investment funds or accounts managed or controlled by Blackstone).

Portfolio Entities of the Funds and of Other Blackstone Clients that can be expected to provide services to the Funds and their Portfolio Entities include, without limitation, the following, and will include additional Portfolio Entities formed or acquired in the future:

BX Fund Services Luxembourg. BX Fund Services Luxembourg, f/k/a BCP/BTO Management, ("**BX Fund Services Luxembourg**") is a Luxembourg-based company established in 2012 to centralize various resources supporting the maintenance and day-to-day management and administration of certain holding companies (the "**BX Fund Services Luxembourg Luxcos**") controlled by certain Other Blackstone Clients. BX Fund Services Luxembourg is entirely owned by certain Other Blackstone Clients. In certain cases, the funds which use BX Fund Services Luxembourg's services will contribute capital to fund the costs of BX Fund

Services Luxembourg. Key service functions provided by BX Fund Services Luxembourg include domiciliation, accounting, regulatory and tax reporting and compliance. All costs associated with BX Fund Services Luxembourg's services and operations (including any BX Fund Services Luxembourg employee compensation and other general overhead) will be ultimately borne by the Funds and Other Blackstone Clients that own or use BX Fund Services Luxembourg. These shared costs are intended to be allocated and charged on a cost sharing basis to the individual fund related entities utilizing the services of BX Fund Services Luxembourg based on the type and level of services provided and could include a mark-up, though BX Fund Services Luxembourg is generally intended to operate on a nominal profit basis. The Registrant endeavors to allocate fees and expenses associated with BX Fund Services Luxembourg fairly and equitably, which allocation involves certain methodologies based on actual data pertaining to the services provided. The Registrant believes that these methodologies result in a fair and equitable allocation of expenses. To the extent ownership of BX Fund Services Luxembourg is transferred between the Funds and Other Blackstone Clients, such transfer will generally be consummated for minimal or no consideration, and without obtaining any consent from any L.P. Advisory Committee of a Fund and/or the investors (or independent client representatives (if any)), in each case, subject to the facts and circumstances and relevant Constituent Documents.

BTIG. BTIG, LLC ("**BTIG**") is a global financial services firm in which certain Other Blackstone Clients own a strategic minority investment. BTIG provides institutional trading, investment banking, research and related brokerage services, and BTIG is expected to provide goods and perform services for the Funds, their Portfolio Entities, Other Blackstone Clients and Blackstone.

Optiv. Optiv Security, Inc. is a Portfolio Entity held by certain Other Blackstone Clients that provides a full slate of information security services and solutions. Optiv is expected to provide goods and perform services for the Funds, their Portfolio Entities, Other Blackstone Clients and Blackstone.

Encore. Encore Group (USA) LLC ("**Encore**") Inc. is a Portfolio Entity held by certain Other Blackstone Clients that provides outsourced audiovisual services and event production. Encore is expected to perform services for the Funds, their Portfolio Entities, Other Blackstone Clients and Blackstone.

Refinitiv. On October 1, 2018, a consortium led by Blackstone announced that private equity funds managed by Blackstone had completed an acquisition of Thomson Reuters' Financial

& Risk business (“**Refinitiv**”). On January 29, 2021, Refinitiv was sold to the London Stock Exchange Group (“**LSEG**”), with certain Other Blackstone Clients receiving a minority stake in LSEG. Refinitiv operates a pricing service that provides valuation services. Refinitiv is expected to provide goods and perform services for certain Funds, their Portfolio Entities, Other Blackstone Clients and Blackstone.

Kryalos. Kryalos is a Portfolio Entity in which certain Other Blackstone Clients have made a minority investment that is an operating partner in certain real estate investments made by Other Blackstone Clients. Kryalos is expected to perform services for the Funds, their Portfolio Entities, Other Blackstone Clients and Blackstone.

Peridot Financial Services (“Peridot”) and Global Supply Chain Finance (“GSCF”). Peridot and GSCF are Portfolio Entities of certain Other Blackstone Clients that provide supply chain financing and accounts receivable services globally. Peridot and GSCF are expected to perform services for the Funds, their Portfolio Entities, Other Blackstone Clients and Blackstone.

RE Tech Advisors (“RE Tech”). RE Tech is a Portfolio Entity of certain Other Blackstone Clients that is an energy audit / consulting firm that identifies and implements energy efficiency programs, calculates return on investment and tracks performance post-completion. RE Tech is expected to perform services for the Funds, their Portfolio Entities and Other Blackstone Clients and Blackstone.

Legence (fka Therma Holdings) (“Legence”). Legence is a Portfolio Entity of certain Other Blackstone Clients that provides carbon reduction and energy management services. Legence is expected to perform services for the Funds, their Portfolio Entities, Other Blackstone Clients and Blackstone.

Revantage. Revantage is a Portfolio Entity of certain Other Blackstone Clients that provides corporate support services, including, without limitation, accounting, legal, tax, treasury, information technology, human resources, operational and management services. Revantage is expected to perform services for the Funds, their Portfolio Entities, Other Blackstone Clients and Blackstone. Certain Portfolio Entities are required to obtain certain services from Revantage due to firm-wide or fund-wide or other reasons (including the Registrant’s policies and procedures). Such required services can be expected to include data collection programs, IT security, fund accounting, fund accounting reporting, acquisition onboarding, offboarding of investments, certain valuation reporting, tax

reporting and compliance, distribution support, transaction and enterprise risk management, digital asset management, acquisition and disposition program management, certain ESG support services, and office services. The Registrant recommends certain services from Revantage to its Portfolio Entities where such services are accretive in value or offer proven scale to such Portfolio Entities. Such recommended services can be expected to include human resource administration, IT infrastructure services, investment accounting and reporting services, promote administration, loan origination assistance, and invoice and claims management services. Revantage also offers Portfolio Entities “opt-in” services which are services that certain Portfolio Entities could find valuable and helpful to their infrastructure, whereas certain other Portfolio Entities could already perform such services in-house or have otherwise established policies and procedures for such services (or similar services) such that they decide not to “opt-in” to this category of Revantage’s services. Such services include portfolio company and investment level analytics services, talent acquisition services, financial planning and analysis for portfolio companies, tax advice and administration for portfolio entities, debt, litigation management services, business continuity assistance, and project management services.

While Revantage currently provides corporate support services, transactional support services, operational services and management services, Revantage is expected to expand the scope of its services over time as the platform continues to be built out. Further, each of Revantage Corporate Services, Revantage Asia and Revantage Europe could provide services on a global basis despite each of their respective owner entities and initially designated geographic focuses. For example, Revantage Corporate Services is expected to provide services outside of the United States (including in Asia and Europe) despite its ownership by a United States-focused, Blackstone-managed real estate fund and its initial designation as a service provider in North America, and similarly, Revantage Asia and Revantage Europe could provide services in the United States. By aggregating services received by multiple Portfolio Entities and expanding the scope of those services (and to whom those services are provided), Blackstone aims to reduce costs across portfolio companies and increase the quality and efficiency of such services.

Ontra (fka InCloudCounsel). Ontra is a portfolio entity of certain Other Blackstone Clients that provides a contract automation and intelligence platform that utilizes artificial intelligence and a network of attorneys to support processing of routine contracts and tracking of obligations in complex agreements. Ontra is expected to perform services for the Funds, their Portfolio Entities, Other Blackstone Clients and Blackstone.

Sphera. Sphera is a Portfolio Entity of certain Other Blackstone Clients that provides environmental, health and safety and ESG software services and data. Sphera is expected to perform services for the Funds, their Portfolio Entities, Other Blackstone Clients and Blackstone.

ASK Investment Management (“ASK”). ASK is a Portfolio Entity of certain Other Blackstone Clients that provides investment management services. ASK is expected to perform placement agent services for the Funds and placement agent or other services for the Funds’ Portfolio Entities, Other Blackstone Clients and Blackstone. See also “—Placement Agents” herein.

CoreTrust. On September 30, 2022, certain Blackstone private equity funds and related entities closed the previously announced acquisition of a majority interest in CoreTrust (the “**CoreTrust Acquisition**”), a group purchasing organization that provides purchasing services to member companies, which includes Portfolio Entities owned, in whole or in part, by certain Funds and/or Other Blackstone Clients. CoreTrust is expected to provide group purchasing services to the Funds, Portfolio Entities, Other Blackstone Clients and Blackstone. Generally, CoreTrust generates revenue from vendors based on a percentage of the amount of products or services purchased by its member companies and benefit plans maintained by its member companies. Historically, CoreTrust has shared with Blackstone a portion of the revenue generated through purchases made by Blackstone Portfolio Entities and also paid Blackstone a consulting fee. Blackstone stopped accepting such revenue sharing arrangements and consulting fee upon the closing of the CoreTrust Acquisition. However, Blackstone can in its sole discretion reinstitute such or similar revenue sharing arrangements with CoreTrust in the future. In addition, prior to the CoreTrust Acquisition, CoreTrust generated revenue in respect of certain Portfolio Entities (the “**Applicable Portfolio Entities**”) from certain health and welfare benefit plan-related vendors (the “**Applicable Vendors**”). For legal and regulatory reasons, following the CoreTrust Acquisition, CoreTrust is limited in its ability to generate revenue from the Applicable Vendors in respect of Portfolio Entities’ health benefit plans based on a percentage of the amount of products or services purchased by such plans. As a result, for Applicable Portfolio Entities and other Portfolio Entities that become CoreTrust members, CoreTrust intends to rebate all revenue received from Applicable Vendors to each such Portfolio Entity’s applicable benefit plan. CoreTrust also intends to enter into with each Applicable Portfolio Entity (and with other Portfolio Entities that become CoreTrust members) a separate agreement that will include the payment of an access fee in return for allowing such Portfolio Entities to use the goods and services provided by the Applicable Vendors through

CoreTrust. The amount of the access fee will generally be determined either as a percentage of total company revenues or as a fixed fee (in each case subject to periodic review by CoreTrust and the applicable Portfolio Entity) and it is possible the access fee will not be subject to benchmarking. The access fee could be greater or less than the amount of the revenue that CoreTrust previously generated from Applicable Vendors.

Geosyntec. Geosyntec is a Portfolio Entity of certain Other Blackstone Clients that provides environmental engineering, design and consulting services. Geosyntec is expected to perform services for the Funds, their Portfolio Entities, Other Blackstone Clients and Blackstone.

Hipgnosis. Hipgnosis Song Management Limited (“**HSM**”), formerly The Family (Music) Limited is a Blackstone affiliate that is expected to provide asset management and advisory solutions for investments in the music space, including for investments by the Funds, Other Blackstone Clients, their Portfolio Entities, affiliates and related parties (whether now in existence or subsequently established) and third parties. The asset management services provided by HSM with respect to such investments can be expected to include, without limitation, evaluating, advising and conducting due diligence on possible investment opportunities in music assets, continually monitoring and reporting on music assets, identifying and evaluating opportunities for realizing value from music assets, making refinancing and/or divestment recommendations and other related services. In exchange for such services, HSM earns fees, including through incentive-based compensation payable to their management team. The fees, compensation and other amounts received by HSM in connection with such services provided to investments will not offset the management fee payable by investors. As a result of the foregoing and Blackstone’s partial ownership of HSM, there is an incentive for the Registrant to participate in and pursue more music-related transactions, due to the prospect of HSM earning such fees, and there is an incentive to engage HSM because the fees, costs and expenses of such services will be borne by the Funds as fund expenses (with no reduction or offset to management fees with respect to certain Funds) and will reduce the Registrant’s internal overhead and compensation costs for employees who would otherwise perform such services. As a result, while Blackstone believes that HSM will provide services equal to or better than those provided by third parties, there is an inherent conflict of interest that gives Blackstone incentive to pursue music-related transactions and engage HSM to perform such services.

Arcesium LLC. Arcesium LLC (“**Arcesium**”) could provide certain middle- and back-office services and technology to Funds and to funds managed by one or more Fund Managers in

the future. Blackstone Alternative Asset Management L.P. (“**BAAM**”) an affiliate of the Registrant, holds a non-controlling, minority equity interest in Arcesium and the BXMA Chief Operating Officer serves on the board of Arcesium. The services and technology provided by Arcesium support various post-trade activities, including trade capture, cash and position reconciliations, asset servicing, margin and collateral monitoring, pricing-related services, portfolio data warehousing, and other services and technology as agreed with Arcesium. The Registrant has in the past and could in the future recommend Arcesium’s services to the Fund Managers and certain Fund Managers could in the future hire, Arcesium. The Registrant will not require any Fund Manager to hire Arcesium as a condition to acquiring Fund Manager Interests or investing in funds managed by the Fund Manager nor will it favor Fund Managers who use Arcesium over Fund Managers who use other qualified middle- and back-office service providers when selecting Fund Managers for a Fund’s portfolio.

