

Quinbrook Infrastructure Partners LLC

Form ADV Part 2A

Firm Brochure
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This brochure provides information about the qualifications and business practices of Quinbrook Infrastructure Partners LLC. If you have any questions about the contents of this brochure, please contact us at +1 832 942 1148. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about Quinbrook Infrastructure Partners LLC is also available on the SEC's website at www.adviserinfo.sec.gov

Item 2 Material Changes

This Brochure has been compiled by Quinbrook to provide new and prospective investors with clearly written, meaningful, current disclosure of its business practices, conflicts of interest and background of its advisory personnel. We encourage all recipients of this Brochure to read it carefully in its entirety. Since the time of the last annual update in March 2023, Quinbrook has not made any material changes.

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Item 4 Business Description

A. Business Overview

Quinbrook Infrastructure Partners LLC (the “Firm”) is a Delaware limited liability company formed on 14th March 2016, as part of the Quinbrook group (“Quinbrook” or the “Group”). The sole member is Quinbrook Infrastructure Partners (Jersey) Limited (the “Manager”), a Jersey registered limited company (registered number 121767) which is regulated by the Jersey Financial Services Commission (the “JFSC”) as a Fund Services Business class U. The Manager is ultimately beneficially owned by Messrs. David Scaysbrook (50%) and Rory Quinlan (50%) (together the “Founders”) who together form the Board of Managers of the Firm.

The Manager has been appointed as an Investment Manager by Quinbrook Infrastructure Partners (GP1) Limited (the “GP1”), a Jersey limited company (registered number 121416) regulated by the JFSC as a Fund Services Business class ZJ, in its capacity as the general partner of the Quinbrook Low Carbon Power LP and Quinbrook Low Carbon Power Parallel Fund (US) LP (together the “LCPF”) as well as US Wind Co-Investment Partners LP (“Wind Co-Invest”), UK Gas Co-Investment Partners LP (“Gas Co-Invest”) together the “LCPF Co-investment Funds” and certain co-investment capital as yet unallocated to a specific vehicle.

The Manager has also been appointed by Quinbrook Infrastructure Partners (GP2) Limited (“GP2”) as an Investment Manager to a 100% UK-focussed private fund, the Quinbrook Renewables Impact Fund (“QRIF”).

The Manager has also been appointed by Quinbrook Infrastructure Partners (GP3) Limited (“GP3”) as an Investment Manager to Quinbrook Infrastructure Partners III-A - Net Zero Power LP (“NZP A”), Quinbrook Infrastructure Partners III-B - Net Zero Power LP (“NZP B”), Quinbrook Infrastructure Partners III-C - Net Zero Power LP (“NZP C”), Quinbrook Infrastructure Partners III – Net Zero Power Fund LP SCSp (“NZP Lux”), Quinbrook (QNZPF) US Co-Investment SCSp (“CIV Lux”), Quinbrook (QNZPF) US Co-Investment (A) LP (“CIV-A”), Quinbrook (QNZPF) US Co-Investment (B) LP (“CIV-B”) and Quinbrook (QNZPF) US Co-Investment (D) LP (“CIV-D”) together being the “Net Zero Power Fund” (“NZPF”). LCPF, the LCPF Co-Investment Funds, QRIF and NZPF together are each a “Fund” and referred to together as the “Funds”. The Manager is a specialist ‘value add’ investment manager that originates, acquires, constructs, operates and manages, direct investments in low carbon and renewable energy infrastructure assets and businesses, particularly those which support the global transition to Net Zero energy.

B. Advisory Services

The Firm provides investment advisory services to the Manager in respect of the Funds, which fall into four main categories discussed in more detail below. The Manager (an Exempt Reporting Adviser) receives investment advice not only from the Firm, but also from two other Exempt Reporting Advisers (together with the Firm “the Advisers”), namely Quinbrook Infrastructure Partners Limited based in the UK and Quinbrook Infrastructure Partners Pty Limited based in Australia. The Advisers each employ small teams of people with responsibilities across deal origination, asset management, administration, compliance, and investor relations. The Advisers all perform similar functions, although with different emphases, across the following four categories:

i. Sourcing, analysing and recommending investments or exits

The Advisers provide origination and analysis services regarding relevant assets and businesses in the target jurisdictions of the Manager’s strategy. The Firm focuses specifically on origination and evaluation of assets in the USA, but its scope of services is not limited to

this jurisdiction. The Firm employs personnel with extensive experience in the renewable energy industry, as well as expertise in financial modelling and analysis. The Manager seeks to make primarily control investments in lower carbon and renewable power infrastructure assets and businesses primarily in the United States of America, the United Kingdom and Australia. It targets both pre-construction project opportunities as well as distressed operating assets which offer turnaround potential, but it will not consider marine/tidal, ethanol, waste to energy, or technology businesses. The Firm will present a recommendation paper to the Manager's Investment Committee for each investment transaction proposed. The board of the Manager makes all investment decisions, as well as the decision to allocate portions of individual assets for co-investment.

