

Item 1 – Cover Page

Empeiria Capital Management, LLC

Form ADV: Part 2A
Investment Adviser
Brochure

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This brochure provides information about the qualifications and business practices of Empeiria Capital Management, LLC. If you have any questions about the contents of this brochure, please contact us at 212-887-1126 or amenkes@ecm-llc.com. The information in this brochure has not been approved or verified by the U.S. Securities and Exchange Commission (“SEC”) or any state securities authority.

Additional Information about Empeiria Capital Management, LLC is also available on the SEC website at: www.adviserinfo.sec.gov.

Empeiria Capital Management, LLC is an investment adviser registered with the SEC. Registration as an investment adviser with the SEC does not imply a certain level of skill or training.

Item 2 – Material Changes

This brochure has been prepared according to the requirements and rules promulgated by the United States Securities and Exchange Commission.

The following is a summary of the material changes since the last annual amendment to Empeiria Capital Management’s Form ADV Part 2 (the “Brochure”) dated March 30, 2023:

- **Item 5 Fees and Compensation:** The firm has added language regarding additional performance-based compensation that the firm or its personnel may receive as a result of distributions directly attributable to the full or partial sale, initial public offering or dividend recapitalization of certain portfolio companies and a stated increase in the respective Fund’s or Partnership’s fair market value.

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Item 4 – Advisory Business

Empeiria Capital Management, LLC, a Delaware limited liability company (“Empeiria” or the “Firm”), is based in Cincinnati, Ohio and has been in business since 2010. Prior to January 2023, Empeiria was known as Orchard Holdings Group, LLC. The Firm began as the proprietary private equity group for the family of the founder of Cintas Corporation (NASDAQ: CTAS). The Firm is owned by Orchard Seed Investors, LLC, which is in turn owned by the Orchard Trust. Robert Coletti is the Trustee for the Orchard Trust.

Empeiria is a highly specialized investment management firm with a limited clientele. Empeiria primarily manages a limited number of private investment funds (the “Funds”) that invest in private equity and private debt investment opportunities. From time to time, Empeiria also advises a limited number of separately managed accounts for individuals, trusts and certain entities (collectively, the “Individual Clients”) with respect to specific direct investments and co-investment opportunities. Empeiria identifies investment opportunities, monitors performance, and manages the acquisition, oversight and disposition of the investments of each Fund and with respect to each Individual Client. Affiliates of Empeiria serve as the general partners or managing members (the “GPs”) of each Fund. The management services provided for each Fund and with respect to each Individual Client are further described in that Fund’s or Individual Client’s offering memorandum (if any), limited partnership agreement or limited liability company agreement or similar governing agreement (if any) and the management/advisory agreement (if any) between Empeiria and a Fund or with respect to each Individual Client (collectively, the “Documents”).

The primary focus of Empeiria’s investment management services has been identifying, evaluating, structuring, executing and managing privately negotiated investments in operating entities, with a primary focus on non-public middle market companies. In addition, Empeiria has opportunistically pursued investments in other types of securities, including but not limited to minority equity positions, growth equity investments, equity positions in public companies, structured credit products, debt investments and real estate. Empeiria’s investment strategy has been very opportunistic, but generally focused on identifying investments that are advantaged by a longer-term time horizon and a greater degree of flexibility than traditional institutional investment funds.

In most cases, Empeiria personnel and/or its consultants serve on a portfolio company’s board of directors or otherwise act to influence control or management of a portfolio company on behalf of a Fund and/or Individual Client that holds an interest in that portfolio company. In the event a Fund and/or Individual Client holds a controlling interest in a portfolio company, Empeiria and/or its affiliates typically have the right to appoint portfolio company board members (including current or former Empeiria personnel, personnel of affiliated entities of the Adviser and persons serving at Empeiria’s request), or to influence their appointment, and to determine or influence a determination of their compensation. Empeiria expects that such persons will also be eligible from time to time to provide other services to and/or perform other functions for Empeiria, and to receive varying forms of compensation from Empeiria and/or its affiliates, including cash fees, retainers and a portion of the performance-based compensation received by one or more GPs. From time to time, portfolio company board members approve compensation and/or other amounts payable to Empeiria and/or its affiliates. Except to the extent such amounts

are subject to the Documents' offset provisions, they will be in addition to any asset management fees or performance-based compensation paid to affiliates of Empeiria or Empeiria personnel by a Fund or with respect to an Individual Client.