In return for such services, Arcesium receives a one-time upfront implementation fee, an annual software fee (based on complexity and net asset value), and an annual operations services fee (also based on net asset value) as negotiated with Arcesium (such fees in the aggregate, the “**Arcesium Fees**”). In the event Arcesium is hired for a Fund in the future, because the Arcesium Fees are based, in part, on the net asset value of the relevant Fund, which is generally determined by such Fund’s administrator under the overall supervision of the Registrant, there could be conflicts with respect to calculation of such net asset value. In addition, the Registrant would not intend to engage in any ongoing benchmarking or market check to determine whether the Arcesium Fees are consistent with market rates, as certain services being provided by Arcesium are bespoke and customized services and the Registrant is not aware of any direct competitors to Arcesium that provide the same services. Accordingly, there can be no assurance that an unaffiliated third party would not charge a lower fee.

In connection with BAAM’s minority equity ownership interest in Arcesium, BAAM could receive cash distributions from Arcesium from time to time. Cash distributions received by BAAM from Arcesium will be applied first to reimburse the Arcesium Fees paid by Funds (if any) and funds managed by BXMA which are clients of Arcesium (the “**BXMA Arcesium Clients**”) for the amount of Arcesium Fees paid by such entities to Arcesium. The allocation of such reimbursements as among the Funds and other BXMA Arcesium Clients will require judgments as to methodology that BAAM makes in good faith but in its sole discretion. There can be no assurance that BAAM will receive any such distributions and therefore that any such reimbursements shall be made to the Funds or the BXMA Arcesium Clients. Further, if Arcesium is sold to a third-party, the Registrant would not be expected to receive such cash

distributions and the Funds and the BXMA Arcesium Clients would not be expected to be reimbursed for any portion of the Arcesium Fees paid by them. In the event that cash distributions received by BAAM from Arcesium exceed the Arcesium Fees paid by the Funds and the BXMA Arcesium Clients, any excess amounts will be retained by BAAM. To the extent additional Funds engage Arcesium and pay Arcesium Fees in the future, the reimbursement described above would be expected to apply to such Funds as well.

In addition, BAAM has a further incentive to engage or recommend the engagement of Arcesium to provide services to the Funds and their Portfolio Entities and BAAM clients, as such engagement provides consistency in such services across the platform, increased scalability to support future growth across its business, and improved data centralization and accessibility, each of which also benefits BAAM.

There can be instances where current and former employees of Other Blackstone Clients' Portfolio Entities are seconded to or temporarily hired by the Funds' Portfolio Entities or, at times, the Funds' investments directly. Such secondments or temporary hiring of current and former employees of Other Blackstone Clients' Portfolio Entities by the Funds' Portfolio Entities (or its investments) could result in a potential conflict of interest between the Funds' Portfolio Entities and those of such Other Blackstone Clients. The costs of such employees are expected to be borne by the Funds or its relevant Portfolio Entities, as applicable, and the fees paid by the Funds or such Portfolio Entities to, other Portfolio Entity service providers or vendors do not offset or reduce the management fee.

The Funds and their Portfolio Entities will compensate one or more of these service providers and vendors owned by the Funds or Other Blackstone Clients, including through incentive-based compensation payable to their management teams and other related parties. Some of these service providers and vendors owned by the Funds or Other Blackstone Clients will charge the Funds and their Portfolio Entities for goods and services at rates generally consistent with those available in the market for similar goods and services. The discussion regarding the determination of market rates under "Blackstone Affiliated Service Providers" herein applies equally in respect of the fees and expenses of the Portfolio Entity service providers, if charged at rates generally consistent with those available in the market. Other service providers and vendors owned and/or controlled by the Funds or Other Blackstone Clients pass through expenses on a cost reimbursement, no-profit, revenue, purchase and sale price, capital spend or break-even basis (even if third-party customers or clients are charged on a different basis), in which case the service provider allocates costs and expenses directly associated with work performed for the benefit of the Funds and their Portfolio Entities to them, along with any related tax costs and

an allocation of the service provider's overhead, including any of the following: salaries, wages, benefits and travel expenses; marketing and advertising fees and expenses; legal, compliance, accounting and other professional fees and disbursements; office space, furniture and fixtures (including, without limitation, rent and refurbishment costs and office space in Luxembourg) and equipment; insurance premiums; technology expenditures (including hardware and software costs and servicing costs and upgrades related thereto); costs to engage recruitment firms to hire employees; due diligence expenses; one-time costs, including costs related to building-out, expanding and winding-down a Portfolio Entity; costs that are of a limited duration or non-recurring (such as start-up or technology build-up costs, initial technology and systems implementation costs, employee on-boarding, ongoing training and severance payments, and IPO-readiness and other infrastructure costs); taxes and/or liabilities determined by Blackstone based on applicable marginal tax rates; and other operating, establishment, expansion and capital expenditures (including financing and interest thereon). The foregoing costs, although allocated in a particular period, will, in certain circumstances, relate to activities occurring outside the period (including in prior periods, such as where any such costs are amortized over an extended period) and further, will, in certain circumstances, be of a general and administrative nature that is not specifically related to particular services, and therefore the Funds could, to the fullest extent permitted by applicable law, pay more than their pro rata portion of fees for services. In addition, in certain circumstances, the Registrant also relies on the management team of a Portfolio Entity with respect to the determination of costs and expenses and allocation thereof and does not oversee or participate in such determinations or allocations. Moreover, to the extent a Portfolio Entity uses an allocated cost model with respect to fees, costs and expenses, such fees, costs and expenses are typically estimated and/or accrued quarterly (or on another regular periodic basis) but not finalized until year-end and as a result, such year-end true-up is subject to fluctuation and increases such that for a given year, the year-end cumulative amount with respect to fees, costs and expenses could be greater than the sum of the quarterly estimates (or other periodic estimates where applicable) and/or accruals and therefore the Funds could bear more fees, costs and expenses at year-end than had been anticipated throughout the year. The allocation of overhead among the entities and assets to which services are provided can be expected to be based on any of a number of different methodologies, including, without limitation, "cost" basis as described above, "time-allocation" basis, "per unit" basis, "per square footage" basis or "fixed percentage" basis and the particular methodology used to allocate such overhead among the entities and assets to which services are provided are expected to vary depending on the types of services provided and the applicable asset class involved, and could, in certain circumstances, change from one period to another. There can be no assurance that a different manner of allocation

would result in the Funds and their Portfolio Entities bearing less or more costs and expenses. In addition, a Portfolio Entity that uses a “cost” basis methodology can, in certain circumstances, change its allocation methodology, for example, to charging a flat fee for a particular service or instance (or vice versa) or to another methodology described herein or otherwise, and such changes can increase or reduce the amounts received by such Portfolio Entities for the same services, and investors will not necessarily be entitled to receive notice or disclosure of such changes in allocation methodology. In certain instances, particularly where such service providers and vendors are located outside of the U.S., such service providers and vendors will charge the Funds and their portfolio entities for goods and services at cost plus a percentage of cost for transfer pricing or other tax, legal, regulatory, accounting or other reasons or even decide to amortize any costs or expenses to address accounting or operational considerations. Further, the Funds and their portfolio entities will compensate one or more of these service providers and vendors owned by the Funds or Other Blackstone Clients through incentive-based compensation payable to their management teams and other related parties. The incentive-based compensation paid with respect to a portfolio entity or asset of the Funds or Other Blackstone Clients will vary from the incentive-based compensation paid with respect to other portfolio entities and assets of the Funds and Other Blackstone Clients; as a result the management team or other related parties can be expected to have greater incentives with respect to certain assets and portfolio entities relative to others, and the performance of certain assets and portfolio entities will provide incentives to retain management that also service other assets and portfolio entities. Blackstone is not expected to perform or obtain any benchmarking analysis or third-party verification of expenses with respect to services provided on a cost reimbursement, no profit revenue, purchase and sale price, capital spend or break-even basis, or in respect of incentive-based compensation and the management fee will not be offset by such amounts. There can be no assurance that amounts charged by Portfolio Entity service providers that are not controlled by the Funds or Other Blackstone Clients will be consistent with market rates or that any benchmarking, verification or other analysis will be performed with respect to such charges. In addition, while it is expected that the Funds or Other Blackstone Clients will engage in long-term or recurring contracts with Portfolio Entity service providers, it can be expected that the Registrant will not seek to benchmark or otherwise renegotiate the original fee arrangement for a significant period of time. In addition, neither the Registrant nor Blackstone is required to perform or obtain benchmarking analysis of expenses with respect to non-recurring contracts with Portfolio Entity service providers. With respect to any benchmarking performed, the related benchmarking expenses will be borne by the Funds, Other Blackstone Clients and/or their respective Portfolio Entities and will not offset the management fee. In certain circumstances, the Funds and Other Blackstone Clients will

enter into fee arrangements with service providers (including instances where the fee is a cost-plus fee, i.e., is structured as the cost of services plus a fixed percentage). Where service providers have entered into such fee arrangements, there can be situations where the service provider's tax liabilities that are associated with the income received from the Fund and/or Other Blackstone Clients could be passed along to the Funds such that the Funds would ultimately be responsible for bearing such expenses. Accordingly, the Registrant can have an incentive to structure its fee arrangements with such service providers in such a manner where the Funds or an Other Blackstone Client can bear all or a portion of such service provider's tax liabilities. As further noted above, no fees charged by these service providers and vendors in the fee arrangement discussed in this paragraph will offset or reduce management fees, unless otherwise required by the applicable Constituent Documents of the Funds.

A Portfolio Entity service provider will, in certain circumstances, subcontract certain of its responsibilities to other Portfolio Entities of the Funds and Other Blackstone Clients. In such circumstances, the relevant subcontractor could invoice the Portfolio Entity for fees (or in the case of a cost reimbursement arrangement, for allocable costs and expenses) in respect of the services provided by the subcontractor. The Portfolio Entity, if charging on a cost reimbursement, no-profit, revenue, purchase and sale price, capital spend or break-even basis, would in turn allocate those costs and expenses as it allocates other fees and expenses as described above. Similarly, Other Blackstone Clients, their Portfolio Entities and Blackstone can be expected to engage Portfolio Entities of the Funds to provide services, and these Portfolio Entities will generally charge for services in the same manner described above, but the Funds and their Portfolio Entities generally will not be reimbursed for any costs (such as start-up costs or technology build-up costs) relating to such Portfolio Entities incurred prior to such engagement.

Portfolio Entity service providers described in this section are generally owned and controlled by one or more Blackstone funds, such as the Funds and Other Blackstone Clients. In certain instances a similar company could be owned and controlled by Blackstone directly. Blackstone could cause a transfer of ownership of one of these service providers (or employees, leases, contracts or office assets of one service provider to another service provider) from the Funds to an Other Blackstone Client, or from an Other Blackstone Client to the Funds. The transfer of a Portfolio Entity service provider (or employees, leases, contracts or office assets of one service provider to another service provider) between or among the Funds and/or Other Blackstone Clients (where a Fund will be, directly or indirectly, a seller or a buyer in any such transfer) will generally be consummated for

minimal or no consideration, and without obtaining any consent from the advisory committees, an independent client representative (if any) or the investors. The Registrant can, but is not required to, obtain a third-party valuation confirming the same, and if it does, the Registrant will rely on such valuation. Portfolio Entities of the Funds and Other Blackstone Clients are not considered “affiliates” of Blackstone, the Registrant or the Funds under the Funds’ offering and/or governing documents and therefore are not covered by affiliate transaction restrictions included in the Funds’ offering and/or governing documents, such as the requirement to obtain consent from the advisory committees in certain circumstances.

