



Evolution Credit Partners Management, LLC

**28 State Street, 23rd Floor
Boston, Massachusetts, 02109**

(617) 410-4800

March 22, 2024

This brochure provides information about the qualifications and business practices of Evolution Credit Partners Management, LLC. If you have any questions about the contents of this brochure, please contact us at (617) 410-4800 or at info@evolutioncreditpartners.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (“**SEC**”) or by any state securities authority.

Evolution Credit Partners Management, LLC is registered as an investment adviser with the SEC. An investment adviser’s registration with the SEC does not imply a certain level of skill or training.

Additional information about Evolution Credit Partners Management, LLC also is available on the SEC’s website at www.adviserinfo.sec.gov.

Item 2: Material Changes

There have been no material changes to this brochure since the Adviser's amendment filing made in March 2023.

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Item 4: Advisory Business

Founded in November 2017, Evolution Credit Partners Management, LLC (“**Evolution**,” “**Adviser**,” “**we**,” “**us**,” “**our**” or the “**Firm**”), is a Delaware limited partnership. The Firm’s principal owners are Rene J. Canezin and Michael P. Guarnieri. The Firm’s principal place of business is in Boston, Massachusetts.

The Firm provides investment advisory services on a discretionary and non-discretionary basis to its Clients, which consist of Evolution Credit Partners I, L.P., Evolution Credit Partners I (Cayman), L.P., Evolution Credit Opportunity Master Fund II A-L.P., Evolution Credit Opportunity Master Fund II B-L.P., Evolution Credit Opportunity Fund II, L.P. Evolution Credit Opportunity Fund II (Parallel A), L.P., Evolution Credit Opportunity Fund II (Parallel), L.P. and Evolution Credit Partners Trade Finance, L.P. (collectively referred to as the “**Pooled Investment Vehicles**”), and holders of separately managed investments or accounts (“**Managed Accounts**”). Collectively, the Pooled Investment Vehicles and Managed Accounts will be referred to herein as the Firm’s clients (“**Clients**”).

The Clients are exempt from registration under the Investment Company Act of 1940, as amended (the “Investment Company Act”), pursuant to Section 3(c)(7) of the Investment Company Act. Interests in the Clients are privately offered only to “qualified purchasers” or “knowledgeable employees.” Generally, the Client’s investors are high net worth individuals or institutions, such as universities, trusts, pensions, family offices, and other professional investors.

Clients are managed in accordance with the investment objectives, strategies, restrictions, and guidelines, as described in the relevant offering documents and/or investment advisory agreements. The Firm generally does not tailor its advisory services to the individual needs of those persons or entities that invest in the Clients. The Firm provides investment advisory services to certain Managed Accounts on a non-discretionary basis. The other Clients where the Firm has discretion may not typically impose restrictions on investing in certain securities and other financial instruments.

In addition, the Firm has the right to enter into agreements, such as side letters, with certain investors in the Clients that may in each case provide for terms of investment, including fee arrangements, that may be different than the terms provided to other investors in the Clients. Additionally, the Firm has entered into agreements with certain investors that are not affiliated with the Firm (the “**Strategic Investors**”), in connection with the Strategic Investors making an investment in the Pooled Investment Vehicles. In consideration for this investment, Strategic Investors are granted certain rights and are subject to certain obligations that are different from those generally provided to other investors. The Strategic Investors have no obligations or responsibilities to, and are not involved in the management of, the Firm.

Shares or limited partnership interests in the Clients are not registered under the U.S. Securities Act of 1933, as amended (the “Securities Act”), and the Clients are not registered under the Investment Company Act of 1940, as amended (the “Investment Company Act”). Accordingly, interests or shares in the Clients are offered and sold exclusively to investors satisfying the applicable eligibility and suitability requirements, in private transactions within and outside the United States.

As of December 31, 2023, the Adviser manages \$2,529,389,527 of regulatory assets under management.

Item 5: Fees and Compensation

Evolution receives compensation from the Clients calculated as a percentage of the assets managed and/or on performance achieved with respect to the Clients, or specific interests therein, as provided in the governing documents of the relevant Clients. Pooled Investment Vehicles and the Managed Account are

subject to management fees ranging from 1.00% to 1.75% per annum, that are charged on a quarterly basis, in advance or in arrears and subject to step-up and step-down provisions, based on invested capital, as outlined in the Clients' governing documents. Additionally, the Clients are subject to performance fees that vary by investment strategy. If it is determined by the Firm that affiliates of Evolution receive performance fees in excess of the Clients' performance fee obligation, these amounts will be returned to the Clients based upon specific time periods in the governing documents. In some circumstances, the Firm does negotiate fees and other terms in "side letters" for the Clients in accordance with the relevant governing documents. Where applicable, the Firm may, in its discretion, elect to reduce or waive the management fee or the performance fee or allocation with respect to any investor in the Clients. Any affiliate of the Firm does not pay management fees.