Empeiria does not participate in any wrap fee programs.

Empeiria generally does not have full discretionary authority regarding the investment of client assets. Rather, Funds (or sub-funds, classes or series of funds) generally are formed, and Individual Clients are contacted, to invest into a single or limited number of investment opportunities. Accordingly, it is unlikely that Empeiria would need to allocate investment opportunities amongst multiple Funds or Individual Clients. If such a situation should arise, however, Empeiria would allocate investment opportunities in accordance with the guidelines (if any) set forth in the Documents. In addition, in the event multiple Funds or Individual Clients invest in same investment, Empeiria generally does not have the authority to determine the relative investment sizes of the Fund(s) and/or Individual Client(s), which are instead determined by the investors of the participating Funds and/or Individual Clients through negotiations at the time an investment is made.

As of December 31, 2023, Empeiria managed approximately \$307 Million of client assets, all on a non-discretionary basis.

Item 5 – Fees and Compensation

Empeiria provides investment management services to the Funds and Individual Clients in exchange for asset management fees. Pursuant to an investment management agreement, the Fund or Individual Client will pay an upfront management fee of up to 2% of the amount of an initial investment and an ongoing annual management fee that is at times reduced or waived depending on the type of investment or instrument. In certain instances, as outlined in the respective fund's governing documents, the Fund or Individual Client will pay up to 2% for subsequent capital calls. In general, the annual asset management fees with respect to a Fund range from 0% - 2% of either the total capital committed to such Fund by its investors or capital actually invested by such investors. The annual asset management fees with respect to an Individual Client range from 0% - 2% of the capital actually invested by such Individual Client.

The amount of the asset management fee varies for each Fund or each investor in a Fund, and for each Individual Client, and is determined through negotiations at the time a Fund or separately managed account is formed and generally is not changed thereafter. The asset management fee is generally invoiced quarterly in arrears or advance in accordance with the applicable Documents, is generally deducted from the Funds' or Individual Clients' assets, and is generally subject to waiver or reduction by Empeiria at its sole discretion, including in connection with investments made by Empeiria's affiliates or personnel. Empeiria has waived or modified fees borne by certain Empeiria affiliates and associated persons that have invested in the Funds. If asset management fees are invoiced in advance and the Fund or separately managed account is terminated before the conclusion of the period covered by the advance payment, the unearned asset management fees are returned to the Fund or separately managed account in connection with its termination. Unless waived or reduced by Empeiria, Individual Clients generally pay asset management fees economically similar to that of the Funds.

Empeiria receives consulting or monitoring fees from the portfolio companies in which a Fund or Individual Client invests in circumstances where Empeiria provides professional consulting services to such portfolio companies. Such consulting fees generally will not be set off against asset management fees payable by Funds or Individual Clients to Empeiria, except as required by the Documents. Empeiria reserves the right to share all or a portion of any such consulting fee with agents engaged by Empeiria to provide a portion of any such professional consulting services. It also is possible that portfolio companies will bear certain expenses that otherwise would have been the obligation of Empeiria or the Funds and separately managed accounts.

The GPs also are entitled to receive performance-based compensation or “carried interest.” The Documents of the Funds generally provide for a distribution waterfall pursuant to which the net proceeds realized by a Fund (both dividend or interest payments and proceeds from dispositions of a Fund’s investments) are shared between the GP and the Fund’s investors after the investors have been distributed their contributed capital and have received a preferred return thereon. The preferred return to the investors varies from Fund to Fund, and in some cases includes a catch-up provision. From time to time, the GPs waive or reduce the performance-based compensation that they receive in connection with investments by a particular investor. Affiliates of Empeiria or its personnel from time to time are entitled to the right to receive performance-based compensation with respect to Individual Clients.