ii. Facilitating or executing transactions

Should any investment recommendation from any Adviser be accepted by the Manager, the resources of any of the three Advisers can be deployed to facilitate the purchase or divestment, and manage the transaction. As previously discussed, the Firm is primarily focussed on proposed investments within the USA, where the Manager benefits from the Firm's specific geographic expertise and contacts, as well as the familiarity of the Firm's employees with the asset to deliver the best outcomes it can.

iii. Asset Management and Oversight

Once an asset has been acquired for a Fund's portfolio, the Advisers assist in the oversight of the asset management processes, in particular the day-to-day operation of the acquired business or asset. The Firm's location in the USA makes it particularly suited to assist in the management of assets located within the USA, but the teams of any Adviser may be called upon to assist where there is specific technological or industrial expertise in another team but the services are provided to the Manager and not to the other Advisers and so no recharge or separate engagement is required.

iv. Marketing the Fund

The Manager is responsible for investor relations, with support in varying degrees from the Advisers. The Firm lends support to marketing efforts through its network of contacts which do include some potential investors, but primarily through presentation of due diligence materials. Since December 31, 2021 the Manager has appointed an affiliated entity, Quinbrook Capital Partners LLC ("QCP") to take over the investor relations and capital formation activities in relation to the Funds once fully registered with the SEC and the state registration boards as a Broker/Dealer.

C. Tailoring of Advisory Services

The Firm was initially appointed by the Manager to support its marketing efforts in the United States. As such, the Firm has developed relationships with several US institutional investors. Any investor making a commitment to a Fund is typically offered the opportunity to also commit an equivalent amount to co-investment opportunities, through vehicles established and controlled by the Manager.

The Firm tailors its investment advice to the investment strategies of the Funds. The Manager has the power to enter into side letters with investors, which may waive or reduce fees, grant enhanced transparency, or require consultation before certain structural changes are contemplated.

As noted above, since 31 December 2021, the Manager has appointed an affiliated entity, QCP, which will take over these investor-related activities when fully registered with the SEC and the state registration boards as a Broker/Dealer.

As of 31 December 2023, the Manager has discretion over c.USD 4.3bn of commitments, with c.USD 1,047m of capital currently deployed in the USA which the Firm has facilitated. 42% of the LCPF portfolio is located in the US, and 100% of the Wind Co-Invest portfolio consists of US assets. NZPF also has a global strategy, with >70% of NZP A, NZP B, NZP C and NZP Lux expected to be deployed into the US. CIV A, CIV B, CIV D and CIV Lux are 100% US-focussed.

Item 5 Fees and compensation

Information on fees to be charged by the General Partner of each Fund will be described in the relevant Fund offering documents, and generally takes the form of a percentage of the Fund's total committed capital. The General Partners and Manager are permitted to enter into side letters and other agreements granting more favourable rights or terms to certain investors.

The Firm is paid an advisory fee by the Manager to cover the costs incurred in exploring and recommending infrastructure projects for investment. No part of the fee is negotiable.

Certain expenses incurred by the Firm will be recharged to the Manager, and ultimately recharged to a Fund. The categories of expense that can be recharged are set out in that Fund's governing documents and include regulatory expenses, the costs of external consultants or advisers engaged to work on certain investments, acquisition and financing expenses, legal fees, and out of pocket expenses incurred in the investigation, monitoring and disposal of the Fund assets.

The salary costs, or part thereof, of certain of the Firm employees may be recharged to a Fund investee company in specific circumstances permitted by the relevant Fund governing documents, where the employee is engaged on tasks and activities which would be reasonably expected to be carried out by personnel engaged by a Fund investee company.

When Quinbrook incurs an expense, it must determine whether to recommend paying the expense directly or allocate all or a portion of the expense to one or more Funds. This creates a potential conflict of interest in that expenses allocated to clients are borne by private funds and their investors, rather than by the Manager. Quinbrook has adopted and implemented written compliance policies and procedures designed to address this potential conflict and ensure that Quinbrook abides by its fiduciary duty to act in the best interests of clients and private funds. Quinbrook makes these determinations in accordance with the language contained in the particular Fund's governing documents and our expense allocation policy, but there is some discretion involved. At its discretion or pursuant to the terms of an investment advisory agreement, Quinbrook may pay expenses that would otherwise be allocated to a client. Clients or private funds that do not pay expenses and the Manager may benefit from services paid for by other Clients, private funds, or the Manager, as applicable.