Evolution deducts the management fee described above from the Pooled Investment Vehicles' accounts quarterly in advance or in arrears as provided in their governing documents. Because investors in the Pooled Investment Vehicles generally are not permitted to make intra-quarter redemptions and management fees are prorated for any periods shorter than a full payment period, investors do not pay a management fee in excess of what they owe for any period. As described in Item 6 below, Evolution may receive a performance fee allocation from the Pooled Investment Vehicles on a quarterly or annual basis or a shorter period coinciding with an earlier date if an investor redeems their interest. Certain Managed Accounts will receive a fixed management fee at the close of investments managed by the Firm on a non-discretionary basis. The Firm may also receive structuring and other fees from co-investment partners. Certain Managed Accounts will receive performance fees upon liquidation of investments managed on a discretionary basis. The Clients also generally make a performance allocation with respect to liquidating investors at the time distributions are made to such investors.

In addition to management and performance fees paid to Evolution and/or its affiliates, Clients generally also incur other fees and expenses that they pay to unaffiliated third parties directly, such as brokerage and other transaction-related costs to trading counterparties, and custodial fees paid directly to the account's custodian. See also Item 12: Brokerage Practices.

The recipients of this Brochure should refer to the governing documents of the Clients for specific information about expenses borne by the Clients.

Neither Evolution nor any of its supervised persons accept compensation for the sale of securities or other investment products.

Item 6: Performance-Based Compensation and Side by Side Management

Evolution and/or its affiliate(s) accept performance-based compensation from its Clients. Because Evolution and its affiliates manages or will manage more than one Client account, the potential exists for one Client to be favored over another Client. In particular, Evolution, its affiliates, and their investment personnel have a greater incentive to favor Clients that pay Evolution or its affiliates higher performance-based compensation. In addition, principals and certain employees of Evolution have personal investments in one or more of the Clients, and such investments are not proportionate among the various Clients. Accordingly, Evolution has an incentive to favor Clients in which its principals or employees have a greater interest.

Evolution has adopted and implemented policies and procedures intended to address conflicts of interest relating to the management of multiple Client accounts and Clients in which Evolution's principals or employees invest. In particular, Evolution has adopted an investment allocation policy designed to achieve equitable allocation among Clients over time. Evolution will not take compensation into account when

allocating investment opportunities. Further, in allocating investment opportunities among Clients, Evolution considers a number of factors as stipulated in the allocation policy, including, without limitation, the relative amounts of capital available for new investments, Client suitability and eligibility, regulatory and legal requirements, tax considerations, investment guidelines, and the investment programs and portfolio positions of the accounts for which participation is appropriate. Assuming these criteria are met across all Clients, any investment opportunity will be allocated on a pro-rata basis based upon each Client's target portfolio investment size.

Item 7: Types of Clients

Evolution advises certain private fund Clients that rely on certain exclusions from the definition of "investment company" in the Investment Company Act of 1940, as amended.

Investors in the Clients may include but are not limited to high-net-worth individuals, or other natural persons meeting eligibility requirements, banks or thrift institutions, investment companies, pension and profit-sharing plans, trusts, estates or charitable organizations, or corporations or business entities other than those listed previously, private funds or other entities.

Evolution determines in its sole discretion any requirements for entering into an investment advisory agreement with the Clients, including whether the Clients are large enough to implement its desired investment program. The Pooled Investment Vehicles have minimum investment requirements. Managed Account minimums are separately negotiated on a case-by-case basis with each prospective Managed Account investor. Evolution reserves the right to waive or reduce any such minimum at its sole discretion.

Item 8: Methods of Analysis, Investment Strategy and Risk of Loss

Investment Objective:

The Firm's private capital strategy focuses on investing primarily in senior secured first lien loans, unitranche loans, second lien loans, mezzanine loans and preferred equity of private companies based primarily in North America. The Firm seeks to structure investments to provide current cash pay interest and additional upside through original issue discount ("OID") or other fees.

The Firm's contingent credit strategy includes the evaluation of short-term investment opportunities alongside investment banks and other financing providers who underwrite and syndicate loans, including private equity sponsors, to identify loans, bond bridges, revolvers, or other credit facilities of private, U.S. companies in the middle and broadly syndicated loan markets. This strategy also provides trade finance credit support to vendors as part of the supply chain process by taking credit exposure to outstanding accounts receivables, accounts payables and/or similar obligations from goods or services sold by a vendor in the ordinary course of business to a customer or other obligor. The Firm seeks to structure investments that provide income in the form of fees, put option premiums and other income.

The Firm's tactical credit strategy intends to invest in a variety of loans, bonds, accounts receivable, or other financial instruments that arise due to special situations such as industry dislocations, market interruptions, market volatility, and gaps in the availability of credit, and may include out-of-favor sectors.