In certain instances, former employees of the Adviser, whose compensation included the right to receive a portion of the carried interest, are also entitled to receive such performance-based compensation if these rights have been fully vested. In certain instances, designated members of the Adviser are entitled to receive performance-based compensation directly attributable to distributions from the full or partial sale, initial public offering or dividend recapitalization of certain portfolio companies and a stated increase in the respective Fund’s or Partnership’s fair market value (“Incentive Compensation Arrangements”). These Incentive Compensation Arrangements are in addition to the carried interest and management fees payable to the GP pursuant to the respective LP Agreement. Any such Incentive Compensation Arrangements are subject to the consent of the Limited Partners for each respective Fund or Partnership.

Empeiria generally invests for the Funds and Individual Clients on a long-term basis. Accordingly, unless otherwise provided in the Documents, Empeiria generally expects asset management fees and consulting fees to be paid until the termination of a Fund or investment by an Individual Client. If earned, performance-based compensation is generally paid after the disposition of an investment by a Fund or Individual Client, although performance-based compensation may also be payable based on the realized income of a partial disposition of an investment by a Fund or Individual Client but not on unrealized income.

To the extent provided in the Documents, Empeiria pays out of its asset management fees, closing fees, and consulting fees certain operating expenses, including expenses on account of rent, utilities, office supplies, office equipment, travel, entertainment, compensation of its managers, consultants and employees, and other routine administrative expenses related to the services that it provides to the Funds and Individual Clients.

Subject to any special provisions contained in its Documents, each Fund bears all other expenses of its operation to the extent not borne by its portfolio company or companies (which may bear

expenses relating to the professional consulting services provided by Empeiria). This includes organizational and offering costs, legal, accounting, insurance, consulting, research, brokerage (including investment banking) and finders' fees (if any), custodial fees, transfer, registration, interest, taxes, reporting, extraordinary expenses, and the costs of sourcing, investigating, identifying, analyzing, pursuing, negotiating, consummating, acquiring, holding, managing and selling actual or potential investments. In certain cases, legal and other services are expected to be performed by the in-house personnel of Empeiria and/or one or more entities related to the Adviser or its ownership, and in such cases Empeiria, the Funds and the portfolio companies will bear the fees and expenses of such personnel, including amounts payable as hourly fees and retainers. Although Empeiria has structured such arrangements with a view to establishing cost savings for such persons relative to the use of third-party services, there can be no assurance that other service providers could not provide such services for a lower cost, or that utilization of third-party services would be in amounts comparable to utilization of in-house personal. With regard to brokerage and investment banking fees, please see the discussion below under Item 12, "Brokerage Practices."

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

The existence of performance-based compensation has the potential to create an incentive for Empeiria to make more speculative investments on behalf of the Funds and Individual Clients than it would otherwise make in the absence of such arrangement, although Empeiria generally considers performance-based compensation to better align its interests with those of its investors. In addition, Empeiria may have an incentive to allocate investments or otherwise provide preferential treatment to certain Funds or Individual Clients if such Funds or Individual Clients have more favorable performance-based compensation terms than other Funds or Individual Clients. However, as Empeiria generally does not have full discretionary authority regarding the investments of client assets, it is unable to favor those Funds or Individual Clients that provide more favorable performance-based compensation arrangements. Accordingly, Empeiria believes it has no practical ability to favor accounts for which it is entitled to receive performance-based compensation.

Item 7 – Types of Clients

As described above under Item 4, "Advisory Business," Empeiria primarily manages a limited number of private investment funds (i.e., "Funds") that invest in private equity and private debt investment opportunities, and also advises a limited number of separately managed accounts for individuals, trusts and certain entities (i.e., "Individual Clients") with respect to specific direct investments and co-investment opportunities. Empeiria does not serve as the investment adviser to Individual Clients with respect to investments (if any) in the Funds. Empeiria's Funds are offered exclusively to accredited investors and qualified purchasers or knowledgeable employees of Empeiria. Any required minimum investment amount is clearly disclosed in the Documents.