Service Providers, Vendors and Other Counterparties Generally. Certain third-party advisors, service providers, counterparties and vendors or their affiliates (“**Service Providers**”) to the Funds and their Fund Managers (including accountants, administrators, paying agents, depositaries, lenders, bankers, brokers, attorneys, consultants, title agents, property managers and investment or commercial banking firms) are owned by, or provide goods or services to, or have other business, personal, financial or other relationships with, Blackstone, the Funds, the Other Blackstone Clients (including co-investment vehicles, where applicable) and their respective Portfolio Entities and affiliates. Service Providers could be investors in the Fund Managers or their Manager-Sponsored Funds, the Funds or other affiliates of the General Partners. They could also be sources of financing and investment opportunities for, co-investors with, commercial counterparties of or entities in which Blackstone, the Funds and/or Other Blackstone Clients have an investment (directly or indirectly). As such, payments by the Funds, Fund Managers and their affiliates could indirectly benefit Blackstone, the Other Blackstone Clients (including co-investment vehicles, where applicable) and their respective Portfolio Entities or any affiliates or personnel of the foregoing. Also, advisors, lenders, investors, commercial counterparties, vendors and Service Providers (including any of their affiliates or personnel) to the Funds and the Fund Managers could have other commercial or personal relationships with Blackstone, Other Blackstone Clients (including co-investment vehicles, where applicable), Fund Managers and their respective Portfolio Entities and affiliates or any affiliates, personnel or family members of personnel of the foregoing.

Although Blackstone selects Service Providers it believes are most appropriate in the circumstances based on its knowledge of Service Providers (which knowledge is generally greater in the case of Service Providers that are affiliates of, or that have other relationships with, Blackstone), the relationship of Service Providers to Blackstone as described above will, in certain circumstances, influence Blackstone’s decision whether to select or recommend a Service Provider to perform services for the Funds or a Fund Manager, the cost

of which will generally be borne directly or indirectly by the Funds. Such other relationships can be expected to incentivize Blackstone to engage a Service Provider or utilize the services of a Service Provider more frequently than would be the case absent the relationship or to pay such service providers and vendors higher fees or commissions than would be the case absent the relationship. The incentive could be created by current income and/or the generation of enterprise value in a service provider or vendor; Blackstone can be expected to also have an incentive to invest in or create service providers and vendors to realize on these opportunities. Furthermore, Blackstone will from time to time encourage third-party service providers to the Funds and their Portfolio Entities to use other Blackstone-affiliated service providers and vendors in connection with the business of the Funds, Portfolio Entities and unaffiliated entities, and Blackstone has an incentive to use third-party services providers who do so as a result of the indirect benefit to Blackstone and additional business for the related service providers and vendors. Fees paid to or value created in Service Providers do not offset or reduce the management fee payable by the investors of the Funds and are not otherwise shared with the Funds unless required by the applicable Constituent Documents.

There will be no restrictions on the ability of Fund Managers or their Manager-Sponsored Funds or Portfolio Entities from engaging affiliates of Blackstone to provide services or enter into transactions since they are not “affiliates” of Blackstone. In such circumstances, any payments made by the Fund Managers or their Manager-Sponsored Funds or Portfolio Entities could be made to or otherwise benefit other parts of Blackstone and be borne indirectly by the Funds (to the extent of its ownership of such Fund Manager) and will not otherwise be shared with investors or be applied to offset the management fee payable by investors.

Blackstone has a practice of not entering into any arrangements with Service Providers that provide lower rates or discounts to Blackstone itself compared to those available to the Funds, Fund Managers and their Portfolio Entities for the same services. However, legal fees for unconsummated transactions are often charged at a discounted rate, and to the extent the Registrant is obligated to pay any portion of such fees, the Registrant will benefit from such discount. Fees for consummated transactions could be charged at higher rates and will be paid by the Funds. Blackstone does not control the Fund Managers and their engagement of service providers and the terms thereof will generally be in the sole discretion of such Fund Managers. To the extent the types of services used by the Funds and their Fund Managers are different from those used by Blackstone, Other Blackstone Clients and their Portfolio Entities and affiliates, the Funds and their Fund Managers can be expected to pay

different amounts or rates than those paid by such other persons. Similarly, Blackstone, the Funds, the Other Blackstone Clients and their Portfolio Entities and affiliates can be expected to enter into agreements or other arrangements with Service Providers (whether such Service Providers are affiliated or unaffiliated with Blackstone) from time to time whereby such Service Provider will, in certain circumstances, charge lower rates (or no fee) or provide discounts or rebates for products and/or services depending on certain factors, including without limitation, the volume of transactions entered into with such counterparty by the Registrant, the Funds and their investments in the aggregate or other factors which could include early adoption, timing and other similar reasons. See also “—Group Procurement; Discounts” and “—Multiple Blackstone Business Lines” herein.

Fund Managers could also enter into agreements with Service Providers that limit a Fund Manager’s ability to engage in certain types of activities or make certain types of investments over which Blackstone will have no control, which could indirectly adversely impact the value of such Fund Manager and/or a Fund’s investment therein.

The conflicts described above apply in substantially the same manner and extent to Service Providers that are owned or controlled by Blackstone directly, as opposed to being owned or controlled by a Blackstone-managed fund.

Blackstone’s Treasury group could provide foreign currency exchange (“FX”) services to the Funds for FX trades under a certain threshold. Based on its current practices (which are subject to change in the future), at the request of the Funds, the Blackstone Treasury group will exchange foreign currencies from Blackstone’s own account on behalf of the Funds based on the end of day mid-market rate published by Bloomberg on the immediately preceding business day, and does not currently charge any fees for providing such service (apart from the same market-rate bank/wire fees the Funds would incur on any FX payment or receipt regardless of counterparty).

Charitable and Political Contributions. To the extent permitted by applicable law, the Registrant will, from time to time, require, cause or invite the Funds and/or invite the Fund Managers and their Portfolio Entities to make contributions to charitable initiatives, certain communities and/or related organizations or other non-profit organizations that the Registrant believes could, directly or indirectly, enhance the value of the Funds’ investments, assist in completing an acquisition of an interest in a Fund Manager or other transaction (whether or not documented at the time of such acquisition or transaction) or otherwise serve a business purpose for, or be beneficial to, the Funds, their Fund Managers or their Portfolio Entities. Such contributions could be designed to benefit employees of a Fund

Manager or its Manager-Sponsored Funds' Portfolio Entities, community in which such Portfolio Entities operates or a charitable cause essential to, or consistent with, the business purpose of a Fund Manager or its Manager-Sponsored Funds' Portfolio Entities. In certain instances, such charitable initiatives could be sponsored by, affiliated with or related to current or former employees of Blackstone, Fund Managers or their Portfolio Entities, management teams, advisors, service providers, vendors, joint venture partners, and/or other persons or organizations associated with Blackstone, the Funds, Fund Managers, Other Blackstone Clients or their Portfolio Entities. These relationships could influence the Registrant's decision whether to require, cause or invite a Fund or a Fund Manager to make charitable contributions. Further, from time to time, such charitable contributions by the Funds or such Portfolio Entities could supplement or replace charitable contributions that Blackstone would have otherwise made. Also, in certain instances, the Registrant could, from time to time, select a service provider or other counterparty to a Fund or its investments based, in part, on the charitable initiatives of such person where the Registrant believes such charitable initiatives could, directly or indirectly, enhance the value of the Fund's investments or otherwise be beneficial to its Fund Managers.

A Fund Manager (or its Manager-Sponsored Funds' Portfolio Entities), and less commonly, the Funds, could, in the ordinary course of its business, make political contributions to elected officials, candidates for elected office or political organizations, hire lobbyists or engage in other permissible political activities in U.S. or non-U.S. jurisdictions with the intent of furthering its business interests or otherwise. Fund Managers and their respective Portfolio Entities are not considered affiliates of the Registrant (and are not controlled by the Registrant), and therefore such activities are not subject to relevant policies of the Registrant and such activities could be undertaken by such entities without the knowledge or direction of the Registrant. In other circumstances, there could be initiatives where such activities are coordinated by Blackstone for the benefit of one or more Portfolio Entities. In certain circumstances, interests of a Fund Manager could not align with or be adverse to the interests of other Fund Managers, the Funds, Other Blackstone Clients or the investors. The costs of such activities could be allocated among those Fund Managers (and borne indirectly by the investors). While the costs of such activities will typically be borne by the Fund Manager (and indirectly the Funds) undertaking such activities, such activities could also directly or indirectly benefit other Fund Managers, other investments, Other Blackstone Clients or Blackstone. There can be no assurance that any such activities will be successful in advancing the interests of the Fund Managers or Portfolio Entities thereof or otherwise benefit such Fund Managers or the Funds.

Any such charitable contributions or political contributions made by the Funds, Fund Managers or the Manager-Sponsored Funds' Portfolio Entities, if material, could affect the Funds' performance in respect of the relevant investment and will not offset management fees payable by any Fund. The Registrant will not have control, or be obligated to exert any influence, over the Fund Managers' activities relating to charitable, political and related activities. There can be no assurance that any such activities will actually be beneficial to or enhance the value of the Funds or their investments, or that the Registrant will be able to resolve any associated conflict of interest in favor of the Funds.

Blackstone Affiliated Service Providers. In addition to the service providers (including Portfolio Entity service providers) and vendors described above, the Funds and their Portfolio Entities will engage in transactions with one or more businesses that are owned or controlled by Blackstone directly, rather than through one of its funds, including the businesses described below. These businesses will, in certain circumstances, also enter into transactions with other counterparties of the Funds and their Portfolio Entities, as well as service providers, vendors and investors of the Funds. Blackstone could benefit from these transactions and activities through current income and creation of enterprise value in these businesses. No fees charged by these service providers and vendors will offset or reduce management fees, unless otherwise required by the applicable Constituent Documents. Furthermore, Blackstone, the Other Blackstone Clients and their Portfolio Entities and their affiliates and related parties will use the services of these Blackstone affiliates, including at different rates. Although Blackstone believes the services provided by its affiliates are equal or better than those of third parties, Blackstone directly benefits from the engagement of these affiliates, and there is therefore an inherent conflict of interest.

Blackstone affiliated service providers and vendors, include, without limitation:

Blackstone Capital Markets. Blackstone Capital Markets is a Blackstone affiliate that Blackstone, the Funds and their Portfolio Entities, Other Blackstone Clients and their portfolio entities and third parties will, in certain circumstances, engage for debt and equity financings and to provide other investment banking, brokerage, investment advisory or other services.

Aquicore. Aquicore is a cloud-based platform that tracks, analyzes and predicts key metrics in real estate with a focus on the reduction of energy consumption. Blackstone holds a minority investment in Aquicore.

Equity Healthcare. Equity Healthcare LLC (“**Equity Healthcare**”) is a Blackstone affiliate that negotiates with providers of standard administrative services and insurance carriers for health benefit plans and other related services for cost discounts, quality of service monitoring, data services and clinical consulting. Because of the combined purchasing power of its client participants, which include unaffiliated third parties, Equity Healthcare is able to negotiate pricing terms that are believed to be more favorable than those that the portfolio entities could obtain for themselves on an individual basis. The fees received by Equity Healthcare in connection with such services provided to investments will generally not offset the management fee payable by the investors.

LNLS. Lexington National Land Services (“**LNLS**”) is a Blackstone affiliate that (i) acts as a title agent in facilitating and issuing title insurance, (ii) provides title support services for title insurance underwriters, (iii) in certain circumstances, provides courtesy title settlement services and (iv) acts as escrow agent in connection with investments by the Funds, Other Blackstone Clients and their Portfolio Entities, affiliates and related parties, and third parties including, from time to time, Blackstone’s borrowers. In exchange for such services, LNLS earns fees, which would have otherwise been paid to third parties. If LNLS is involved in a transaction in which the Funds participate, Blackstone will benchmark the relevant costs to the extent market data is available except when LNLS is providing such services in a state where the insurance premium or escrow fee, as applicable, is regulated by the state or when LNLS is part of a syndicate of title insurance companies where the insurance premium is negotiated by other title insurance underwriters or their agents.

There will be no related management fee offset for the Funds. As a result, while Blackstone believes that LNLS will provide services equal to or better than those provided by third parties (even in jurisdictions where insurance rates are regulated), there is an inherent conflict of interest that gives Blackstone incentive to engage LNLS over a third party.

Some of the services performed by Blackstone-affiliated service providers could also be performed by Blackstone from time to time and vice versa. Fees paid by the Funds or their Portfolio Entities to or value created in Blackstone-affiliated service providers or vendors do not offset or reduce the management fee payable by the investors of the Funds and are not otherwise shared with the Funds, unless otherwise required by the applicable Constituent Documents.