The Firm's investment team uses a disciplined, credit-driven investment approach aiming to maintain risk-adjusted returns while maintaining its desired credit risk profile through in-depth due diligence on companies, management teams and private equity sponsors, and conducting fundamental credit and

valuation analyses. The Firm actively manages portfolio investments through ongoing dialogue with equity owners and management, the monitoring of operational results, compliance with covenants, where applicable, and evaluating potential exit alternatives for part or all of each investment.

Risk Factors:

Opening an account with the Firm involves substantial risks, and prospective investors should carefully consider, among other factors, the risks described below. The following explanation of certain risks is not exhaustive, but rather highlights some of the more significant risks involved in the Clients' investment strategies. For a complete explanation of the Clients' relevant investment strategies and their associated risks, investors should review the relevant offering documents or investment management agreement, which may contain additional explanations of strategies, risks and other related details not discussed below.

General Risk of Loss: There can be no assurance that Client investment objectives will be achieved or that an underlying investor will receive a return of its capital. Each Client or underlying investor shall be prepared to bear the loss of its investment.

General Economic and Market Conditions

The investments of the Clients are affected by general economic and market conditions such as interest rates, availability of credit, inflation rates, economic uncertainty, changes in law, trade barriers, and the recent Russian invasion of Ukraine in February 2022. These factors can affect the level, liquidity, and volatility of the prices of financial instruments of these investments. These factors could impair profitability and possibly result in losses.

In addition, the Firm does not have exposure to Russian investments or instruments denominated or priced in Russian currencies.

Reliance on Management and Principals: The Firm's future success depends, to a significant extent, upon the continued services of the Manager and senior investment professionals. The loss of one or more key individuals of the Manager could have a material adverse effect on the performance of the Clients. In order to ensure smooth succession for our Firm, we continue to assess internal and external candidates for our long-term business. Internally, we assess our entire team, with a focus on the current Managing Directors, and involve them in many aspects of the Firm's management and operations. The Firm has a succession plan and is constantly building relationships and assessing other individuals to determine appropriate candidates to consider as part of the Firm's succession planning.

Duration: Clients' investment periods will vary and there can be no guarantee that a certain Client will be able to successfully deploy its strategy over a shorter time horizon. The success of the Clients is reliant upon market conditions, which may not provide for an appropriate backdrop for a short-term investment strategy.

Nature of Loans Generally: Although the Clients invest or may invest in loans and other debt instruments or obligations secured by collateral, the Clients may be exposed to losses resulting from default and foreclosure of any such loans or interests in loans in which it has invested. Therefore, the value of underlying collateral, the creditworthiness and solvency of borrowers and the priority of liens are each of significant importance in determining the value of the Clients' investments. No guarantee can be made regarding the adequacy of the protection of the Clients' security in the loans or other debt instruments in which they invest.

There are limited restrictions on the credit quality of loans and debt instruments that the Clients invest in,

and therefore the Clients' debt instruments may have speculative characteristics. Borrowers that are the subject of such loans and that issue such debt instruments are often highly leveraged and may not have more traditional methods of financing available to them.

Nature of Middle Market Senior Loans: Middle market senior loans generally are unrated or if rated will have ratings or implied or imputed ratings below investment grade. The lower rating of such loans reflects a greater possibility that adverse changes in the financial condition of the borrower or in general economic conditions (including, for example, a substantial period of rising interest rates or declining earnings) or both may impair the ability of the borrower to make payment of principal and interest. The market for lower-rated and comparable non-rated debt instruments and securities is thinner, often less liquid, and less active than that for higher-rated and comparable non-rated debt instruments and securities, which can adversely affect the prices at which such debt instruments and securities can be sold and may even make it impracticable to sell such debt instruments and securities. In addition to the foregoing, such loans may become non-performing for a variety of reasons. A non-performing loan may require substantial work-out negotiations or restructuring that may entail, among other things, a substantial reduction in the interest rate and/or a substantial write-down of principal or accrued interest due on the loan as well as substantial legal and other fees and expenses. Because of the unique and customized nature of a loan agreement and the private syndication of a loan, certain loans may not be purchased or sold as easily as publicly traded securities. Historically, the trading volume in the loan market has been small relative to other markets. Loans may encounter trading delays due to their unique and customized nature, and transfers may require the consent of an agent or borrower. Another risk is pre-payment, which may occur at any time without premium or penalty. For these loans, the exercise of pre-payment rights during periods of declining spreads could cause the Clients to reinvest proceeds in lower-yielding investments resulting in lower returns.