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

Empeiria's Funds and Individual Clients primarily invest in either membership interests if it is an LLC structure, common stock, convertible and/or participating preferred stock, or mezzanine debt securities of private operating portfolio companies in negotiated transactions. The Funds and

Individual Clients make both “control” and “non-control” investments. The Funds and Individual Clients also invest opportunistically in debt securities, structured products, real estate and public securities (both debt and equity). A Fund or Individual Client may engage in a joint transaction with other affiliated or unaffiliated private equity funds or investors, and Empeiria may make an investment managed by a third-party manager.

Prior to making each investment, Empeiria carries out an extensive analysis of a target portfolio company’s current operations, management, competitive position, financial strength, plans, and prospects. The due diligence analysis generally includes consideration of at least the following: target company’s market, product and services, and management; its regulatory, environmental, tax, legal, accounting contingencies; and liquidity.

In addition to portfolio company investments, Empeiria opportunistically makes other investments in private or public securities and real estate. These investments are evaluated based on their projected risk adjusted returns based on their risk profile and liquidity, and their suitability for Empeiria’s clients risk tolerance and objectives. Typically, such analysis involves analyzing multiple potential scenarios and evaluating the probability associated with various potential return outcomes, including the probability of total or partial loss of investment and the potential impact of short-term financial market volatility or dislocation. Empeiria will perform extensive due diligence using a combination of in-house and/or outside third-party resources.

Risk of Loss

Empeiria primarily manages a limited number of private investment funds that invest in private equity and private debt investment opportunities, and also advises a limited number of separately managed accounts for individuals, trusts and certain entities with respect to specific direct investments and co-investment opportunities. Accordingly, Empeiria does not provide comprehensive advisory services to the investors in the Funds or the Individual Clients for all or substantially all of their investments.

The investment program of each Fund involves a substantial degree of risk. As such, Funds and Individual Clients must be prepared to bear a complete loss of their investments. Examples of such risks include, but are not limited to:

Business Risk: A Fund whose investment portfolio consists primarily of debt and equity investments will have operating results during a specified period that will be difficult to predict. Such investments involve a high degree of business and financial risk that can result in substantial losses.

No Assurance of Profits: While Empeiria seeks to develop investment strategies and policies that it believes will be successful over the long term, no assurances can be given that such strategies and policies will not result in a substantial or complete loss of its clients’ investments. Empeiria cannot provide assurance that it will be able to identify investments that satisfy its investment objectives. There is no assurance that any client will generate returns or that the returns will be commensurate with the risks of investing with Empeiria. In particular, investment performance may be affected by changes in market or economic conditions or legal, regulatory and tax requirements. Empeiria’s clients generally will be responsible for paying management fees and

their operating expenses regardless of the level of profitability.

Concentration of Investments: Empeiria may recommend that clients, or may cause clients to, invest in relatively few investments. Empeiria's clients may be exposed entirely to the risks of such investments without protections against loss afforded diversification. Concentration in a certain type of investment has the effect of exposing a significant portion of invested capital to the same or similar risks, as well as return or other characteristics, and thereby increases investment risk as well as the portfolio volatility. Accordingly, the values of any such investments may fluctuate more widely given this concentration, as compared with the fluctuation expected in a broadly diversified portfolio.

General Economic and Other Conditions: The business of the Funds and the portfolio companies may be adversely affected from time to time by such matters as: (i) changes in general economic, industrial, political, and international conditions; (ii) acts of war, terrorism, or international boycott; (iii) changes in taxes and prices of raw materials and components; and (iv) other factors of a general nature that are beyond the control of the Funds or the portfolio companies.

Risk Associated with Operating Companies: Companies in whose debt Empeiria recommends that clients, or cause clients to, invest may be unable to make principal and interest payments when due, or ever. Such companies could deteriorate as a result of, among other factors, an adverse development in their business, a change in the competitive environment, an economic downturn, or legal, tax or regulatory changes. Companies that Empeiria expects to remain stable may, in fact, operate at a loss or have significant variations in operating results, may require substantial additional capital to support their operations or to maintain their competitive position, or may otherwise have a weak financial condition or be experiencing financial distress.