In the ordinary course of business, Quinbrook, any Fund and/or any co-investment vehicles or portfolio companies receive products or services from third parties (including those related to consummated or unconsummated investments and those related to sourcing of investments). Quinbrook generally will seek to allocate such expenses among those parties in the manner described by the applicable governing documents for the particular Fund and such other vehicles and/or portfolio companies. In cases where costs and expenses are properly allocable between or among multiple parties, the allocation would be done in a manner that Quinbrook considers to be fair and reasonable, taking into account factors such as the actual or estimated relative benefits to each applicable party of expense-generating item, which may include consideration of the relative position sizes in an expense-generating investment.

A conflict of interest could arise in Quinbrook's determination whether certain costs or expenses that are incurred in connection with the operation of the Funds meets the definition of Partnership Expenses as laid out in the relevant governing documents, for which the Funds would be responsible, or whether Quinbrook should be responsible for such expenses. With this regard, the Funds will rely on Quinbrook's determination.

From time to time, it is possible that subsequent review of allocations could result in an identification of expenses that should have been allocated in a different manner, in which case measure would be undertaken to correct such circumstance. This might include a reversal of the original expense allocations, if possible, or such other equitable adjustment that Quinbrook believed to be the most appropriate corrective measure. There can be no assurance that allocation errors will not arise or that corrective measures will be possible in all circumstances.

Item 6 Performance-Based fees and Side-by-Side Management

Certain of the Firm's supervised persons are entitled to participate in the group's carried interest plan. Once offered the opportunity, participation is at the discretion of the supervised person. Participation is not considered to create a conflict of interest for two reasons; i) that participation generally results in alignment of interests with investors; and ii) that the investment advice provided by the Firm to the Manager can be accepted or rejected at the Manager's sole discretion.

Currently the Manager does not collect performance fees. However, the governing documents for each Fund allow for the Manager to charge performance fees. Such performance fees may create an incentive for the Manager to make more speculative investments on behalf of the Fund than it would otherwise make in the absence of such performance-based arrangements. If any Fund performs poorly, the Manager may have an incentive to devote resources to other activities from which it has better prospects for earning incentive-based compensation. However, the Firm is paid on a fixed-fee basis by the Manager, which reduces the risk of conflicts of interest arising in the recommendation of investments.

Although not currently contemplated, the Firm is entitled to provide advisory services to other clients. This could give rise to conflicts of interest where supervised persons participate in the carried interest plan of the Manager but not of other clients. These conflicts are managed by the Firm's policies, including the Deal Allocation Policy, Conflicts Policy, Compliance Manual and Code of Ethics.

Item 7 Types of Clients

The Manager is the Firm's only direct client. The Manager has been appointed to manage the investments for the Funds, and may be appointed to manage investments on behalf of other investment vehicles contemplated by Quinbrook. The Firm therefore acts as sub-adviser to the pooled investment vehicle clients, which are therefore also counted among the Firm's clients.

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

A. Methods of Investment Analysis

Each of the Investment Advisers conducts research on potential investments via a combination of document review, interviews, and site visits. Documents include both published industry research and private corporate documents, including legal documents, customer agreements, financial records and projections and business plans. Interviews are conducted with a range of key officers, suppliers, customers and competitors. Often the Advisers will retain consultants, legal advisers, and financial advisers to supplement its own analysis.

The Firm focuses primarily on investment opportunities within the USA, though its team can be called upon to analyse provide services relating to assets in other jurisdictions at the Manager's request. The Firm relies on the industry knowledge of its US-based investment team members to select the analysis tools and to carry out the preliminary evaluation of the opportunity.

Based on the compiled information from the research phase, the Firm will apply its own analysis tools and methodologies to evaluate the potential investment and produce a recommendation which is supplied to the Manager.

B. Material Risks in Investment Methodology

The success of the investment methodology will depend in substantial part upon the skill and expertise of the Firm's personnel and third-party consultants retained by the Firm. There can be no assurances that such individuals will continue to be employed or to function on behalf of the Fund. The loss of one or more individuals may have a material adverse effect on the ability of the Firm to provide high quality investment advice.

C. Security-Specific Risks

The Firm provides investment advice concerning assets in the energy infrastructure sector. The material risks in this sector include:

- i. Reduction in Federal and State Support for Renewable Energy: Renewable energy projects currently enjoy support from national, state and local governments and regulatory agencies designed to finance development of renewable energy. The combined effect of these programs is to subsidize in part the development, ownership and operation of renewable energy projects, particularly in an environment where the low cost of fossil fuel may otherwise make the cost of producing energy from renewable sources uncompetitive. Any reduction in or elimination of these programs could have an adverse effect on the future development of renewable energy projects and resources.