Nature of Trade Finance: Upon exercise of such option by a counterparty, the Clients may end up holding illiquid assets. Such illiquidity may result from the absence of an established market for credit obligations as well as legal or contractual restrictions on their resale. To the extent that there is no trading market for a position, the Clients may be unable to liquidate their position or may be unable to do so at a profit, resulting in minimal to no recovery on the position. There might be no readily available market for some of the Clients' holdings which will make it difficult to value. In the event a claim under a trade finance put option is disputed, there may be an extended period during which the counterparty could elect to exercise the trade finance put option and the Clients' potential may extend longer than the stated exercise date.

Competition and Availability of Investments: The Firm may compete with public and private funds, commercial and investment banks, commercial financing companies, insurance companies, and business development companies and, in some instances, other firms that underwrite investment opportunities. New entrants have increased competition for investment opportunities in the U.S. middle market and broadly syndicated markets and the Firm expects the trend to continue.

Many of the Firm's potential competitors are substantially larger and are expected to have considerably greater financial, technical, and marketing resources than it does, including other private investment firms and hedge funds, large and well-capitalized operators, contractors, commercial, investment and merchant banks and insurance and reinsurance companies. There can be no assurances that the competitive pressures faced by the Firm will not have a material adverse effect on the Firm's business, financial condition, and results of operations. Furthermore, as a result of this competition, the Firm may not be able to take advantage of attractive investment opportunities from time to time.

Bank Syndication Process: The returns achieved by certain Clients will depend in large part on the efforts and performance results obtained by underwriters that are underwriting the investment opportunities.

The bank syndication process will be subject to market risk that is largely based upon the U.S. loan market. Prices and loan values typically fluctuate in response to changes in the particular underlying portfolio company's financial condition and factors affecting the overall market in general. Further, the contingent credit strategy is dependent on the demand for syndicated loans. A number of institutions have, in the recent past, suffered significant losses when demand for structured securities investing in loans halted suddenly, leaving loan syndicators with loan positions that they could not sell, particularly during global financial crises, when liquidity and valuation of debt instruments both deteriorated simultaneously. As a result, certain Clients may sustain substantial losses.

Investments Longer Than Term of the Clients: The Clients may be required to hold an investment position that may not be fully realized or disposed of prior to the date of dissolution of the Client. As a result, the Client may look to sell, distribute, or otherwise dispose of its position at a disadvantageous time for a price that is less than the price that could have been obtained if the loans were held for a longer period of time.

Short-Term Holder of Facilities: The Firm's contingent credit strategy is not designated to hold investments long-term holder and would be expected to exit the loan or settle a position through a sale to a third party in the short term. As a result, the position may be sold at a price that is less than it would have been if these certain Clients were a long-term holder. Certain Clients may hold a credit obligation in connection with a counterparty default and may hold the position for an indeterminate period of time until it settles.

Delay in Settlement of Trade Finance: In the event a certain type of claim under a trade finance position is disputed, there may be an extended period of time during which the counterparty could exercise their rights under the respective agreements and certain Clients' potential liability may extend longer than the stated exercise date.

Illiquid and Long-Term Investments: The Clients invest in investments that, in many cases, are illiquid. Illiquidity may result from the absence of an established market for investments as well as legal or contractual restrictions on their resale. To the extent that there is no trading market for a particular investment, the Clients may be unable to liquidate that investment or may be unable to do so at a profit. Clients and/or investors should expect that they will not receive a return of capital even if the Clients' investments are successful.

Interest Rate Risk: Interest rate fluctuations may have a substantial negative impact on the Clients related to investments. A reduction in the interest rates on new investments relative to interest rates on current investments could also have an adverse impact on the Clients' net investment income. An increase in interest rates could decrease the value of any investments the Clients hold with interest rate floors above prevailing rates or earning fixed interest rates, and also could increase the Clients' interest expense, thereby decreasing its net income.

Due Diligence: Before making investments, the Firm conducts due diligence to the extent it deems reasonable and appropriate based on the applicable facts and circumstances. When conducting due diligence, the Firm generally evaluates a number of important business, financial, tax, accounting, environmental, regulatory, and legal issues in determining whether to proceed with an investment. Nevertheless, when conducting due diligence and making an assessment regarding an investment, the Firm is required to rely on resources available to it, including information provided by potential counterparties, equity managers and other independent sources. The due diligence process may at times be required to rely on limited or incomplete information, particularly with respect to less-established companies. Accordingly, the Firm cannot guarantee that the due diligence investigation it carries out with respect to any investment opportunity will reveal or highlight all relevant facts that may be necessary or helpful in evaluating such investment opportunity.

Creditors' Rights: The Clients' investments and the collateral underlying those investments are subject to

various laws for the protection of creditors in the jurisdictions of the investments concerned. Such differences in law may also adversely affect the rights of the Clients as a lender with respect to other creditors. Additionally, the Clients, as a creditor, may experience less favorable treatment under different insolvency regimes than those that apply in the United States, including in cases where the Clients seek to enforce any security it may hold as a creditor.