Illiquid Investments: Empeiria may recommend that clients, or may cause clients to, invest in assets that are illiquid and for which there is no active market. Disposition of illiquid assets often takes more time than disposition of more liquid assets and may result in higher selling expenses and less favorable prices or prices lower than those at which such assets have been valued by Empeiria. Clients may also be prohibited by contract from selling investments under certain circumstances. Accordingly, clients' ability to respond to market movements may be impaired, and such clients may experience adverse price movements upon liquidation of their investments. Accurately valuing and realizing such investments or closing out positions in such investments at appropriate prices may not always be possible.

Private Investment Funds: Investment in pooled investment vehicles such as the Funds involves significant risks and is suitable only for persons who can bear the economic risk of the loss of their entire investment and that have no need for liquidity in their investment. There can be no assurances that a Fund will achieve its investment objectives. An investment in a Fund carries with it the inherent risks associated with the particular investment program of such Fund, as well as additional risks.

Financial Institution Risk; Distress Events: An investment in the Funds is subject to the risk that one of the Funds' banks, brokers, hedging counterparties, lenders or other custodians of some or all of the Funds' assets (each, a "Financial Institution") fails to perform its obligations or experiences insolvency, closure, receivership or other financial distress or difficulty (each, a

“Distress Event”). Distress Events can be caused by factors including eroding market sentiment, significant withdrawals, fraud, malfeasance, poor performance or accounting irregularities. In the event a Financial Institution experiences a Distress Event, the Firm, the Funds and/or their portfolio companies may not be able to access deposits, borrowing facilities or other services for an extended period of time or ever. Although assets held by regulated Financial Institutions in the United States frequently are insured up to stated balance amounts by organizations such as the Federal Deposit Insurance Corporation (“FDIC”), in the case of banks, or the Securities Investor Protection Corporation (“SIPC”), in the case of certain broker-dealers, amounts in excess of the relevant insurance are subject to risk of loss, and any non-U.S. Financial Institutions that are not subject to similar regimes pose increased risk of loss. Although in recent years governmental intervention has resulted in additional protections for depositors, there can be no assurance that governmental intervention will be successful or avoid the risk of loss, substantial delays or negative impact on banking or brokerage conditions or markets.

Any Distress Event has a potentially adverse effect on the Firm’s ability to manage the Funds and their investments, and on the ability of the Firm, any Fund and/or portfolio companies to maintain operations, which in each case could result in significant losses and unconsummated investment acquisitions and dispositions. Such losses could potentially: (i) cause a Fund to pay fees and expenses in the event the Fund is not able to close a transaction (whether due to the inability to draw capital on a credit line provided by a Financial Institution experiencing a Distress Event, the inability of investors to make capital contributions or otherwise); (ii) result in a Fund being unable to acquire or dispose of investments at prices that the Firm believes reflect the fair value of such investments; and/or (iii) result in portfolio companies being unable to make payroll, fulfill obligations and/or maintain operations. Although the Firm expects to exercise contractual remedies under the agreements with Financial Institutions in the event of a Distress Event, there can be no assurance that such remedies will be successful or avoid losses or delays.

Global Health Risk: Disease outbreaks that affect local economies or the global economy may materially and adversely impact Empeiria’s investment portfolios and/or its business. These types of outbreaks have the potential to cause severe decreases in core business activities such as manufacturing, purchasing, tourism, business conferences and workplace participation, among others. These disruptions also have the potential to lead to instability in the marketplace, including market losses and overall volatility. In the face of such instability, governments may take extreme and unpredictable measures to combat the spread of disease and mitigate the resulting market disruptions and losses. In the event of a pandemic or an outbreak, there can be no assurance that Empeiria or its service providers will be able to maintain normal business operations for an extended period of time or will be able to retain the services of key personnel on a temporary or long-term basis due to illness or other reasons. The full impact of a pandemic or disease outbreaks is unknown, which could result in a high degree of uncertainty for potentially extended periods of time.