This is a key risk in energy investing given that all energy markets in developed economies are heavily regulated, whether it be oil and gas, electricity or gas transmission, power generation or renewable power supply. Global fossil fuel subsidies in 2014 are estimated at around US\$ 490 billion, with subsidies to renewable energy technologies in the power sector of US\$ 112 billion (*Source: World Energy Outlook 2015, IEA*). There is a dichotomy evident in energy markets in so far as regulatory risk is concerned. On the one hand, fossil or emissions intensive energy supply is now encountering unprecedented regulatory risk in the potential pricing or taxing of carbon emissions and the reduction of fossil fuel industry subsidies. This can increase the costs of production and supply of fossil energy and may have the effect of increasing the pricing of that energy as increased costs are passed onto consumers. Higher electricity prices are but one relevant example. On the other hand, many renewable energy technologies (especially those that deliver intermittent supply, such as solar PV and wind energy), may require the maintenance of price support mechanisms to achieve the expected investment returns except in energy economies where such renewable energy supply has met or is approaching 'grid parity'. Any retrospective change to those regulatory mechanisms is an investment risk. So, what is a regulatory risk currently to the fossil energy sector is conversely an opportunity for renewable energy as increased electricity prices directly benefit low-carbon energy suppliers who are either exempt from a carbon cost or have lower exposure to it. Accordingly, regulatory 'risk' must be seen in a comprehensive energy market context as opposed to a risk attaching to renewable energy alone.

- ii. Contract Risk: To the extent that the Funds invest in assets that are governed by concession agreements with government authorities (whether at the national, state, local, district or other level), there is a risk that the agreements with such government authorities may contain clauses more favourable to the government counterparty than would a typical commercial contract. For instance, a lease or concession may enable the government to terminate the lease or concession in certain circumstances without requiring it to pay adequate compensation. In addition, government counterparties also may have the discretion to change or increase regulation of the operations of any Fund or implement laws or regulations affecting their operations, separate from any contractual rights they may have.

- iii. *Environmental Regulation:* Environmental laws, regulations and regulatory initiatives play a significant role in the emerging low-carbon and renewable energy industries and can have a substantial impact on investments. Quinbrook will seek to carefully evaluate the expected impact of environmental compliance on all potential investments. The Funds may invest in portfolio companies that are subject to changing and increasingly stringent environmental and health and safety laws, regulations and permit requirements.

There can be no guarantee that all costs and risks regarding compliance with environmental laws and regulations can be identified. New and more stringent environmental and health and safety laws, regulations and permit requirements or stricter interpretations of current laws or regulations could impose substantial additional costs on portfolio companies or potential investments. Compliance with such current or future environmental requirements does not ensure that the operations of the portfolio companies will not cause injury to the environment or to people under all circumstances or that the portfolio companies will not be required to incur additional unforeseen environmental expenditures. Moreover, failure to comply with any such requirements could have a material adverse effect on a portfolio company, and there can be no assurance that portfolio companies will at all times comply with all applicable environmental laws, regulations and permit requirements. Past practices or future operations of portfolio companies could also result in material personal injury or property damage claims. Under certain circumstances, environmental authorities and other parties may seek to impose personal liability on the limited partners of a partnership (such as the Funds) subject to environmental liability. However, an investor in any of the Funds may reduce its risk of such personal liability by avoiding activities with respect to the portfolio investments of the Funds other than as specifically contemplated by the constitutional documents of the particular Fund.

- iv. *High Capital Costs for Certain Renewable Energy Investments:* Renewable energy projects typically involve relatively high levels of capital investment and such up-front expenditures involve a certain degree of risk.
- v. *Political and Societal Challenges:* Renewable energy projects will be subject to locational issues and requirements that are similar in many respects to those applicable to fossil fuel plants. Proposals to site a renewable energy plant may be challenged based on alleged security concerns, disturbances to natural habitats for wildlife and adverse aesthetic impacts. In addition, there is the possibility that political and societal challenges could delay or prohibit the construction of a project.
- vi. *Effects of Ongoing Changes in the Utility Industry:* The Funds may make certain investments in portfolio companies directly related to electric utility industries in the United States, Australia, the European Union and elsewhere. In many regions, including the United States, the electric utility industry is experiencing increasing competitive pressures, primarily in wholesale markets, as a result of consumer demands, technological advances, greater availability and lower priced natural gas and other factors. A number of countries and markets, including states or power markets within the United States, have or are considering or implementing methods to introduce and promote retail competition. To the extent competitive pressures increase and the pricing and sale of electricity assume more characteristics of a commodity business, the economics of independent power generation projects in which the Funds may invest may come under increasing pressure. Deregulation is driving the current trend toward consolidation among domestic utilities, but also the disaggregation of many vertically integrated utilities into separate generation, transmission and distribution businesses. As a result, additional significant competitors could become active in the independent power industry. In addition, independent power producers may find it increasingly difficult to negotiate long-term power sales

agreements with solvent utilities, which may affect the profitability and financial stability of independent power projects.