Stated Maturity of Debt Instruments: The Firm actively makes investments through the end of the defined investment period for the direct lending strategy and, as such, the stated maturity of debt instruments may exceed the term of certain Pooled Investment Vehicles. The Firm generally makes debt investments where it expects that the principal amount of such instrument will be paid prior to the stated maturity of such instrument, provided, however, that there is no guaranty that borrowers will repay such obligations prior to the stated maturity date, or that the instrument will not be amended to extend the stated maturity date or otherwise modify the terms.

Recourse to the Clients' Assets: The Clients' assets, including any investments made by the Clients, are available to satisfy all liabilities and other obligations of the Clients. If the Clients become subject to a liability, parties seeking the liability satisfied may have recourse to the Clients' assets generally and will not be limited to any particular assets, such as the asset representing the investment giving rise to the liability. Accordingly, investors could find their interest in the Clients' assets adversely affected by a liability arising out of an investment of the Clients.

Effect of Bankruptcy and Restructurings: The Clients may make investments in companies that become involved in bankruptcy proceedings or restructurings or that experience financial difficulties. A bankruptcy filing may adversely and permanently impact the value of a company and can involve extremely high administrative costs that may impair the value of the company. Under certain circumstances, payments to the Clients may need to be restored to the company if any such payment or distribution is later determined to have been a fraudulent conveyance, preferential payment or similar transaction under applicable bankruptcy and insolvency laws. As a result, distributions to investors may need to be returned to the Clients. Furthermore, investments in distressed companies and restructurings may be adversely affected by statutes relating to, among other things, fraudulent conveyances, voidable preferences, lender liability and the court's discretionary power to disallow, subordinate or disenfranchise particular claims.

The contingent credit strategy may require the Client to purchase collateral obligations upon the bankruptcy of an underlying obligor. In such a case, the Client may become a creditor in the bankruptcy proceeding of such obligor. Many of the events within a bankruptcy case are adversarial and often beyond the control of the creditors. While creditors generally are afforded an opportunity to object to significant actions, there can be no assurance that a bankruptcy court would not approve actions which may be contrary to the interests of the Clients.

Possible Lack of Portfolio Diversification: The Firm endeavors to build and manage a diversified portfolio for the Clients with investments having representation in various industries and economic sectors, geographic regions and deal types which may include growth financings, recapitalizations, and buyouts. Despite the foregoing objectives, the portfolio may be concentrated in certain industries and/or economic sectors, geographic regions and/or deal types subject to certain limits as may be imposed by the investors.

Valuation of Client Assets: There may be situations in which the Firm is potentially incentivized to influence or adjust the valuation of the Clients' assets. For example, the Firm could be incentivized to employ valuation methodologies that may improve the Clients' track record or increase the value attributable to any securities distributed in-kind, which could increase the Firm's carried interest or performance fees. The Firm has adopted valuation policies to address these potential conflicts.

Risks in Using Certain Hedging Techniques: The Clients may enter into hedging transactions with a view to mitigate financial or other risks. Should such hedging transactions be implemented, there can be no assurance that they will have the intended mitigating effect. Hedging against a decline in the values of underlying investments by these risks would not eliminate the possibility of fluctuations in the values of such positions or prevent losses if the values of such positions decline for other reasons. Such hedging transactions may also limit the opportunity for gain if the values of the underlying investment should increase. Moreover, it may not be possible to hedge against factors generally anticipated by the markets, which may mean that a hedging transaction at an acceptable price is unavailable.

Subscription Based Credit Facility: Certain Pooled Investment Vehicles e have or may have a revolving credit facility based on the aggregate capital commitments of certain investors. As a result, these Pooled Investment Vehicles are required to make certain representations and warranties to its lender, indemnify the lenders pursuant to any credit facility in case such representations and warranties are inaccurate. Under such revolving credit facilities put in place, the Pooled Investment Vehicles would incur additional interest and other expenses with respect to such facility. Events of default under the credit facility may include, among other things, failure to pay amounts due under such credit facility, failure to inform the credit facility provider of certain events with respect to the Pooled Investment Vehicles, failure to provide the credit facility with certain periodic reports and financial statements, breach by the Pooled Investment Vehicles of other representations and covenants contained in credit facility documentation and other similar terms. If any such temporary borrowing is treated as “acquisition indebtedness,” or if the Pooled Investment Vehicles borrow to fund investments or activities, then a portion of the income generated by it could result in the recognition of unrelated business taxable income (“UBTI”) to a tax-exempt investor, which could in turn result in tax liability to such tax-exempt investor. No assurances can be provided that an investment in the Pooled Investment Vehicles funded with the subscription-based credit facility will not result in UBTI to a tax-exempt U.S. Partner.