In addition, Blackstone has agreed to acquire a 9.9% interest in AIG L&R, and in connection therewith has entered into a long-term asset management partnership with certain

subsidiaries and/or affiliates of AIG L&R to serve as the exclusive external manager with respect to certain asset classes within their investment portfolio, for compensation. While Blackstone will not control AIG L&R (and AIG L&R will not be an “Affiliate” under the applicable Constituent Documents), the aforementioned investment in AIG L&R and asset management arrangements can incentivize Blackstone to cause (and Blackstone will benefit indirectly from causing) the Funds and/or their Portfolio Entities to engage AIG L&R or its affiliates (including American International Group Inc. and its other affiliates and subsidiaries) to provide various services and engage in other transactions and otherwise present conflicts of interests as a result of Blackstone’s interest and relationship therewith.

The Funds could acquire from or sell to Blackstone a service provider as an investment or participate alongside Blackstone in the acquisition of a service provider. Blackstone is expected to establish a valuation methodology in relation to any such sale or acquisition by the Funds of a service provider. In addition, before entering into any transaction with respect to any such service provider, it is anticipated that Blackstone will obtain any consents that will be required under the Advisers Act or other applicable laws or regulations and, by acquiring an interest in the Funds, each investor consents to all such transactions to the fullest extent permitted by law, and will be deemed to have waived any claim against the Registrant or its affiliates with respect to any liability arising from the existence of any such conflict of interest.

Certain Blackstone-affiliated service providers and their respective personnel will receive a management promote, an incentive fee and other performance-based compensation in respect of investments, sales or other transaction volume. Furthermore, Blackstone-affiliated service providers will charge costs and expenses based on allocable overhead associated with personnel working on relevant matters (including salaries, benefits and other similar expenses).

The Registrant will make determinations of certain market rates (i.e., rates that fall within a range that the Registrant has determined is reflective of rates in the applicable market and certain similar markets, though not necessarily equal to or lower than the median rate of comparable firms, and, in certain circumstances, such rates are expected to be in the top of the range), based on its consideration of a number of factors, which are generally expected to include the Registrant’s experience with non-affiliated service providers as well as benchmarking data and other methodologies determined by the Registrant to be appropriate under the circumstances. In respect of benchmarking, while Blackstone often obtains benchmarking data regarding the rates charged or quoted by third parties for services similar to those provided by Blackstone affiliates in the applicable market or certain similar

markets, relevant comparisons will not be available for a number of reasons, including, without limitation, as a result of a lack of a substantial market of providers or users of such services or the confidential or bespoke nature of such services (e.g., different assets will receive different services). In addition, benchmarking data is based on general market and broad industry overviews, rather than determined on an asset-by-asset basis. As a result, benchmarking data does not take into account specific characteristics of individual assets then owned or to be acquired by the Funds (such as size or location), or the particular characteristics of services provided. Further, it could be difficult to identify comparable third-party service providers that provide services of a similar scope and scale as the Blackstone-affiliated service providers that are the subject of the benchmarking analysis or to obtain detailed information about pricing of a service comparable to that being provided to the Funds from third-party service providers if such service providers anticipate that Blackstone will not, in fact, engage their services. For these reasons, it is possible that such market comparisons will not result in precise market terms for comparable services. Expenses to obtain benchmarking data will be borne by the Funds, Other Blackstone Clients and their respective Portfolio Entities and will not offset the management fee. Finally, in certain circumstances the Registrant can be expected to determine that third-party benchmarking is unnecessary, including in circumstances where the price for a particular good or service is mandated by law (e.g., title insurance in rate-regulated U.S. states) or because in Blackstone's view no comparable service provider offering such good or service (or an insufficient number of comparable service providers for a reasonable comparison) exists or because Blackstone has access to adequate market data (including from third-party clients of the Blackstone-affiliated service provider that is the subject of the benchmarking analysis) to make the determination without reference to third-party benchmarking. For example, in certain circumstances a Blackstone-affiliated service provider or a portfolio entity service provider could provide services to third parties, in which case, if the rates charged to such third parties are consistent with the rates charged to the Funds, Other Blackstone Clients and their respective portfolio entities, then a separate benchmarking analysis of such rates is not expected to be prepared. Some of the services performed by Blackstone-affiliated service providers could also be performed by the Registrant from time to time and vice versa. Fees paid by the Funds or their Portfolio Entities to Blackstone-affiliated service providers do not offset or reduce the management fee payable by the investors of the Funds and are not otherwise shared with the Funds, unless otherwise required by the applicable Constituent Documents. By acquiring an interest in the Funds, each investor will be deemed to have acknowledged these conflicts related to Blackstone-affiliated service providers and to have waived any claim with respect to any liability arising from the existence of any such conflict of interest.

In addition, Blackstone's Treasury group currently provides foreign currency exchange ("FX") services to the Funds and Other Blackstone Clients for FX trades under a certain threshold. Based on its current practices (which are subject to change in the future), at the request of a Fund or an Other Blackstone Client, the Blackstone Treasury group will exchange foreign currencies from Blackstone's own account on behalf of the Fund or such Other Blackstone Client based on the end-of-day mid-market rate published by Bloomberg on the immediately preceding business day, and does not currently charge any fees for providing such service (apart from the same market-rate bank/wire fees the Fund or such Other Blackstone Client would incur on any FX payment or receipt regardless of counterparty).

Cross-Guarantees and Cross-Collateralization. In certain circumstances the Funds and their Portfolio Entities could enter into cross-collateralization arrangements with Other Blackstone Clients and their Portfolio Entities and other participants in investments (including one or more co-investment vehicles by Blackstone and/or other co-investors), particularly in circumstances in which better financing terms are available through a cross-collateralized arrangement. Any cross-collateralization arrangements could result in the Funds losing their interests in otherwise performing investments or other assets due to poorly performing or non-performing investments or other assets in the collateral pool or such persons otherwise defaulting on their obligations under the terms of such arrangements. The investors could also be required to fund capital contributions to cover the Funds' obligations under such a default. (See also "—Liability Arising From Transactions Entered into Alongside Blackstone and/or Other Blackstone Clients.")

Similarly, a lender could require that it face only one counterparty, even though multiple borrowers will benefit from the lending, which will typically result in (i) a Fund facing the lender being solely liable with respect to the entire obligation, and therefore being required to contribute amounts in respect of the shortfall attributable to other borrowers, and (ii) a Fund and Other Blackstone Clients and other participants in investments being jointly and severally liable for the full amount of the obligation or liable on a cross-collateralized basis. The Funds and Other Blackstone Clients and other participants in investments benefiting from a financing will enter into a back-to-back or other similar reimbursement agreements to ensure no borrower ultimately bears more than its *pro rata* portion of the debt and related obligations. It is not expected that the Funds would be compensated for such arrangements. In addition, underlying Fund Managers could also separately enter into comparable borrowing arrangements.

Joint Venture Partners. The Funds will from time to time enter into one or more joint venture agreements with third party or Blackstone-affiliated joint venture partners.

investments made with joint venture partners will often involve performance-based compensation and asset management fees or other fees payable to such joint venture partners, as determined by the Registrant in its sole discretion. The joint venture partners or the joint venture could provide or contract for services that are the same as or similar to those provided by the Registrant to a Fund. No compensation or fees paid to the joint venture partners would reduce or offset management fees payable to the Registrant or carried interest payable to the applicable General Partner. Additional conflicts would arise if a joint venture partner is related to Blackstone in any way, such as an investor in, lender to, a shareholder of, or a service provider to Blackstone, the Funds, Other Blackstone Clients, or their respective Portfolio Entities, or any affiliate, personnel, officer or agent of any of the foregoing.

Valuations and Changing Accounting Standards. Investments are generally valued in accordance with the methods, policies and procedures established by the Registrant and based on valuation calculations and other information provided by the Fund Managers to the Funds. Investors should be aware that the situations involving uncertainties as to the valuation of the investments of the Funds could have an adverse effect on the net asset value of the Funds if the judgments of the Registrant or Fund Managers regarding appropriate valuations should prove incorrect. Absent bad faith or manifest error, such net asset value determinations are conclusive and binding on all investors. In addition, the Funds, as investors in a Fund Manager and/or its Manager-Sponsored Funds, have only limited access to the portfolio holdings of such Manager-Sponsored Funds and thus the Registrant could have a limited ability or no ability to independently verify the valuation information provided by Fund Managers. The valuation of the investments of the Funds will likely affect the Funds' reported performance. There could, however, be situations in which the General Partners are potentially incentivized to influence or adjust the valuation of the Funds' assets to increase the net asset value of the Funds' investments and/or minimize the impact of any potential decreases in net asset value thereof. Although the valuation of the Funds' investments will be performed in accordance with the terms of the applicable Constituent Documents, most of the Funds' investments will be investments for which there is no, or a limited, liquid market and the fair value of such investments could not be readily determinable. There is no assurance that the value assigned to an investment at a certain time will accurately reflect the value that will be realized by the Funds upon the eventual disposition of the investment, and the performance of the Funds could be adversely affected if such valuation determinations are materially higher than the value ultimately realized upon the disposition of the investment.

Specifically, for purposes of financial reporting that is compliant with GAAP, the Funds are required to follow the requirements for valuation set forth in Accounting Standards Codification 820 (“**ASC 820**”), “Fair Value Measurements and Disclosures” (formerly, Financial Accounting Standards No. 157, “**Fair Value Measurements**”), which defines and establishes a framework for measuring fair value under GAAP and expands financial statement disclosure requirements relating to fair value measurements. Additional Financial Accounting Standards Board (“**FASB**”) Statements and guidance and additional provisions of GAAP that could be adopted in the future could also impose additional, or different, specific requirements as to the valuation of assets and liabilities for purposes of GAAP-compliant financial reporting. Except as described below, the Registrant will apply ASC 820 and other relevant FASB statements and guidance to the valuation of the Fund’s assets and liabilities. In particular, the Registrant will apply the ASC 820 requirement that the fair value of an investment must reflect any restrictions on the sale, transfer or redemption of such investment—a requirement which could result in the imposition of a discount when determining the fair values of investments that are subject to such restrictions.

Notwithstanding the foregoing, the Registrant could determine in certain instances to assign to a particular investment a different value under the terms of the applicable Constituent Documents than the value assigned to such investment for financial reporting purposes. In particular, the Registrant will not apply GAAP when determining whether an investment’s decline in value is to be treated as significant and permanent for the purposes of determining distributions (including distributions of carried interest) and management fees payable to or by the Funds.

Accordingly, to the extent that GAAP would require any of the Funds’ assets or liabilities to be valued in a manner that differs from the terms of the applicable Constituent Documents, such assets or liabilities will be valued (i) in accordance with GAAP, solely for purposes of preparing such Funds’ GAAP-compliant audited financial statements, and (ii) in accordance with the applicable Constituent Documents (without regard to any GAAP requirements relating to the determination of fair value), for all other purposes (including, without limitation, for purposes of determining distributions and allocating gains and losses).

Finally, ASC 820 and other accounting rules applicable to private funds and various assets they invest in are evolving. Such changes could adversely affect the Funds. For example, the evolution of rules governing the determination of the fair market value of investments to the extent such rules become more stringent would tend to increase the cost and/or reduce the availability of third-party determinations of fair market value. This could in turn increase

the costs associated with selling investments or affect their liquidity due to the inability to obtain a third-party determination of fair market value.

ERISA and Plan Assets Issues. The General Partners will use reasonable best efforts to avoid having the assets of the Funds constitute “plan assets” within the meaning of the U.S. Employee Retirement Income Security Act of 1974, as amended (“**ERISA**”), and the regulations promulgated thereunder, as modified by Section 3(42) of ERISA (the “**Plan Asset Regulations**”) and, in this regard, intends to limit equity participation by “benefit plan investors” (within the meaning of Section 3(42) of ERISA) to less than 25% of the total value of each class of equity interests in the Funds. Under the applicable Constituent Documents, the General Partners will have the power to take certain actions to avoid having the assets of the Funds characterized as “plan assets,” including, without limitation, the right to cause an investor that is a benefit plan investor to withdraw from a Fund or to transfer its interest in a Fund. While the General Partners and the Funds do not expect that the General Partners will need to exercise such power, neither the General Partners nor the Funds can give any assurance that such power will not be exercised.