There can be no assurance that (i) existing regulations applicable to electric utility portfolio companies will not be revised or reinterpreted; (ii) new laws and regulations will not be adopted or become applicable to electric utility companies; (iii) the technology and equipment selected by such companies to comply with current and future regulatory requirements will meet such requirements; (iv) such companies' business and financial conditions will not be materially and adversely affected by such future changes in, or reinterpretation of, laws and regulations (including the possible loss of exemptions from laws and regulations) or any failure to comply with such current and future laws and regulations; or (v) regulatory agencies or other third parties will not bring enforcement actions in which they disagree with regulatory decisions made by other regulatory agencies. Additionally, there can be no assurance that legislation and regulation favourable to the renewable energy industry will continue to be put into place. Changes in the tax law could impact certain tax benefits currently enjoyed by companies engaged in renewable energy and carbon reduction.

- vii. *Political and Regulatory Risk:* Foreign investment in certain countries may be restricted or controlled to varying degrees. Such restrictions or controls may limit the types of investments the Funds can make, limit them by reference to the nationality or legal status of the investor entity or qualify the nature of ownership interests that can be acquired. Other restrictions may include limitation on sectors of a country's economy that are available for foreign investment or cap ownership levels in various ways. Such restrictions may also increase the costs and expenses of the Fund in making and administering such investments. Certain regulations may require the Funds to incur additional costs or lengthy delays in connection with an investment. In addition, governmental regulations are not predictable and the General Partner, the Manager and/or the Funds may be subject to political, economic, social and/or market developments. Remittance of income and capital gains generated by investments by the Fund in certain countries may be dependent on the absence of foreign exchange controls that would otherwise inhibit or prevent the repatriation of such income or gains and the Funds could be adversely affected by delays in, or refusal to grant, any required approvals for the repatriation of capital, profit and dividends paid on investments held by the Funds. A change in the US government may also see a change in governmental policies which could impact the renewable energy sector.
- viii. *Development Risk:* This is the risk that the required contracts, planning and permitting approvals that are required to bring a project to 'shovel ready' status (i.e. ready to commence construction) are not received. This may include local or state, environmental, noise and other required approvals and permits, interconnection approvals, utility or customer sales contracts or any required renewable or energy policy accreditation.
- ix. *Capital/Construction Cost Risk:* This is the risk of cost over-run in the capital budget to construct an asset primarily but also includes the risk of permanent increases in the long-term costs of operations and maintenance of a project. This is generally a 'controllable risk'. For construction costs, the Funds will typically invest only where such costs can be reasonably fixed or capped. The cost over-run risk is usually shifted in large part to the contractor and supported by a variety of retentions, guarantees or other forms of credit support to cover any additional costs.
- x. *Production Risk:* The risk of achieving expected energy output is a common risk with any energy supply project. The Funds focus primarily on commercially proven technologies with operating histories. Depending upon the particular energy technology, estimation of expected production is a top priority in the due diligence phase. This may involve a detailed assessment of solar

irradiation in a given location, average wind speeds, thermal plant availability and outage allowances, fuel availability and interruption allowances, etc.