Use of Debt to Acquire Investments: Certain Pooled Investment Vehicles may make portfolio investments and satisfy its other capital needs with proceeds from drawdowns under one or more revolving credit facilities (the collateral for which can be, for example, one or more assets of the Pooled Investment Vehicles, such as asset-backed facilities, or the undrawn capital commitments of investors, such as subscription lines). Subject to certain Pooled Investment Vehicles’ partnership agreements, there is no limitation on the amount of time any such borrowing may remain outstanding and the interest expense and other costs of any such borrowings will be these Pooled Investment Vehicles expenses and, accordingly, decrease their net returns. It is expected that interest will accrue on any such outstanding borrowings at a rate lower than a target preferred return, which will begin accruing when capital contributions to fund such investments, or repay borrowings used to fund such portfolio investments, are actually made to the Pooled Investment Vehicles. In light of the foregoing, the Firm has an incentive to fund (i) new portfolio investments, (ii) the ongoing capital needs of existing portfolio investments with the proceeds of such borrowings in lieu of drawing down capital commitments. As a general matter, use of leverage in lieu of drawing down capital commitments amplifies returns (either negative or positive) to investors.

Leveraged Nature of Investments: The portfolio companies in which the Clients may invest may be highly leveraged, thereby increasing the degree of credit risk inherent in each investment. Leverage often imposes restrictive financial and operating covenants on a company, in addition to the burden of the debt service, and may impair its ability to finance future operations and capital needs or to pay principal and interest on the Client’s investments when due. The leveraged capital structure of portfolio companies will increase the exposure of the Client’s investments to any deterioration in a company’s condition or industry, competitive pressures, an adverse economic environment, or rising interest rates. In the event any portfolio company cannot generate adequate cash flow to meet its debt service needs, the Clients may suffer a partial or total loss of capital invested in the portfolio company, which could adversely affect the returns of the Clients. Furthermore, the companies and securities in which the Clients will invest may or may not be rated by a credit rating agency.

Disruption in Credit Markets: In recent years, the global economy has been negatively affected by significant disruptions in the credit markets, including the collateralized debt obligation and leveraged finance markets, and a general economic downturn and, in certain countries, recession. Significant risk for the Clients and underlying investors continues to exist as a result of credit market volatility and uncertain economic conditions. These risks include, among others, (a) the possibility of accelerated prepayments of attractively priced (i.e., the all-in yield) performing Client assets as a result of increased liquidity and competition in the middle market private debt asset class driven by economic conditions, relative performance, monetary policy or other governmental action or other factors, and (b) the impact of adverse economic conditions on the obligors of the Client's assets. These risks may affect the returns, if any, to the investors or the ability of Clients to return any or all of the investors' capital.

The market for a number of financial products, including leveraged loans, is volatile. Disruptions in the credit markets may reduce opportunities for the Client to make investments and may also heighten refinancing risk in respect of maturing Client assets. Any events that slow, delay or reverse economic recovery or cause a deterioration in loan performance generally may affect the returns, if any, to investors or the ability of the Clients to return any or all of the investors' capital.

Nature of Companies with Less than \$250 Million of EBITDA: Loans to these companies are likely to carry more risks than loans to larger, publicly traded entities. For example, there is generally no publicly available information about privately-owned middle market companies and some obligors may not meet net income, cash flow and other coverage tests that may be imposed by certain lenders. Further, middle market companies that borrow below investment-grade loans may be highly leveraged. These companies generally have more limited access to capital and higher funding costs, may be in a weaker financial position, may need more capital to expand or compete, and may be unable to obtain financing from public capital markets or from traditional sources, such as commercial banks. These companies frequently have shorter operating histories, narrower product lines and smaller market shares than larger businesses, which render them more vulnerable to competitors' actions and market conditions, as well as general economic downturns.

Cybersecurity: The Firm, its service providers and other market participants increasingly depend on complex information technology and communications systems to conduct business functions. These systems are subject to a number of different threats or risks that could adversely affect the Clients, despite the efforts of the Firm and service providers to adopt technologies, processes and practices intended to mitigate these risks and protect the security of their computer systems, software, networks, and other technology assets, as well as the confidentiality, integrity and availability of information belonging to the Clients. For example, unauthorized third parties may attempt to improperly access, modify, disrupt the operations of, or prevent access to these systems of the Firm, the Clients' service providers, counterparties, or data within these systems. Third parties may also attempt to fraudulently induce employees, customers, third-party service providers or other users of the Firm's systems to disclose sensitive information in order to gain access to the Firm's data or that of its underlying investors. A successful penetration or circumvention of the security of the Firm's systems could result in the loss or theft of an investor's data or funds, the inability to access electronic systems, loss or theft of proprietary information or corporate data, physical damage to a computer or network system or costs associated with system repairs. Such incidents could cause the Clients, the Firm, or their service providers to incur regulatory penalties, reputational damage, additional compliance costs or financial loss. Similar types of operational and technology risks are also present for companies in which the Clients invest, which could have material adverse consequences for such companies, and may cause the Clients' investments to lose value.