If the assets of the Funds were deemed to be “plan assets” for purposes of the fiduciary responsibility and prohibited transaction provisions of Title I of ERISA and Section 4795 of the Code, this could result, among other things, in (i) the application of the prudence and other fiduciary standards of ERISA to investments made by the Funds and (ii) the possibility that certain transactions in which the Funds might otherwise seek to engage in the ordinary course of its business and operation could constitute non-exempt “prohibited transactions” under ERISA and/or Section 4975 of the Code, which could restrict the Funds from entering into an otherwise desirable investment or from entering into an otherwise favorable transaction. In addition, fiduciaries of “benefit plan investors” (within the meaning of ERISA) who decide to invest in the Funds could, under certain circumstances, be liable for prohibited transactions or other violations as a result of their investment in the Funds or as co-fiduciaries for actions taken by or on behalf of the Funds or the General Partners.

Group Procurement; Discounts. The Funds and their Fund Managers could enter into agreements regarding group procurement, benefits management, purchase of title and other insurance policies (which can be expected to include brokerage or placement thereof), which will from time to time be discounted due to scale or pooled across Other Blackstone Clients and their Portfolio Entities and Fund Managers. This could include sharing of deductibles and other forms of shared risk retention from a third party or a Blackstone affiliate, and other operational, administrative or management related initiatives. Blackstone will allocate the cost of these various services and products purchased on a group basis among the Fund,

Other Blackstone Clients and their Portfolio Entities. Some of these arrangements result in commissions, discounts, rebates or similar payments to Blackstone, its affiliates, their personnel, or Other Blackstone Clients and their Portfolio Entities, including as a result of transactions entered into by the Funds and their Fund Managers, and such commissions or payments will not be subject to the management fee offset provisions. Blackstone will also receive consulting, usage or other fees from the parties to these group procurement arrangements. Conflicts exist in the allocation of the costs and benefits of these arrangements, and investors rely on the Registrant to handle them in its sole discretion.

Diverse Investor Group. The investors of the Funds have conflicting investment, tax and other interests with respect to their investments in the Funds and with respect to the interests of investors in other investment vehicles managed or advised by Blackstone that participate in the same investments as the Funds. The conflicting interests of investors and investors relate to, among other things, the nature, structuring, financing, tax profile and timing of disposition of investments of the Funds. the Registrant will, in certain circumstances, have conflicts in making these decisions, which can be expected to be more beneficial for one or more (but not all) Fund investors than for other investors and/or investors. In addition, the Funds can be expected to make investments that will, in certain circumstances, have a negative impact on related investments made by the investors in separate transactions. In selecting and structuring investments appropriate for a Fund, the Registrant will consider the investment and tax objectives of such Fund and its partners as a whole (and those of investors in Other Blackstone Clients that participate in the same investments as such Fund), not the investment, tax or other objectives of any investor individually. Additionally, the Registrant will, in certain circumstances, elect to limit certain Fund investors' participation in particular investments or exclude certain investors from particular investments (in whole or in part), to take into account ERISA, legal, tax, regulatory, policy or other similar considerations and/or limitations with respect to any investor (or category of investors), as determined by the Registrant in good faith in which case non-limited or excluded investors will be allocated a greater proportionate interest in such investment. In addition, reductions in unpaid Capital Commitments for capital contributions in respect of management fees are based on the actual amounts paid by the investors. Therefore, to the extent an investor is entitled to a discounted or reduced management fee arrangement (including as set forth in the applicable Constituent Documents or one or more side letters or other agreements (including any agreement governing a Strategic Relationship)), such investor's capital contributions in respect of management fees will be disproportionate as compared to any investor without such arrangement, and as a result its unused Capital Commitment will be proportionately higher than such other investor. In

addition, certain investors can be expected to also be investors in Other Blackstone Clients, including supplemental capital vehicles and co-investment vehicles that invest alongside the Funds in one or more investments, which could create conflicts for the Registrant in the treatment of different investors.

In addition, certain investors of the Funds can be expected to also be investors in Other Blackstone Clients, including supplemental capital vehicles and co-investment vehicles that invest alongside the Funds in one or more investments, which will create conflicts for the Registrant in the treatment of different investors.

Investors and co-investors will include affiliates of Blackstone and/or Fund Managers, such as Other Blackstone Clients, charities, foundations or other entities or programs associated with Blackstone personnel, founders, entrepreneurs, executives and/or current or former Blackstone personnel, Blackstone's senior advisors, and any such affiliates, funds or persons can be expected to also invest in the Funds or through the vehicles established in connection with Blackstone's side-by-side co-investment rights, in each case, without being subject to management fees, servicing fees or carried interest (or could otherwise invest on more favorable terms, including not bearing in-house administrative, accounting, legal and/or technology-related expenses notwithstanding that such expenses are charged to the Funds), and the investors will not be afforded the benefits of such arrangements. Some of the foregoing Blackstone-related parties are sponsors of feeder vehicles that could invest in the Fund as investors. The Blackstone related sponsors of feeder vehicles generally charge their investors additional fees, including performance based fees, which could provide Blackstone current income and increase the value of its ownership position in them. Blackstone will therefore have incentives to refer potential investors to these feeder vehicles. All of these Blackstone-related investors of the Funds will have equivalent rights to vote and withhold consents as nonrelated investors of the Funds, unless otherwise provided by the terms of the applicable Constituent Documents. Nonetheless, Blackstone will have the ability to influence, directly or indirectly, these Blackstone-related investors.

It is also possible that the Funds or the Fund Managers will, in certain circumstances, be counterparties (such counterparties dealt with on an arm's length basis) or participants in agreements, transactions or other arrangements with an investor or its affiliates. Such transactions could include agreements to pay performance fees to a management team and other related persons in connection with the Funds' investment therein, which will reduce the Funds' returns and will not necessarily be subordinated to the return of the investors' Capital Contributions. Such investors described in the previous sentences can be expected to therefore have different information about Blackstone and the Funds than investors not

similarly positioned. The Registrant will have no duty to ensure all investors of a Fund receive the same information regarding the Funds and their Fund Managers. Certain investors can be expected to be able to take actions on the basis of such information which, in the absence of such information, other investors do not take. Furthermore, at certain times Blackstone will, in certain circumstances, be restricted from disclosing to the investors material non-public information regarding the Funds' investments.

Further, investors in a Fund 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 vehicles, "blockers" or other structures used to facilitate their investments in, through or below the Funds.

Affiliated Investors. Certain investors in the Funds, which could include current and/or former senior advisors, officers, directors and personnel of Blackstone, Other Blackstone Clients, personnel of PJT and charitable programs, endowment funds and related entities established by or associated with any of the foregoing (including any trusts, family members, family investment vehicles, estate planning vehicles, descendant, trusts and other related persons or entities), and other persons related to Blackstone, will not pay management fees or performance based carried interest in connection with their investment in the Funds. To the extent current and/or former partners, employees, advisors and other persons referred to above, including their charitable programs, endowment funds, estate planning vehicles (including any trusts, family members, family investment vehicles, descendant, trusts and other related persons and entities) and related entities, make capital commitments and/or otherwise invest in or alongside a Fund, any such amounts, in the applicable General Partners' sole discretion, could be treated as satisfying the applicable portion of any required capital commitment of such General Partner and/or its affiliates to the Funds (even in circumstances where any such commitments or investments are made following a separation from Blackstone).

Investors' Outside Activities. Investors of the Funds have business interests and engage in activities in addition to those relating to the Funds, including business interests and activities in direct competition with the Funds and their Fund Managers, and could engage in transactions with, and provide services to, the Funds or their Fund Managers (which could include providing leverage or other financing to the Funds or their Fund Managers as determined by the Registrant in its sole discretion). None of the Funds, any investor or any other person shall have any rights by virtue of the Constituent Documents or any related agreements in any business ventures of any investor. The investor, and in certain cases the Registrant, will have conflicting loyalties in these situations.

Subscription Credit Facility. Subject to the limitations in the applicable Constituent Documents, the Funds are expected to enter into and utilize one or more subscription credit facilities. The use of a subscription credit facility by the Funds is within the Registrant's discretion. The Funds could seek to utilize a subscription credit facility for the purpose of, among other things, financing any investment-related activities of the Funds, covering partnership expenses, organizational expenses, management fees, servicing fees and any other costs of the Funds, making distributions to partners, and providing permanent or interim financing. The amount of credit available to the Funds under a subscription credit facility is determined by the credit quality of the investors (and investors in Other Blackstone Clients joined to the same facility) as determined by the lender. For this reason, investors (and investors in Other Blackstone Clients joined to the same facility) with a higher credit quality, as determined by the lender, generate more credit for the Fund (and such Other Blackstone Clients) than investors (and investors) with a lower credit quality, which results in an indirect benefit conferred by the higher credit quality investors (and investors) to the others.

Calculations of DPI, TVPI and Annualized Yields in respect of investment and performance data referred to in the Constituent Documents, and as reported to investors from time to time, are based on the payment date of capital contributions received from investors. This treatment also applies in instances where a fund utilizes borrowings under a fund's subscription credit facility in lieu or in advance of receiving capital contributions from investors to repay any such borrowings. As a result, use of a subscription credit facility (or other long-term leverage), coupled with any deferral of purchase price payments and/or acceleration in underlying Fund Manager economics by the Funds, will impact calculations of returns and is expected to result in substantially higher reported returns than if the amounts borrowed had been funded through investors' capital contributions. As such, the Registrant will have various incentives to use the subscription credit facility.

In addition, in the event the interest rate on borrowings is lower than the preferred return, which accrues once capital contributions are made, use of leverage arrangements could accelerate or increase distributions of carried interest to the Registrant, providing an economic incentive to fund initial and future installments in respect of investments of the Funds through long-term borrowings in lieu of capital contributions, or make distributions to investors prior to the repayment of outstanding borrowings. The Registrant will receive a greater amount of management fees and servicing fees if following the investment periods, borrowings under the facilities are utilized in lieu of investors' capital contributions for investments (which for the avoidance of doubt, are contractually required under the

Constituent Documents to reduce unpaid Capital Commitments of the investors upon incurrence thereof and not when subsequently repaid by capital contributions) and non-recourse financing for investments of the Funds remain outstanding. Therefore, the use of fund-level financing will result in different reported investor performance for the Funds than if not used. Moreover, the costs and expenses of any such borrowings will generally be allocated among the Funds and any parallel funds *pro rata* (e.g. based on their interests in the relevant investment) or on such other basis that the General Partners determine to be more equitable under the circumstances, which will increase the expenses borne by applicable investors.

The Funds can be expected to utilize a subscription credit facility and enter into other similar arrangements and extensions of credit for the benefit of co-investors, joint venture partners, Other Blackstone Clients, and Blackstone side-by-side arrangements, which invest alongside the Funds in one or more investments. For example, the Funds could draw from a borrowing to fund a Joint Venture Partner's or co-investor's *pro rata* share of an investment or expense related to an investment. In such circumstances, the Registrant generally intends to disclose such arrangements as part of the periodic reporting or other appropriate communications relating to the Funds and to cause any such co-investors, joint venture partners and Other Blackstone Clients to bear (or reimburse the Funds for) their *pro rata* share of any interest expenses (but not necessarily origination and other costs) allocable to such extensions of credit. The Registrant will receive direct and indirect benefits from such uses as well, including as a result of the facilitation of co-investment by Other Blackstone Clients. The Funds will pay interest expenses and other expenses incurred in relation to the line of credit.

Insurance. The Registrant can be expected to cause the Funds to purchase or bear premiums, fees, costs and expenses (including any expenses or fees of insurance brokers) to insure the Funds, Portfolio Entities, the Registrant and/or Blackstone and their respective directors, officers, employees, agents, independent client representatives (if any) and representatives, members of the L.P. Advisory Committees of the Funds and other indemnified parties, against liability in connection with the activities of the Funds and the Registrant relating to the Funds. This represents a portion of the premiums, fees, costs and expenses for one or more "umbrella", group or other insurance policies maintained by Blackstone that cover one or more of the Funds, such parties and Other Blackstone Clients, the Registrant and Blackstone (including their respective directors, officers, employees, agents, independent client representative (if any) and representatives, and members of the L.P. Advisory Committee and other indemnified parties). The Registrant will make judgments about the allocation of premiums, fees, costs and expenses for such "umbrella",

group or other insurance policies among one or more of the Funds and Other Blackstone Clients, the Registrant and Blackstone on a fair and reasonable basis, in its sole discretion, and will make corrective allocations should it determine subsequently that such corrections are necessary or advisable.