- xi. Operational and Technical Risk: Investments in infrastructure assets may be subject to operational and technical risks, including risk of mechanical breakdown, failure to perform according to design specifications, labor and other work interruptions and other unanticipated events that adversely affect operations. There can be no assurance that any or all such risk can be mitigated. An operating failure may lead to loss of a license, concession or contract on which a portfolio investment may depend. The long-term profitability of an infrastructure project, once constructed, is partly dependent upon efficient operation and maintenance of the project. Inefficient operations and maintenance and, in certain infrastructure sectors, latent defects in acquired infrastructure assets, may adversely affect the returns of the Funds.
- xii. Price Volatility: Many low-carbon and renewable projects will supply and sell two separate commercial products. Firstly, energy in the form of electricity and/or steam and heat and secondly, a financial asset in the form of either tax credits, environmental credits or premium pricing under a fixed price off-take contract such as a Feed in Tariff. The latter mechanism often features fixed pricing over periods of 10 years or more and is not ordinarily volatile except for the risk of retrospective regulatory change. Investments in deregulated energy markets featuring market-based pricing of energy and environmental credits and are more volatile by nature. That volatility can generate both higher and lower prices over time, directly impacting project revenues. Most often there are 'spot' markets acting as short-term price discovery mechanisms overlaid by a bilateral contracting market. The short- and longer-term uncertainty of 'spot' market prices can be mitigated by entering into medium to longer term contracts with buyers seeking the same objective in creating price certainty. These contracts are often referred to as 'PPAs', 'off-take' agreements and/or price and volume hedge contracts. Long term PPAs are increasingly difficult to secure in the energy markets of the US and Australia in particular. Accordingly, there is a greater exposure to variable market prices often referred to as 'merchant' price exposure for at least some portion of the revenue stream.
- xiii. Counterparty/Buyer Risk: This risk issue relates to the analysis of default and solvency risk of the buyers under sales contracts but also includes that of partners and co-investors in the project and most importantly, suppliers such as fuel providers. Fortunately, in the power generation sector, most often the buyer counterparties or customers are energy utilities who are entities with strong financial capacity and of investment grade rating. Accordingly, this is not usually a major risk concern for most investments. For Feed-in Tariff based projects, the counterparty risk is really the risk of retrospective regulatory change as revenues are regulated over the long term. For partners and co-investors, customary credit investigation is the usual method used to mitigate this risk and on occasion, credit support may be necessary in the form of guarantees or letters of credit etc. to support certain obligations such as capital calls into a joint venture operation. More importantly, for projects such as biomass, waste to energy and co-generation plants for example, counterparty risk is often more acute in so far as the fuel supplier is concerned.
- xiv. US Gas Market: In recent years, natural gas prices have been depressed in the United States due to the development of significant quantities from shale resources, which has negatively impacted power prices and therefore the financial value of both existing and proposed energy supply assets and projects, including certain gas-fired power generation projects and renewable energy projects. There can be no certainty regarding the future pricing of natural gas in the US market and the impact it may have on the relative competitiveness of any existing or proposed low-carbon or renewable energy project. This may have a material and adverse impact on project investments made by the Funds in the US market and/or make it difficult for the

Manager to identify investment opportunities that satisfy the relevant Fund's investment criteria.

- xv. *Increased Competition*: In recent years, there has been a material increase in the number of investment funds seeking investment capital commitments from institutional investors allocating to the infrastructure sector across the board in various sectors. As a consequence, the Manager is likely to face increased competition from other investment fund managers promoting similar investment funds to the same investor audience that the Manager is seeking to market its Funds. This may result in the relevant Fund not achieving its target level of investor commitments or not raising any commitments at all. It may also make it more difficult for the Manager to source investment opportunities at the expected rate of return as a result for a greater competition from other investment funds pursuing the same or similar opportunities.
- xvi. *Brexit*: As part of the process of the United Kingdom ("UK") leaving leaving the European Union ("EU"), the EU and the UK agreed an EU-UK Trade and Cooperation Agreement ("FTA") that governs the trading relationship between the UK and the member states of the EU from and after January 1, 2021. Broadly, the FTA provides for zero tariffs and zero quotas on all goods that comply with the appropriate rules of origin, but is subject to both parties maintaining a level playing field in areas such as environmental protection, social and labour rights, investment, competition, state aid, and tax transparency.

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

It will take some time to observe the many and varied effects on UK businesses of the consequences of leaving the single market and customs union (taking into account the flow of goods and services in both directions). Given the size and global significance of the UK's economy, uncertainty, at least in the near term, about the effect of the FTA on the day-to-day operations of those businesses that engage in the cross-border trade of goods or services between member states of the EU and the UK may be a continued source of currency fluctuations or have other adverse effects on international markets, international trade and other cross-border cooperation arrangements. The present uncertainty could therefore adversely affect the Fund, the performance of its investments and its ability to fulfill its investment objectives (especially if its investments include, or expose it to, businesses that have historically relied on access to the single market for their custom or that have historically relied on sourcing goods, materials or labour from the single market).

- xvii. *Business, Terrorism and Catastrophe Risks*: Clients will be subject to the risk of loss arising from exposure that it may incur, indirectly, due to the occurrence of various events, including hurricanes, earthquakes, and other natural disasters, terrorism and other catastrophic events such as a pandemic. These catastrophic risks of loss can be substantial and could have a material adverse effect on Quinbrook's business and Clients' portfolios including investments made by Quinbrook.