Cybersecurity Risk: Investment advisers, such as Empeiria, and their service providers may be subject to operational and information security risks resulting from cyberattacks. Cyberattacks include, among other behaviors, stealing or corrupting data maintained online or digitally, denial of service attacks on websites, the unauthorized release of confidential information or various other forms of cybersecurity breaches. Cyberattacks affecting an investment adviser, a client’s

custodian, or intermediaries or other third-party service providers may adversely impact a client's experience and/or investment. For instance, cyberattacks may cause the release of private information or confidential company information, subject the adviser to regulatory fines or financial losses, and cause reputational damage. Empeiria may also incur additional costs for cybersecurity risk management purposes. While Empeiria and its service providers have established business continuity plans and risk management systems designed to prevent or reduce the impact of cybersecurity attacks, such plans and systems have inherent limitations due in part to the ever-changing nature of technology and cybersecurity attack tactics, and there is the possibility that certain risks have not been adequately identified or prepared for. Furthermore, Empeiria cannot control any cybersecurity plans or systems implemented by its service providers.

Item 9 – Disciplinary Information

Empeiria and its personnel have no disciplinary events.

Item 10 – Other Financial Industry Activities and Affiliations

Empeiria has no other financial industry activities and affiliations. However, the co-CEOs of Empeiria, through their ownership and management of Empeiria Capital Partners LLC and affiliated entities ("ECP"), have from time to time made minority, non-control investments in private companies alongside institutional investors such as private equity funds, family offices and high net worth accredited investors. ECP principals may take board seats on such operating entities and the operating entities may pay fees to ECP for the consulting services it provides to such operating entities. ECP may also receive stock options or other forms of equity compensation in such portfolio companies. Currently, ECP has an investment in and minority board representation on one such company, Ironwood Power Services LLC.

In addition, from time to time, one or both of Empeiria's co-CEOs may serve on the Board of Directors of public or private companies where neither ECP nor Empeiria has made an investment. There is a potential for a conflict of interest given that Empeiria's co-CEOs could provide advice to such companies that may diverge from the investment needs of the Empeiria's Funds.

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

Code of Ethics

Empeiria endeavors at all times to operate in conformity with applicable law and to conduct its business in the highest ethical and professional manner. Empeiria's Code of Ethics (the "Code") contains ethical principles and standards of business conduct to which personnel are held. The Code includes requirements of confidentiality relating to clients, disclosure of any conflicts of interests and a personal trading policy.

Upon hire, all personnel are required to certify that they will comply with the provisions of the Code. Empeiria reviews the Code with each new employee. Empeiria's Chief Compliance Officer is responsible for overseeing compliance with the Code.

Empeiria will provide a copy of its Code to any client or prospective client upon request.

Conflicts of Interest

Empeiria is an independent adviser and has sought to minimize or eliminate conflicts of interest so that investment decisions and other decisions are unencumbered by motives other than achieving clients' goals. Empeiria and its related entities engage in a broad range of advisory and non-advisory activities, including investment activities for their own account, providing transaction-related, legal, management and other services to Funds and portfolio companies. Empeiria will devote such time, personnel and internal resources as are necessary to conduct the business affairs of the Funds and with respect to the Individual Clients in an appropriate manner, as required by the Documents, although the Funds, the Individual Clients and their respective investments will place varying levels of demand on these over time. In the ordinary course of Empeiria conducting its activities, the interests of a Fund and/or Individual Client likely will conflict with the interests of Empeiria, one or more other Funds, Individual Clients, portfolio companies or their respective affiliates in certain circumstances. Certain of these conflicts of interest are discussed herein. As a general matter, Empeiria will determine all matters relating to structuring transactions and Fund and Individual Client matters using its reasonable judgement considering all factors it deems relevant, but in its sole discretion, subject in certain cases to the required approvals by investors of the participating Funds and the Individual Clients.

Subject to any relevant restrictions or other limitations contained in the Documents, Empeiria will allocate fees and expense in a manner that it believes is fair and equitable to its clients under the circumstances over time and considering such factors as it deems relevant, but in any case, in its sole discretion. In exercising such discretion, Empeiria expects to be faced with a variety of potential conflicts of interest.