Similarly, the Funds, Fund Managers, and their Manager-Sponsored Funds' Portfolio Entities will enter into arrangements with Other Blackstone Clients and their respective Portfolio Entities whereby insurance is procured as a group where the insurance provider will charge lower premiums to the group than it would on an individual basis. In such event, the obligation to pay the premiums on such group policies will be allocated in accordance with the relative values of the respective entities that are insured by such policies (or other factors that Blackstone will reasonably determine). Additionally, the Funds and Other Blackstone Clients (and their respective investments and Portfolio Entities) will in certain circumstances jointly contribute to a pool of funds that can be expected to be used to pay losses that are subject to the deductibles on any group insurance policies, which contributions will similarly be allocated in accordance with the relative values of the respective assets that are insured by such policies (or other factors that Blackstone can be expected to reasonably determine).

In respect of such insurance arrangements, Blackstone will make corrective allocations from time to time should it determine subsequently that such adjustments are necessary or advisable. There can be no assurance that different allocations or arrangements than those implemented by Blackstone as provided above would not result in the Funds and the Fund Managers bearing less (or more) premiums, deductibles, fees, costs and expenses for insurance policies. Gryphon (as defined below), currently engages, and is expected to continue to engage, Revantage to provide corporate support services in respect of Gryphon's activities (including assisting with Captive) structuring, related insurance placement and oversight and administration of claims). In connection therewith, Revantage is expected to earn commissions for such services related to the Gryphon property program placement, terrorism insurance, casualty program and other lines of coverage and could earn additional commissions during each such policy year. Such commissions will initially be used to offset costs of Captive (which could include fees to Blackstone and allocated costs associated with Revantage's account payroll, professional services, travel and entertainment, employee development technology costs and facilities and office services), with any excess funds being returned to or used for the benefit of participating funds in a reasonable manner, which could include reserving for (or advance payment of) additional anticipated costs or direct reimbursement in accordance with a reasonable allocation. Any such services and fees are in addition to the services provided and fees received by Blackstone and will not result in

any offset to the management fees payable by investors, notwithstanding that Revantage is owned by certain Other Blackstone Clients. See also “—Service Providers, Vendors and Other Counterparties Generally” and “—Group Procurement; Discounts” herein.

Captive Insurance; Gryphon. The Funds and Other Blackstone Clients (and their Portfolio Entities) will also, in certain circumstances (including with respect to property insurance and terrorism insurance), self-insure through Gryphon Mutual Insurance Company (“**Gryphon**”), a captive insurance company (“**Captive**”), owned entirely by its participants (including the Funds and such Other Blackstone Clients). An affiliate of the Registrant provides oversight of Captive’s management, sits on the boards of Captive’s cells, provides a guarantee for a letter of credit to help capitalize Captive and receives a fee based on a percentage of the premiums (subject to the benchmarking process described above), and a third-party insurance services firm will provide brokerage, administration and insurer management services to Captive. The fees and expenses of Captive, including insurance premiums and fees paid to its manager, will be borne by the Funds and Other Blackstone Clients pro rata based on estimates of insurance premiums that would have been payable for each party’s respective properties, as benchmarked by third parties, and will be paid by each participant annually. While the Funds do not expect to provide any funding in addition to such annual contribution, it is possible that each member of Captive, including the Funds, is required to make additional capital contributions in certain circumstances. This arrangement is expected to provide the Funds with greater control over their property insurance and terrorism insurance programs and reduce overall costs of insurance through lower premiums and reduction or elimination of insurance brokerage costs. The Funds could, however, be negatively affected to the extent there are disproportionate losses incurred on properties held by Other Blackstone Clients participating in Captive, including through increased future premiums or the lost ability to recoup capital contributions, and there can be no assurance that the arrangement will not result in under- or over-allocation of costs to the Funds relative to Other Blackstone Clients or that different allocations or arrangements than those provided above would not result in the Funds and their Fund Managers and their respective Portfolio Entities (as applicable) bearing less (or more) premiums, deductibles, fees, costs and expenses for insurance policies.

Relationships with Fund Managers. The Funds regularly make minority investments in alternative asset management firms that are not affiliated with Blackstone. While such third party asset managers will not be deemed “affiliates” of Blackstone for any purpose, Blackstone could, under certain circumstances (including through the exercise of any negotiated minority protection rights), be in a position to influence the management and

operations of such asset managers and the existence of its economic / revenue sharing interest therein could give rise to conflicts of interest. Since Blackstone and such third-party asset managers (including Fund Managers in which the Funds invests) are not considered “affiliates” of one another, transactions between them are not covered by affiliate transaction restrictions included in the Constituent Documents, such as the requirement to obtain consent from an L.P. Advisory Committee in certain circumstances. The Funds, their affiliates and their respective Portfolio Entities could from time to time engage in transactions with, and buy and sell investments from, any such third-party asset managers and their sponsored funds and Portfolio Entities. There can be no assurance that the terms thereof will be at arm’s length or that Blackstone will not receive a benefit from such transactions, which could make it more likely that such transactions would be entered into. There can be no assurance that any such conflicts will be resolved in favor of the Funds or their investors. By acquiring an interest in the Funds, investors will be deemed to have acknowledged such arrangements, agree that they will not be entitled to receive notice or disclosure of the terms or occurrence of either the investments in unaffiliated alternative asset management firms or transactions related thereto, and otherwise understand that they will not receive any benefit from such transactions.

Fund Managers May Have Conflicts. Fund Managers and their affiliates generally will engage in a wide range of activities and will have other interests and relationships that could create a variety of conflicts of interest. The Fund Managers’ activities will not be coordinated. From time to time a Fund Manager could buy or sell securities for the benefit of one or more other vehicles or accounts at the same time that such Fund Manager buys or sells those same securities with respect to vehicles in which a Fund invests. Different Fund Managers could also engage in conflicting activities with respect to the same companies or issuers, including buying or selling at opposite times or at different prices and terms since their activities are not coordinated. This could lead to additional costs and expenses and indirectly losses, which would be borne by the Funds to the extent of its ownership interest in such Fund Managers.

Other Conflicts. Other present and future activities of Blackstone, the Funds, Other Blackstone Clients and their Portfolio Entities, affiliates (including the Registrant) and related parties will from time to time give rise to additional conflicts of interest relating to the Funds and their investment activities. The Registrant generally attempts to resolve conflicts in a fair and equitable manner, but conflicts will not necessarily be resolved in favor of the Fund’s interests.

In the case of an appointment of an independent client representative as described in the Constituent Documents of the Funds, to the extent that the independent client representative is to review a proposed transaction or other conflict, the independent client representative shall consist of one or more persons with substantial experience in, and knowledge of, the relevant market and related investment arenas who are independent of the Registrant and Blackstone. The General Partners shall have the right to remove or replace an independent client representative at any time or appoint more than one independent client representative to address separate conflicts in its discretion. An independent client representative could be paid a fee by the Funds to be determined by the General Partners. To the fullest extent permitted by applicable law, an independent client representative shall not owe any fiduciary (or other similar) duty to the Funds, any investor or the investors as a group in connection with the activities of such independent client representative, and an independent client representative shall not have any obligation to act in the interests of the Funds, any investor, or the investors as a group or have any other duty to the Funds, any investor or the investors as a group other than a duty to act in good faith.

In addition, pursuant to the Constituent Documents, an L.P. Advisory Committee has or will be established and authorized to give consent on behalf of the Funds with respect to certain matters as described more fully in such Constituent Documents. The General Partners and their Affiliates could allow one or more investors or investors in the Funds to appoint a non-voting observer to an L.P. Advisory Committee, to attend meetings of an L.P. Advisory Committee and to receive information and materials provided to the members of an L.P. Advisory Committee (subject to certain limitations). If an L.P. Advisory Committee consents to a particular matter as to which it is consulted and the General Partners act in a manner consistent with, or pursuant to the standards and procedures, approved by such L.P. Advisory Committee, or otherwise as provided in the Constituent Documents, then the General Partners and their affiliates will not have any liability to the Funds or the investors for such actions taken in good faith by them. However, an L.P. Advisory Committee will not represent the interests of all the investors of a Fund. Each member of an L.P. Advisory Committee could act in the interests of the investor (s) with which it is associated, and the members of an L.P. Advisory Committee could themselves be subject to various conflicts of interest. In general, the investors will not be entitled to control the selection of members of an L.P. Advisory Committee or to review the actions or deliberations of an L.P. Advisory Committee. Furthermore, some or all of the members of an L.P. Advisory Committee could also be on an L.P. Advisory Committee of other Funds or advisory committee of an Other Blackstone Client with which there is a potential conflict or could represent investors that have an interest in both such other Funds or such Other Blackstone Clients. Such L.P.

Advisory Committee members will generally not be precluded from participating in discussions with respect to, or from voting on, such transactions that involve actual or potential conflict of interests. In addition, a member of an L.P. Advisory Committee of a Fund representing an investor that is excused and/or excluded from participating in an investment or potential investment could be recused or not permitted to participate in the L.P. Advisory Committee consent (or meeting related thereto) of such Fund relating to such Investment and, in accordance with the applicable Constituent Documents, excluded when calculating the total number of members of such L.P. Advisory Committee for purposes of determining whether a majority of its members have consented to or approved such matter.

Additional Potential Conflicts of Interest. The officers, directors, members, managers and personnel of the Registrant can be expected to trade in securities, including the securities of the Portfolio Entities of Other Blackstone Clients and Fund Managers and their Manager-Sponsored Funds, and make personal investments for their own accounts, subject to restrictions and reporting requirements as could be required by law and Blackstone policies or as otherwise determined from time to time by the Registrant. Such personal securities transactions and investments will, in certain circumstances, result in conflicts of interest, including to the extent they relate to (i) a Fund Manager or Portfolio Entity thereof in which a Fund holds or acquires an interest (either directly through a privately negotiated investment or indirectly through the purchase of securities or other traded instruments related thereto) and (ii) entities that have interests which are adverse to those of a Fund or pursue similar investment opportunities as such Fund. In addition, as a consequence of Blackstone's status as a public company, the officers, directors, members, managers and personnel of the Registrant can be expected to take into account certain considerations and other factors in connection with the management of the business and affairs of the Fund and its affiliates that would not necessarily be taken into account if Blackstone were not a public company. The directors of Blackstone have fiduciary duties to shareholders of the public company that will conflict with their duties to the Funds. Although Blackstone believes its positive reputation in the marketplace provides benefit to the Funds and Other Blackstone Clients, the Registrant could decline to undertake investment activity or transact with a counterparty on behalf of the Fund for reputational reasons, and this decision could result in the Funds foregoing a profit or suffering a loss.