Disaster Recovery: The Firm has put in place safeguards designed to protect the interests of the Clients in case of disruption of information technology, including, without limitation, transmission failures. Such measures may include the use of parallel or back-up systems, emergency power and alternative data feeds. There can be no

guarantee that such measures will be effective in all situations, and the Firm and the Clients may be adversely affected by the occurrence of any such disruption.

Strategic Investors: In recognition of its provision of their initial capital contributions, certain key investors in the Pooled Investment Vehicles have been designated as “Strategic Investors,” and are granted different economic terms in certain investment vehicles. While the Firm and the Strategic Investor, respectively, seek to manage any potential conflicts of interest in good faith, there may be situations in which the interest of the Strategic Investor, as an investor in certain investment vehicles, conflicts with (without limitation) its relationship with the Firm.

Allocation of Investments: The Firm may, from time to time, be presented with investment opportunities that fall within the investment objectives of various Clients. In such circumstances, the Firm expects to allocate such opportunities (including any related co-investment opportunities) among the Clients in accordance with its allocation policy as in effect from time to time and in order to ensure that each Client is treated in a manner that, over time, is fair and equitable. Certain inherent conflicts of interest arise from the fact that (i) the Firm provides investment management services to more than one Client and (ii) the Clients may have overlapping investment strategies.

The Firm will have the discretion to construct what, in its business judgment, constitutes an appropriate investment portfolio for each Client. As such, in determining what it believes to be an appropriate portfolio for each Client, the Firm may consider factors in addition to those outlined above.

As a result, in certain circumstances opportunities suitable for a Client may not be presented to such Client. Moreover, certain other Clients may receive priority with respect to certain opportunities. There can be no assurance, however, that the application of the allocation policies described above will result in the allocation of a specific opportunity to any Client, that the Clients will participate in all opportunities falling within their investment objective, or that such opportunity may not be disproportionately allocated to one Client versus another Client.

Allocation of Expenses: The Firm may from time to time incur fees, costs, and expenses on behalf of more than one Client. To the extent such fees, costs and expenses are incurred for the account or benefit of more than one Client, (i) if such amounts relate to a specific, consummated investment, each Client will typically bear an allocable portion of any such amounts pro rata based on the size of its investment in the entity to which the expense relates (or such other non-pro rata manner as the Firm determines, in its sole discretion, to be fair and reasonable), and (ii) if such amounts do not relate to a specific investment, each Client will typically bear an allocable portion of any such amounts based on such criteria as the Firm determines, in its sole discretion, to be fair and reasonable (in the case of (i) and (ii), subject to the terms of each Client’s applicable constituent documents). Further, to the extent (A) some Clients do not agree to or do not otherwise bear fees, costs and expenses related to unconsummated investments (or, in some cases, consummated investments) or (B) the Firm determines, in its sole discretion, that it is impracticable to allocate certain fees, costs or expenses among various Clients, such fees, costs and expenses may be borne by a particular Client. The Firm believes that it allocates such fees, costs, and expenses on a fair and reasonable basis. Notwithstanding the foregoing, the Firm may in the future develop policies and procedures to address the allocation of expenses that differ from its current practice.

Failure to Make Capital Contributions: If an investor fails to pay when due installments of its capital commitment to the Client or any amount otherwise due under their respective partnership agreements, and the capital contributions made by non-defaulting investors and borrowings by the Client are inadequate to cover the defaulted capital contribution, the Client may be unable to pay its obligations when such obligations become due. As a result, the Client may be subjected to significant penalties that could have a material adverse effect on the returns to the investors.

Use of Alternative Investment Vehicles: If the Firm determines for legal, tax, regulatory, accounting, or other reasons that an investment should be made through alternative investment vehicles, the Firm may structure the making of, or restructuring of, all or any portion of such investment through alternative investment vehicles pursuant to the terms of the applicable partnership agreements. Regardless of the terms of an alternative investment vehicle, it is possible that the applicable tax or regulatory authorities will not respect the separate identity of the alternative investment vehicle (apart from that of other entities setup for Clients), in which case, the proposed benefits associated with establishing an alternative investment vehicle may not be realized.

Restrictions on Transfer: An investment in a certain hedge fund Client must be willing to bear the economic risk of their investment, whereby they can generally only make withdrawals at certain times upon providing sufficient notice to the Firm, which may be subject to lock-up periods and other restrictions. Further, under certain circumstances, the Firm may suspend withdrawals and/or the payment of withdrawal proceeds.

In addition, all payments of withdrawal proceeds are subject to the liquidity of this hedge fund Client's assets. Further, the Firm will not be under any obligation to liquidate the hedge fund Client's assets to provide cash to meet a withdrawal if the Firm determines, in its sole and absolute discretion, that such liquidation might be detrimental to the interests of the hedge fund Client or that such liquidation is not reasonably practicable. Therefore, payment of the withdrawal proceeds may be delayed in certain circumstances. To the extent that payments of withdrawals are delayed, the amount otherwise payable to and investor will be increased or decreased to reflect the performance of the hedge fund Client through the date on which the withdrawal proceeds are paid.