As a general matter, Fund expenses typically will be allocated among all relevant Funds eligible to reimburse expenses of that kind. In all such cases, subject to applicable legal, contractual or similar restrictions, expense allocation decisions generally will be made by Empeiria or its affiliates using their reasonable judgment, considering such factors as they deem relevant, but in their sole discretion. The allocations of such expenses may not be proportional, and any such determinations involve inherent matters of discretion, *e.g.*, in determining whether to allocate *pro rata* based on number of Funds receiving related benefits or proportionately in accordance with asset size, or in certain circumstances determining whether a particular expense has greater benefit to a Fund or Empeiria. The Funds generally have different expense reimbursement terms, including with respect to asset management fee offsets, which is expected from time to time to result in a Fund bearing different levels of expenses with respect to the same investment.

Additionally, a portfolio company typically will reimburse Empeiria or service providers retained at Empeiria's discretion for expenses (including, without limitation, travel expenses) incurred by Empeiria or such service providers in connection with its performance of services for such portfolio company. This subjects Empeiria and its affiliates to conflicts of interest because the Funds and Individual Clients generally do not have an interest or share in these reimbursements, and the amount of such reimbursements over time is expected to be substantial. Empeiria determines the amount of these reimbursements for such services in its own discretion, subject to its internal reimbursement policies and practices. Although the amount of individual reimbursements typically is not disclosed to investors in any Fund or Individual Client, any fee paid or expense reimbursed to Empeiria or such service providers from time to time is subject to

agreements with or review by sellers, buyers and management teams; the review and supervision of the board of directors of or lenders to portfolio companies; and/or third party co-investors in its transactions. These factors help to mitigate related potential conflicts of interest.

Empeiria generally exercises its discretion to recommend to a Fund or separately managed account or to a portfolio company thereof that it contract for services with certain service providers. This discretion subjects Empeiria to conflicts of interest, because, although Empeiria selects service providers that it believes are aligned with its operational strategies and will enhance portfolio company performance and, relatedly, returns of the relevant Fund or separately managed account, Empeiria has a potential incentive to recommend the related or other person (including an investor) because of its financial or other business interest. There is a possibility that Empeiria, because of such belief or for other reasons (including whether the use of such persons could establish, recognize, strengthen and/or cultivate relationships that have the potential to provide longer-term benefits to the relevant Funds or separately managed accounts or Empeiria), would favor such retention or continuation even if a better price and/or quality of service could be obtained from another person. Empeiria will not necessarily seek out the lowest cost options when incurring (or causing a Fund or separately managed accounts or portfolio companies to incur) such expenses. Although Empeiria generally seeks appropriate rates for services, it reserves the right to prioritize prior usage, perceived sector competence or expertise, familiarity, onboarding speed or other factors in retaining or recommending service providers. Whether or not Empeiria 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.

Empeiria, its affiliates, equity holders, officers, principals and employees may also purchase or sell for themselves securities or other investments that one or more Funds or Individual Clients own, previously owned, or may own in the future. In addition, officers, principals and employees reserve the right to buy securities in transactions deemed unsuitable for a Fund. Any such transactions are subject to any restrictions in the Documents and any related policies and procedures set forth in Empeiria's Code. Employees and related persons of Empeiria have, and are expected to continue to have, capital investments in or alongside certain Funds, or in prospective portfolio companies directly or indirectly, as well as in investment vehicles (including private funds) sponsored by potential competitors, and therefore expects to have additional potential conflicting interests in connection with these investments.

Empeiria's key employees and certain current and former personnel of the entities related to the Firm or its ownership are allowed to invest personally in the Funds. Such persons bear their proportional share of the expenses of the Funds but do not pay any asset management fees to Empeiria.

Empeiria and its key employees may pursue investment opportunities that may not be suitable for the Funds or Individual Clients and that may be similar to or different from investments made by the Funds or Individual Clients. Unless restricted by the Documents, Empeiria personnel are permitted to serve on boards or act in other roles unaffiliated with Empeiria, the Funds, the Individual Clients or the portfolio companies, including boards of charitable and educational institutions, public companies and former portfolio companies and receive compensation in connection with such services and roles.

Empeiria, its affiliates and/or personnel are entitled to receive performance-based compensation from the Funds and with respect to the Individual Clients, which may create an incentive to recommend riskier investments.