Other Financial Industry Affiliations

Below is a listing of the Registrant's affiliates:

Bank Entity	
Luminor Bank AS*	A Baltic bank purchased by Blackstone Capital Partners
Broker-Dealer Entities	
Assetpoint Financial, LLC*	Operates a service that facilitates the entry by banks and other financial institutions into repurchase agreement transactions for themselves or as agent for their customers
Blackstone Securities Partners L.P.	Provides a variety of limited investment banking services
Currencies Direct Ltd.**	Provides money transfer services to individuals and businesses on a global basis
Everlake Distributors, L.L.C.*	Provides underwriting and distribution of variable life insurance or annuities to other broker-dealers and registered investment advisers
FEF Distributors LLC*	Serves as distributor and principal underwriter to the First Eagle mutual funds and private investment funds
Finance of America Securities LLC**	Provides a variety of limited investment banking services
Investment Advisor Entities	

Blackstone Alternative Asset Management L.P.	Manages a series of private funds predominantly engaged in multi-manager investment programs (i.e., fund of hedge funds)
Blackstone Alternative Credit Advisors LP	Provides investment advisory services to a number of debt-focused private investment funds and closed-end funds
Blackstone Alternative Investment Advisors LLC	Provides investment advisory services to open end mutual funds and pooled investment vehicles
Blackstone Alternative Solutions L.L.C.	Provides investment advisory services to private investment funds which predominantly participate in a broad range of direct investment opportunities
Blackstone Asset Based Finance Advisors LP	Provides investment advisory services to a number of separately managed accounts and vehicles that primarily engage in asset backed securities and whole loan investments
Blackstone CLO Management LLC (Management Series)	Provides investment advisory services to U.S. CLOs
Blackstone Communications Advisors I L.L.C.	Provides investment advisory services to a private investment fund specializing in communications-related private equity investments
Blackstone Core Equity Advisors L.L.C.	Provides investment advisory services to various private equity funds
Blackstone Credit BDC Advisors LLC	Provides investment advisory services to a debt-focused investment company electing to do business as a business development company
Blackstone Credit Systematic Strategies LLC	Provides investment advisory services to debt-focused separately managed accounts, private investment funds, closed-end funds and UCITS funds
Blackstone Growth Advisors L.L.C.	Provides investment advisory services to private growth investment funds

Blackstone Infrastructure Advisors L.L.C.	Provides investment advisory services to one or more infrastructure-focused investment funds
Blackstone ISG-I Advisors L.L.C.	Provides investment advisory services to one or more private investment funds and managed accounts focusing on fixed income investments and investments across Blackstone's private equity, real asset, credit, hedge fund and opportunistic asset management strategies
Blackstone ISG-II Advisors L.L.C.	Provides investment advisory services to various private investment funds focusing on investments across Blackstone's private equity, real asset, credit, hedge fund and opportunistic asset management strategies
Blackstone Life Sciences Advisors L.L.C.	Provides investment advisory services to various private investment funds specializing in the life sciences industry
Blackstone Liquid Credit Advisors I LLC	Provides investment advisory services to a number of debt-focused private investment funds and separately managed accounts
Blackstone Liquid Credit Strategies LLC	Provides investment advisory services to a number of debt-focused private investment funds, closed-end funds and separately managed accounts
Blackstone Management Partners L.L.C.	Provides investment advisory services to various private equity funds
Blackstone Management Partners IV L.L.C.	Provides investment advisory services to various private equity funds
Blackstone Multi-Asset Advisors L.L.C.	Provides investment advisory services to various private investment funds focusing on investments across Blackstone's private equity, real asset, credit, hedge fund and opportunistic alternative asset management strategies

Blackstone Private Credit Strategies LLC	Provides investment advisory services to a number of debt-focused private investment funds
Blackstone Private Investments Advisors L.L.C.	Provides investment advisory services to multi-strategy private equity funds
Blackstone Property Advisors L.P.	Provides investment advisory services to various private real estate investment funds and pooled investment vehicles
Blackstone Real Estate Advisors Europe L.P.	Provides investment advisory services to various private real estate investment funds
Blackstone Real Estate Advisors L.P.	Provides investment advisory services to various private real estate investment funds
Blackstone Real Estate Advisors IV L.L.C.	Provides investment advisory services to various private real estate investment funds
Blackstone Real Estate Advisors V L.P.	Provides investment advisory services to various private real estate investment funds
Blackstone Real Estate Special Situations Advisors L.L.C.	Provides investment advisory services to private investment funds and accounts which invest primarily in public and private real estate and real estate-related debt investments
Blackstone Strategic Alliance Advisors L.L.C.	Provides investment advisory services to private investment funds primarily engaged in a hedge fund “seeding” program
Blackstone Strategic Capital Advisors L.L.C.	Provides investment advisory services to private funds engaged primarily in acquisitions of minority interests in alternative asset managers
Blackstone Tactical Opportunities Advisors L.L.C.	Provides investment advisory services to multi-discipline, multi-asset class private funds and separately managed accounts

BSCA Advisors L.L.C. (Relying Adviser)	Provides investment advisory services to certain co-investment vehicles relating to funds managed by Blackstone Strategic Capital Advisors L.L.C.
BXMT Advisors L.L.C.	Provides investment advisory services to a publicly traded REIT and its related entities
BX REIT Advisors L.L.C.	Provides investment advisory services to a non-traded REIT and its operating subsidiary
Clarus Ventures, LLC	Provides investment advisory services to various private investment funds specializing in the life sciences industry
Clover Credit Management, LLC	Provides investment advisory services to CLOs
Clover CLO Advisors, LLC (Relying Adviser)	Provides investment advisory services to CLOs
CT High Grade Mezzanine Manager, LLC (Relying Adviser)	Provides investment advisory services to assets owned by a third-party insurance company
CT High Grade Partners II Manager, LLC (Relying Adviser)	Provides investment advisory services to a private real estate debt fund
CT Investment Management Co., LLC	Provides investment advisory services to publicly traded CDOs and private fund and account clients that predominantly engage in investments in the commercial real estate debt sector
Finance of America Capital Management LLC **	Provides investment advisory services to mortgage related asset private funds and managed accounts

First Eagle Alternative Credit EU, LLC*	Provides investment advisory services to various private investment funds specializing in the European direct lending industry
First Eagle Alternative Credit EU MOA, Ltd.*	Sponsor of limited partnerships for First Eagle's European Alternative Credit business
First Eagle Alternative Credit Funding, LLC*	Sponsor of limited partnerships for First Eagle's Alternative Credit business
First Eagle Alternative Credit, LLC*	Provides investment advisory services for both direct lending and broadly syndicated investments, through public and private vehicles, collateralized loan obligations, separately managed accounts, and co-mingled funds
First Eagle Investment Management, LLC*	Provides investment advisory services to mutual funds, private investment funds, institutional accounts and high net worth individuals
First Eagle Separate Account Management, LLC*	Provides investment advisory services to a business development company
First Eagle Direct Lending Manager III, LLC*	Serves as the manager of a private direct lending fund
Harvest Fund Advisors LLC	Provides investment advisory services to various categories of institutions and high net worth individuals via private pooled investment vehicles and separate accounts investing principally in publicly-traded energy infrastructure, renewables and Master Limited Partnerships holding midstream energy assets in North America
Strategic Partners Fund Solutions Advisors L.P.	Provides investment advisory services to a number of pooled investment and custom vehicles operating as private investment funds

Napier Park Global Capital (US) LP*	Provides investment advisory services to credit and private investing private investment funds and institutional accounts and collateral management services to securitized asset funds
NIBC Bank N.V.***	Advisory/banking affiliate of NIBC, a PE and BTO portfolio company
NIBC Credit Management, Inc.***	Advisory affiliate of NIBC, a PE and BTO portfolio company
Regatta Loan Management LLC* (Relying Adviser)	Provides collateral management services to securitized asset funds
ASK Investment Managers Ltd.*	Provides investment advisory services to funds and high net worth individuals in India
Blackstone Europe Fund Management S.a.r.l.	Provides services to various alternative investment funds with branch offices in other locations
Blackstone Ireland Fund Management Limited	Provides investment advisory services (management/distribution) to debt-focused private investment funds and alternative investment funds
Blackstone Ireland Limited	Provides investment advisory services to debt-focused private investment funds, separately managed accounts and acts as an investment fund manager
Blackstone Administrative Services Canada ULC	Canadian exempt investment adviser, which serves as a sub-advisor to the registrant and/or its affiliates
Blackstone Advisors India Private Limited	India investment advisory firm, which serves as a sub-advisor to affiliates of the registrant
Blackstone Advisors Korea Limited	Korean investment advisory firm, which serves as a sub-advisor to affiliates of the registrant

Blackstone Capital Israel Ltd.	Israel investment advisory firm, which serves as a sub-advisor to affiliates of the registrant
Blackstone Real Estate Australia Pty Limited	Australian investment advisory firm, which serves as a sub-advisor to affiliates of the registrant and provides investment management services to trustees and in respect of trusts indirectly controlled by the registrant
Blackstone (Shanghai) Equity Investment Management Co. Ltd.	Chinese investment advisory firm, which serves as a sub-advisor to affiliates of the registrant
Blackstone Singapore Pte Ltd	Singapore investment advisory firm, which serves as a sub-advisor to affiliates of the registrant and provides investment advisory services to funds controlled by the registrant
BX Mexico Advisors S.A. de C.V.	Mexican advisory entity which provides services to certain publicly registered trusts
The Blackstone Group (Australia) Pty Limited	Australian investment advisory firm, which serves as a sub-advisor to affiliates of the registrant
The Blackstone Group Germany GmbH	German investment advisory firm, which serves as a sub-advisor to affiliates of the registrant and acts as an investment fund manager
The Blackstone Group (HK) Limited	Hong Kong investment advisory firm holding licenses of dealing in securities and advising on securities, which serves as a sub-advisor to affiliates of the registrant
Blackstone Europe LLP	U.K. investment advisory firm, which serves as a sub-advisor to affiliates of the registrant, with branch offices in other locations
The Blackstone Group Japan K.K.	Japanese investment advisory firm, which serves as a sub-advisor to affiliates of the registrant and has a broker-dealer license for fund marketing

The Blackstone Group Spain SLU	Spain investment advisory firm, which serves as a sub-advisor to the registrant
Registered Commodity Trading Advisor and/or Registered Commodity Pool Operator Entities	
Blackstone Alternative Asset Management L.P. (CTA/CPO)	Manages a series of private and closed-end funds engaged in multi-manager investment programs (<i>i.e.</i> , fund of hedge funds)
Blackstone Alternative Investment Advisors LLC (CTA/CPO)	Provides investment advisory services to open end mutual funds and UCITS
Blackstone Alternative Solutions L.L.C. (CTA/CPO)	Provides investment advisory services to private investment funds which participate in a broad range of direct investment opportunities
Blackstone Strategic Alliance Advisors L.L.C. (CTA/CPO)	Manages a series of private funds engaged in a hedge fund “seeding” program
Napier Park Global Capital (US) LP* (CTA/CPO)	Provides investment advisory services to credit and private investing private investment funds and institutional accounts and collateral management services to securitized asset funds
Insurance Entities	
ELIC Reinsurance Company*	A captive insurance company and wholly-owned subsidiary of Everlake Life Insurance Company
Everlake Assurance Company*	An insurance company domiciled in the State of Illinois
Everlake Life Insurance Company*	An insurance company domiciled in the State of Illinois specializing in life insurance and annuities

Everlake Reinsurance Limited*	An exempted reinsurance company organized under the laws of the Cayman Islands
Resolution Life Group Holdings Ltd.*	An insurance company organized under the laws of Bermuda
Resolution Life Colorado, Inc.*	An insurance company domiciled in the State of Colorado
Security Life of Denver Insurance Company*	An insurance company domiciled in the State of Colorado
Midwestern United Life Insurance Company*	An insurance company domiciled in the State of Indiana
Roaring River II, Inc.*	A captive insurance company and wholly-owned subsidiary of Resolution Life Group Holdings L.P., domiciled in the State of Arizona
Security Life of Denver International Limited*	A captive insurance company and wholly-owned subsidiary of Resolution Life Group Holdings L.P., domiciled in the State of Arizona
Resolution Re Ltd.*	A reinsurance company organized under the laws of Bermuda
Resolution Life Australasia Limited*	An insurance company organized under the laws of Australia
RLNM Limited*	An insurance company organized under the laws of Australia
Resolution Life New Zealand Ltd.*	An insurance company organized under the laws of New Zealand
Gryphon Mutual Insurance Company****	A captive property insurance company

Ki Financial Limited**	A digitally driven Lloyd's of London syndicate insurance company
Lexington National Land Services	A wholly owned title and escrow agent
Prima Assicurazioni S.p.A.**	An Italian tech-enabled insurance company
Westland Insurance Group Ltd. *****	A property and casualty insurance broker

*Portfolio company of affiliated private equity fund

**Portfolio company of affiliated tactical opportunities funds

***Portfolio company of affiliated private equity and tactical opportunities funds

****Captive property insurance company owned by its participants (which are Blackstone Real Estate fund investments) and managed by an affiliate of Blackstone

*****Portfolio company of Blackstone Credit funds

Other affiliates of the Registrant serve as general partners of such private investment vehicles and are listed in the Registrant's Form ADV Part 1A, Schedule D Section 7.A. The Registrant also manages a number of private investments vehicles, which are listed in the Registrant's ADV Part 1, Schedule D Section 7B(1).

Potential Conflicts of Interest Specific to Blackstone Securities Partners L.P.