- xviii. Working-At-Home: In response to the spread of COVID-19, many businesses, including Quinbrook, encouraged or mandated their personnel to work from home to help slowing the spread of COVID-19. Notwithstanding such precautionary measures and the slowing rate of the pandemic globally, Quinbrook may still experience a significant increase in illness of their respective personnel. Work-at-home arrangement could also lead to employee fatigue, reduced collaborations and less optimal communication and supervision relative to traditional office structures, which could impair Quinbrook's and/or service providers' operational capabilities, potentially having a detrimental impact on our business and operations. To the extent personnel, as a result of working remotely, rely more heavily on external sources for information and technology systems for their business-related communications and information sharing, that business will likely be more vulnerable to cybersecurity incidents and cyberattacks, and could have more difficulty resuming normal operations in the event it is the target of such incident or attack.
- xix. Cybersecurity Risks: Cybersecurity incidents and cyberattacks have been occurring globally at a more frequent and severe level and will likely continue to increase in frequency in the future. As part of its business, the Firm processes, stores and transmits large amounts of electronic information, including information relating to the transactions of the Funds and personally identifiable information of the investors. Similarly, the Firm's or the Funds' service providers may process, store and transmit such information. The Firm's information and technology systems may be vulnerable to damage or interruption from computer viruses, network failures, computer and telecommunication failures, infiltration by unauthorized persons and security breaches, usage errors by their respective professionals, power outages and catastrophic events such as fires, tornadoes, floods, hurricanes, typhoons, earthquakes, wars, terrorist attacks and other similar events. Measures designed to manage risks relating to these types of events cannot provide absolute security. The techniques used to obtain unauthorized access to data, disable or degrade service, or sabotage systems change frequently and may be difficult to detect for longer periods of time. If these systems are compromised, become inoperable for extended periods of time or cease to function properly, a fund may have to make a significant investment to fix or replace them. The failure of these systems and/or disaster recovery plans for any reason could cause significant interruptions in the Firm's and the Funds' operations. As a result in a failure to maintain the security, confidentiality or privacy of sensitive data, including personal information relating to investors (and the beneficial owners of investors). A cybersecurity incident could have numerous material adverse effects, including on the operations, liquidity, and financial condition of the Funds. Cyberthreats and/or incidents could cause financial loss from the theft of the Fund assets, as well as numerous unforeseen costs including, but not limited to litigation costs, preventative and protective costs, remediation costs and costs associated with reputational damage, any one of which, could be materially adverse to the Funds. Such a failure could harm the Firm's and the Funds' reputations, subject any such entity and its respective affiliates to legal claims and otherwise affect its business and financial performance. The Firm's and the Funds' service providers are subject to the same electronic information security threats as the Firm and the Funds. If a service provider fails to adopt or adhere to adequate data security policies, or in the event of a breach of its networks, information relating to a transaction of the Funds and personally identifiable information of its investors may be lost or improperly accessed, used or disclosed.

The Firm also assists the Manager in marketing private funds to potential investors. The risks specific to each of these products can be found in the Private Placement Memorandum for that Fund.

Item 9 Disciplinary Information

The Firm has no legal or disciplinary events to report.

Item 10 Other Financial Industry Activities and Affiliations

The Firm is affiliated with:

Quinbrook Infrastructure Partners (GP1) Limited, the General Partner of the Fund and Co-Investment Funds, registered with the Jersey Financial Services Commission.

Quinbrook Infrastructure Partners (GP2) Limited, the General Partner of the Fund and Co-Investment Funds, registered with the Jersey Financial Services Commission.

Quinbrook Infrastructure Partners (GP3) Limited, the General Partner of the Fund and Co-Investment Funds, registered with the Jersey Financial Services Commission.

Quinbrook Infrastructure Partners (Jersey) Limited, Exempt Reporting Adviser, is the Investment Manager of the Fund and Co-Investment Funds, registered with the Jersey Financial Services Commission.

Quinbrook Infrastructure Partners Limited, Exempt Reporting Adviser, another sub-adviser to the Fund and Co-Investment Funds, registered with the UK Financial Conduct Authority.

Quinbrook Infrastructure Partners Pty Limited, Exempt Reporting Adviser, another sub-adviser to the Fund and Co-Investment Funds, registered with the Australian Securities and Investments Commission.

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

A. Code of Ethics

The Quinbrook group makes every effort to foster a culture of compliance throughout its operations, including the activities of the Firm. The Firm expects its officers, and personnel to comply with all applicable laws and regulations and to act in accordance with high ethical standards in matters with competitors, counterparties, regulators, and those who do business with or seek to do business with entities within the Quinbrook group.

The Firm abides by the Code of Ethics of the Quinbrook Group, which is provided to all new employees on joining the Firm as part of the Staff Handbook. This requires that personnel comply with their regulatory requirements, meet the fiduciary obligations to Quinbrook funds and investors in those funds, and adhere to certain business ethics and principles. All new hires are required to acknowledge their receipt of the Staff Handbook and the Compliance Policies and Procedures Manual, their understanding of the provisions contained in these documents, and their agreement to abide by the principles, policies and procedures set forth therein. The Quinbrook Code of Ethics contains provisions for:

- Identification and handling of material non-public information;
- Prevention of insider dealing; and
- Reporting and pre-clearance of:
 - personal account dealings;
 - gifts and entertainment; and
 - outside business activities

The Quinbrook personal trading policies generally prohibit personnel from buying or selling certain securities within the power, energy, utilities and related sectors. The Firm's personnel are also required to disclose all outside business activities. In the event an outside business activity presents a material conflict of interest with the funds advised by Quinbrook, Quinbrook reserves the right to restrict these outside business activities.