Seeking to Minimize Other Potential Conflicts of Interest

Any of the above-described situations subjects Empeiria and/or its affiliates to potential conflicts of interest. Empeiria has written policies and procedures regarding conflicts of interest. Empeiria attempts to resolve conflicts of interest in light of its obligations to investors in its Funds and to the Individual Clients and the obligations owed by Empeiria's advisory affiliates to investors in investment vehicles managed by them. To the extent that an investment or relationship raises particular conflicts of interest, Empeiria will review the circumstances of such investment or relationship with a view to addressing and reducing the potential for conflict. Where necessary, Empeiria consults and receives consent to conflicts from Individual Client(s) and/or investors of the relevant Fund(s).

Item 12 – Brokerage Practices

Private Equity Investments

Empeiria generally does not engage in brokered private equity transactions. Therefore, the Funds and Individual Clients generally do not pay brokerage, investment banking or finders' fees to third parties in connection with their initial investment in a portfolio company. However, the portfolio company itself typically pays an investment banking fee to a brokerage firm that was retained by the portfolio company to find potential investors and assist the portfolio company in negotiating the terms of Empeiria's investment transaction, and the portfolio company may also pay a finder's fee to other persons. In addition, in connection with a transaction relating to the sale or redemption of a Fund or Individual Client investment or of the portfolio company's assets or businesses, the portfolio company may engage an investment banking firm, and perhaps other consultants, to advise it in connection with the transaction, with the related fees paid by the portfolio company or, depending on the kind of transaction, the investing Fund or Individual Client. Empeiria does not participate in a portfolio company's selection and retention of such a broker or finder or the determination of the related fees in the Funds' or Individual Clients' acquisition transactions, but Empeiria may participate in the choice, and in determining the terms of retention, of investment banking and other advisers in connection with sale or disposition transactions. If Empeiria does so participate, decisions are made on the basis of the professional qualifications of the advisers in question and of the fees they propose to charge.

Other Investments

Consistent with its private equity approach, Empeiria generally does not engage in brokered transactions with respect to its other investments. However, if a broker is used, brokers will be selected with a view to obtaining best execution of transactions. Empeiria believes that best execution is typically achieved not necessarily by negotiating the lowest commission rate but by seeking to obtain the best overall result. Empeiria will consider all factors it deems relevant including execution capabilities, financial stability of the broker, responsiveness, confidentiality, promptness, clearance, settlement, and price.

Item 13 – Review of Accounts

Empeiria primarily manages a limited number of private investment funds that invest in private equity and private debt investment opportunities, and also advises a limited number of separately managed accounts for individuals, trusts and certain entities with respect to specific direct investments and co-investment opportunities. Empeiria generally pursues investment opportunities through special purpose funds (or sub-funds, classes or series of funds) for each investment opportunity. Therefore, all client accounts are monitored and reviewed on an ongoing and continuous basis.

Item 14 – Client Referrals and Other Compensation

Empeiria does not compensate people outside of the Firm for client referrals. Empeiria does not receive payment from persons other than a client for providing services to clients.

Item 15 – Custody

Because Empeiria's affiliated entities are the GPs of all the Funds, Empeiria is deemed to have custody of the assets of the Funds. Empeiria complies with that rule by utilizing the so-called "audit approach" and is therefore not required to arrange for a qualified custodian, as defined in the rule, to send quarterly account statements to Fund investors. Each Fund is audited annually and upon its termination, with its audited financial statements sent to its investors within 120 days of the Fund's fiscal year end or promptly after the completion of a final audit.

Item 16 – Investment Discretion

As previously mentioned, Empeiria generally does not have full discretionary authority regarding the investments of client assets.

Item 17 – Voting Client Securities

Empeiria primarily invests in private equity and private debt investment opportunities. Empeiria generally does not invest in securities that provide for the voting of such securities, and Empeiria, therefore, generally does not have proxy authority to vote client securities.

Item 18 – Financial Information

Empeiria is not subject to any financial condition that is reasonably likely to impair its ability to meet contractual commitments to clients.