BSP provides various financial and business advisory services. In the regular course of its advisory businesses, BSP represents possible buyers, sellers and other parties regarding businesses that will be suitable for investment by the Funds. In these cases, BSP's client typically would require Blackstone to act only on BSP's client's behalf, thus preventing the Funds from directly acquiring or investing in such business. BSP will not decline these transactions in order to make the investment opportunity available to the Funds. Such limitations would not apply to investments by Fund Managers and their Manager-Sponsored

Funds. BSP will represent creditors or debtors in restructuring or bankruptcy proceedings, under Chapter 11 of the Bankruptcy Code.

A more detailed description of applicable conflicts of interest is set forth in the relevant Constituent Documents of each Fund.

Item 11 – Code of Ethics

A. Code of Ethics

The Registrant is governed by the Blackstone Code of Ethics (the “**Code of Ethics**”). The Code of Ethics governs potential conflicts of interest which exist when the Registrant provides advisory services to the investors in the Funds. The Code of Ethics is reasonably designed to ensure that the Registrant meets its fiduciary obligation to its clients (or prospective clients) and to instill a culture of compliance within the Registrant. An additional benefit of the Code of Ethics is to detect and prevent violations of securities laws.

The Code is distributed to each employee at the time of hire and annually thereafter, and it is available on Blackstone’s intranet. The Registrant also supplements the Code of Ethics with ongoing monitoring of employee activity.

The Code addresses, among other things, the following:

- Requirements related to confidentiality;
- Limitations on, and reporting of, gifts and entertainment;
- Pre-clearance of political contributions;
- Pre-clearance and reporting of employee personal securities transactions;
- Pre-clearance of outside business activities; and
- Protection of persons who engage in “whistle blowing” activities from retaliation.

On an annual basis, the Registrant requires all employees to certify that they are in compliance with the Code of Ethics.

Potential Conflicts of Interest

Blackstone offers many different products and services across its many businesses and there are several potential conflicts of interest which will from time to time arise. Please see **Item 10 – Other Financial Industry Activities and Affiliations** for a list of investment related potential conflicts, including, in particular, “—Allocation of Investment Opportunities” describing conflicts related to allocation of investment opportunities among investment funds sponsored by Blackstone and co-investors. The Registrant has adopted policies and procedures reasonably designed to address such potential conflicts of interest.

The Registrant's related persons will from time to time have bought or sold, or will subsequently transact, for their personal accounts, securities which will also be purchased or sold for the account of the Funds. The Registrant and its related personnel are subject to guidelines governing the ability to trade in personal accounts. The guidelines generally require that all such personal securities transactions receive pre-clearance from the legal and compliance department. As of January 1, 2019, Blackstone prohibits the purchase of all single-name securities by all related personnel. These guidelines are reasonably designed to comply with SEC requirements that registered investment advisers have a Code of Ethics and are intended to assist Blackstone with identifying and mitigating actual or potential conflicts of interest with Blackstone's clients that arise as a result of such transactions. In addition, Blackstone has implemented certain policies and procedures (e.g., information walls) to restrict access to material non-public information. The Blackstone Legal and Compliance Department is responsible for overseeing compliance with the requirements of Blackstone's Code of Ethics, which requirements include, but are not limited to, reporting of personal investment activities, accounts, pre-clearance of personal securities transactions, reporting of certain investment transactions and periodic compliance certifications. Blackstone's Code of Ethics is available for review upon request.

You will request a copy of the Code of Ethics by contacting the Registrant's Chief Compliance Officer, Neil Schwartz, at +1 (212) 583-5000 or Neil.Schwartz@blackstone.com.

Item 12 – Brokerage Practices

General Considerations

It is not anticipated that the Registrant will effectuate brokerage transactions on behalf of the Funds other than on an exceptional basis. There are no limitations as to which broker-dealers are used or as to the commission rates or similar charges paid.

In the event the Registrant retains brokers, dealers and other counterparties or intermediaries (“**Brokers**”) to effect portfolio transactions, it will seek to obtain the best execution for the Funds taking into account several factors, including but not limited to: (i) the ability to effect prompt and reliable executions at favorable prices (including the applicable dealer spread or commission, if any); (ii) the operational efficiency with which transactions are effected, taking into account the size of order and difficulty of execution; (iii) the financial strength, integrity, stability and reputation of the Broker; (iv) the quality, comprehensiveness and frequency of available research and brokerage related services and products; (v) the broker’s willingness to commit capital; (vi) trading expertise; (vii) clearance, settlement and custodial services; (viii) other financial services offered; and (ix) the competitiveness of commission rates in comparison with other brokers satisfying other selection criteria of the Registrant. The Registrant is generally not required to weigh these factors equally. Subject to seeking best execution, the Registrant may consider other factors.

Research and Other Soft Dollar Benefits

Research products or services may include research reports on particular industries and companies, economic surveys and analyses, recommendations as to specific securities, and other products or services used by the Registrant in the performance of its investment decision-making responsibilities.

The Registrant does not utilize soft dollars to pay for third-party brokerage services. Fund Managers may use “soft dollars” (*i.e.*, consideration other than cash is exchanged for services) both within and outside of the safe harbor of Section 28(e) of the Securities Exchange Act of 1934, as amended, to obtain both research and non-research products and services.

Brokerage for Client Referrals

The Registrant does not currently use brokerage relationships for investor referrals. The Registrant may have distribution relationships and placement agreements, however, as described further in **Item 14 – Client Referrals and Other Compensation**.

Block Trading Procedures

In the event that futures, securities, forward, options, or spot currency transactions are traded for multiple Funds, typically trade orders would be aggregated for execution and allocated *pro rata*. No such trading is expected to occur. In the unlikely instance where the Registrant believes that the aggregation of trades for multiple Funds would cause the Funds' cost of execution to increase, the Registrant will not aggregate such trades.

Principal Trading

The Registrant does not conduct principal trading (*i.e.*, trading for the Registrant's proprietary accounts).

Cross Transactions – Agency Cross Transactions

The Registrant generally does not engage in agency cross transactions. To the extent that the Registrant engages in an agency cross transaction, the Registrant will comply with the requirements of Section 206(3) of the Advisers Act

Investment Allocations

Certain investment opportunities may be appropriate for one or more Funds, and Other Blackstone Clients.

The Registrant will determine allocations of such investment opportunities as among the Funds in accordance with its written allocation policies and procedures as determined by the Registrant in its sole discretion.

The Registrant and the Other Blackstone Advisers are subject to actual and potential conflicts of interest in allocating investment opportunities among a Fund and Other Blackstone Clients. For example, the Funds may have different management and/or incentive fee structures. As part of the investment allocation process, the Registrant potentially could allocate a limited investment opportunity to a client that has a more favorable fee structure. For additional information on the allocation of investment opportunities between Funds and Other Blackstone Clients please refer to **Item 11 – Code of Ethics - Blackstone-wide Policies, Procedures and Guidelines**.

Trade Errors

Trade errors are unexpected given the nature of the Registrant's investment program. In the case of a trade error committed by the Registrant, the gain or loss from the error will be allocated to the Funds; provided, however, if the Registrant determines that its gross negligence, willful misconduct or fraud was the direct cause of the trade error, the Registrant generally will compensate the Funds for any losses resulting from the error. The Registrant will have a potential conflict of interest in determining whether a trade error should be borne by the Registrant or allocated to the Funds.

If a third party causes a trade error that is material to the Funds, the Registrant will attempt to recover the amount of loss from such third party for the Funds. The Registrant does not assume responsibility for compensating the Funds, or making any third party compensate the Funds, in such case.

Item 13 – Review of Accounts

The Investment Committee

The Registrant has several senior professionals that supervise its investment advisory business through an investment committee for BSCH I and for BSCH II (the “**Investment Committees**”) (The professionals that constitute the BSCH I investment committee partially overlap with the professionals that comprise the BSCH II investment committee). The Investment Committees discuss the potential investment opportunities for the relevant Fund.

The Investment Committees approve all investments in Fund Managers.

The Investment Committees makes investment decisions based on a variety of criteria including, but not limited to:

- The expected performance of the investment
- Reputation of the principals of the Fund Manager
- Fund Manager’s investment objectives and strategies
- Ability to negotiate attractive terms with the Fund Manager
- Tax efficiency
- Legal and regulatory factors

There is overlap among the members of Strategic Partners’ various investment committees. Given the limited nature of BSCA Advisors’ activities, it does not have a formal investment committee.

The Advisory Committee

Each of BSCH I and BSCH II have established an advisory committee (each a “**BSCH Advisory Committee**”) to consult with the Registrant on various matters, including, without limitation, potential conflicts of interest. The members of the BSCH Advisory Committee are comprised of representatives of selected BSCH I and BSCH II investors receptively that are not affiliates of the Registrant. The specific responsibilities of the Advisory Committees are set forth in the relevant Constituent Documents.

Monitoring Process

The Investment Committee and the Registrant investment team monitor the performance of the Funds and Fund Managers on an ongoing basis.

Fund Investor Reporting

The Registrant provides investors at least quarterly reports regarding their investments, which include capital balances and performance of the Funds. Investors also receive annual audited financial statements for the Fund in which they are invested. In generating these reports, the Registrant in part will rely on information provided by the Fund Managers.

Reconciliation

Blackstone and/or the Funds' administrator performs a reconciliation of cash, investor activity, and investments as part of its determination of the net asset value for such Fund, and produces the final capital / shareholder statements.

Item 14 – Client Referrals and Other Compensation

While not an arrangement for client referrals, the Registrant from time to time directly or indirectly compensates one or more third parties to act as a placement agent in connection with the offer and sale of interests in Funds to certain potential investors. The Registrant typically compensates a placement agent a portion of management fees and/or incentive fees (although other payment arrangements could exist). A placement agent may directly charge investors additional placement fees (or other fees) in connection with their investment in the Funds, and such fees generally do not reduce fees such as management fees paid in connection with an investment a Fund. The Funds may agree to reimburse third-party placement agents for expenses and/or agree to indemnify such agents under certain circumstances. With respect to expenses relating to the diligence and negotiation of placement agent arrangements, please see **Item 5 – Fees and Compensation**.

Blackstone Securities Partners L.P., an affiliate of Blackstone, serves as a placement agent to the BAAM Funds in the U.S. but is not compensated for such services. Please see **Item 10 – Other Financial Industry Activities and Affiliations** for more information.

BSCA Advisors does not have any distribution / placement arrangements.

Item 15 – Custody

Rule 206(4)-2 of the Advisers Act (the “**Custody Rule**”) defines custody as holding client securities or assets or having any authority to obtain possession of them. Funds structured as partnerships generally have the Registrant affiliate acting as general partner and, as such, the Registrant is deemed to have custody of the Funds’ assets. For the Funds that are not structured as partnerships, the Registrant also is typically deemed to have custody of the Funds’ assets since the Registrant has access to Fund assets for trading purposes and to pay expenses. The Registrant generally complies with the Custody Rule by providing investors with audited financial statements within the period of time required by such rules.

A Fund’s assets are typically comprised of investments in Fund Managers and cash, which cash is held in bank or brokerage accounts in the name of a Fund. Funds do not utilize a third-party, independent custodian to hold the Funds’ agreements or private securities certificates evidencing the Funds’ investments in the Fund Managers.

Item 16 – Investment Discretion

Investment Guidelines

Investment decisions are made within the investment guidelines as described in each Fund's Constituent Documents.

Types of Investments

The Registrant has broad discretion to make investments within the guidelines of the Constituent Documents. Funds primarily will acquire Fund Manager Interests, although the Funds may acquire majority ownership interests in Fund Managers or make direct investments in funds or similar investment vehicles sponsored by Fund Managers. In addition, in order to hedge investor contributions denominated in currencies other than U.S. dollars or to hedge certain market exposures, Funds may invest in securities and other financial instruments, including but not limited to forward contracts, currency options, interest rate swaps, interest rate caps, interest rate floors and other derivative contracts and similar instruments subject to any restrictions in the relevant Constituent Documents.

Item 17 – Voting Client Securities (Proxy Voting)

The Funds' investments generally are limited to investments in Fund Managers, which are not expected to trigger any proxy voting activities. Investors may request a copy of the Proxy Policy and the proxy voting records may review in the Registrant's offices information on how the Registrant voted proxies relating to the investor's portfolio.

Item 18 – Financial Information

The Registrant does not charge fees more than six months in advance, has never filed for bankruptcy as of the date of this brochure and is not aware of any financial condition reasonably likely to impair its ability to meet contractual commitments to the Funds.

Item 19 – Requirements for State Registered Advisors

This item is not applicable as the Registrant is not registered in any states.