In addition, the Quinbrook group requires its employees, among other things, to:

- Act in an ethical manner with the public, investors, and prospective investors;
- Place the interests of the Funds and investors in the Funds above their own personal interests;
- Attempt to avoid actual or potential material conflicts of interest;
- Use reasonable care and diligence, and exercise independent professional judgment when conducting investment analysis, making investment recommendations, and engaging in other professional activities; and
- Comply with applicable laws and regulations in the jurisdictions in which Quinbrook operates.

A copy of the Firm's Code of Ethics can be provided to its clients or potential clients on request.

B. Recommendations Involving Material Financial Interests

The Firm abides by the Quinbrook Global Deal Allocation Policy and the Quinbrook Compliance Policies and Procedures Manual which contains the group policy on conflicts of interest. The primary principle is the fiduciary duty to investors. The Firm's advisory Client is also bound by this policy. Where conflicts of interests arise, the Group Audit, Risk and Compliance Committee will decide whether to manage the conflict, or to decline to act.

C. Investing Personal Money in the Same Securities as Clients

Certain of the Firm's supervised persons are entitled to participate in the group's carried interest plan. Once offered the opportunity, participation is at the discretion of the supervised person. Participation is not considered to create a conflict of interest for two reasons; i) that participation generally results in alignment of interests with investors; and ii) that the investment advice provided by the Firm to the Manager can be accepted or rejected at the Manager's sole discretion.

D. Trading Securities At/Around the Same Time as Client's Securities

The assets and securities in which the Quinbrook Funds invest are generally not publicly traded and each investment transaction is executed at a single price with a single set of terms, regardless of which of Quinbrook's Funds, including those with carried interest plans, are participating. Where the investment portfolio of any Fund includes securities which become listed, Quinbrook employees are prohibited from dealing in the securities of that investment, as discussed in item A above.

Item 12 Brokerage Practices

A. Factors Used to Select Broker-Dealers

The Funds invest directly into infrastructure assets, and the Firm provides investment advice relating to such assets, having no requirement for the services of a broker-dealer.

B. Aggregating (Block) Trading for Multiple Client Accounts

The Firm currently only has one direct client, the Investment Manager, and therefore does not aggregate trades for multiple client accounts. Any investment assets acquired or funded by multiple investment vehicles are held by those vehicles in proportion to the amounts actually contributed and in accordance with the co-investment agreements between them.

Item 13 Review of Accounts

A. Frequency and Nature of Periodic Reviews and Who Makes Those Reviews

The Firm does not review the Manager's financial plans. The Investment Advisory Agreements governing the relationship gives full discretion to the Manager in accepting or rejecting the investment advice provided by the Firm. The Firm will provide ongoing monitoring services in respect of the investments it recommends which are accepted by the Manager. The Manager will periodically review the information provided to it in respect of this monitoring activity.

B. Factors that will Trigger a Non-Periodic Review of Client Accounts

Given the nature of the advisory business, the Firm generally only reviews Client Accounts on a periodic basis.

C. Content and Frequency of Regular Reports Provided to Clients

The reports issued to the Manager in respect of its managed assets are produced by the Fund via its administrators, rather than the Firm.

Item 14 Client Referrals and Other Compensation

A. Economic Benefits Provided by Third Parties for Advice Rendered to clients

No third parties provide benefit to the Firm for advice rendered to its client.

B. Compensation to Non-Advisory Personnel for Client Referrals

Although there is currently a single client, the Firm is not precluded from advising others in the future. These are likely to be other Quinbrook group entities, and as such no referral fees will arise.

Item 15 Custody

The Firm does not take physical custody of client funds or securities. All client assets are held in custody by unaffiliated broker/dealers or banks, however the Firm may have access to client accounts since it or an affiliate serves as the Investment Manager or General Partner of Private Funds. The Private Funds are subject to an annual audit and the audited financial statements are distributed within 120 days of the Funds' fiscal year end to each limited partner (or member or owner).

Item 16 Investment Discretion

The Firm does not have discretion to manage securities accounts on behalf of clients. The Firm does assist in arranging investment transactions where the Manager accepts the investment recommendation.

Item 17 Voting Client Securities

Due to the investment strategies of the Fund and the Co-Investment Funds and the nature of the Firm's advisory services the Firm does not anticipate having authority to vote client securities.

The Firm generally does not participate in class action settlements on behalf of clients or the Funds to which it acts as sub-adviser.

Item 18 Financial Information

No prepaid fees are solicited more than 6 months in advance, the Firm has never filed for bankruptcy and it is not aware of any financial condition that is likely to impair its ability to provide services to clients.