Withdrawals: The investors in a certain hedge fund Client may only make withdrawals at certain limited times and upon certain required advance notice. Furthermore, withdrawal provisions applicable to certain classes of investors, if such classes are established, may differ. It is possible that one or more large withdrawals by one or more investors could result in the Firm being forced to liquidate certain investments. This could result in the reduction of the diversification of the hedge fund Client's assets. Under certain limited circumstances, the Firm may suspend withdrawals and/or the payment of withdrawal proceeds.

Co-Investments: The Firm or its affiliates may, in their sole discretion, provide co-investment opportunities to one or more underlying investors in the Pooled Investment Vehicles. Co-investments will be offered to certain underlying investors before they are offered to other underlying investors.

The Firm may offer a co-investment opportunity to one or more of the categories of underlying co-investors described above without offering such opportunity to the other categories of co-investors. In any event, no underlying investor should have any expectation of receiving a co-investment opportunity nor will any underlying investor, solely by virtue of investing in the Pooled Investment Vehicles, be owed any duty or obligation in connection with co-investment opportunities.

Co-investments may be structured through investment vehicles or similar arrangements organized to facilitate such investments for legal, tax, regulatory or other purposes.

The Firm may (or may not) in their discretion: (i) charge carried interest, incentive allocation, management fees or other similar fees to co-investors, (ii) make an investment, or otherwise participate, in any vehicle formed to structure a co-investment to facilitate, among other things, receipt of such carried interest, incentive allocation, management fees or other similar fees; and (iii) collect customary fees in connection with actual or contemplated portfolio investments that are the subject of such co-investment arrangements. To the extent co-investors do not agree to or do not otherwise bear fees, costs and expenses related to unconsummated co-investments (or, in some cases, consummated co-investments), such fees, costs and expenses may be borne by the Pooled Investment Vehicles or their affiliates.

Item 9: Disciplinary Information

Evolution has not been subject to any legal or disciplinary action, whether criminal, civil, or administrative (including regulatory) in any jurisdiction. Likewise, no persons involved in the management of the Firm have been subject to such action.

Item 10: Other Financial Industry Activities and Affiliations

The general partners of the Pooled Investment Vehicles and Certain Managed Accounts are majority owned by Rene J. Canezin and Michael P. Guarnieri.

Neither Evolution nor any of its affiliates are registered or have an application pending to register as a broker-dealer or a registered representative of a broker-dealer.

Neither Evolution nor any of its affiliates are registered or have an application pending to register as a futures commission merchant, commodity pool operator, a commodity trading advisor, or an associated person of the foregoing entities. The Firm or its affiliates organize and sponsor the Funds, which are private pooled investment vehicles and affiliates serve as the general partner or managing member of such vehicles. These pooled investment vehicles managed by the Firm are controlled by these affiliated entities, and the Firm or these affiliates will be responsible for all decisions regarding portfolio transactions of the Funds and have full discretion over the management of the Funds' investment activities.

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

The Firm's Code of Ethics is available for review and will be provided to any client or prospective client upon request.

Participation or Interest in Client Transactions

Employees, or affiliates of the Firm, may make investments in the Pooled Investment Vehicles and Certain Managed Accounts. Evolution does not currently receive any compensation from such investments from employees.

Evolution and Evolution affiliates and employees may have a financial interest in the Pooled Investment Vehicles and Managed Accounts through a carried interest, performance allocation or a direct investment interest. As such, Evolution could be considered to have recommended to investors that they buy or sell securities or investments in which the applicant or a related person has some financial interest.

Code of Ethics and Employee Investment Policy

The Firm adopted a Code of Ethics and Employee Investment Policy that establishes various procedures with respect to conflicts of interest including investment transactions in accounts in which employees of Evolution or its related persons have a beneficial interest or accounts over which an employee has investment discretion.

In general, employees (and members of their immediate households) must obtain written pre-approval from the Chief Compliance Officer ("CCO") prior to executing a personal transaction in equity securities, fixed income products, options, futures and most other securities and financial instruments other than money market funds, mutual funds, certificates of deposit, investments in alternative assets, or other private

investments. In addition, employees may not acquire securities for their own account in an initial public offering without the consent of the CCO. Employees must also obtain pre-approval from the CCO before engaging in any outside business activities or investing in private placements.

All Evolution employees' brokerage statements are fed to the online compliance system. These are used to monitor compliance with the foregoing policies.

Item 12: Brokerage Practices

Evolution provides discretionary investment advice to the Pooled Investment, and certain Managed Accounts. Evolution also provides non-discretionary services to certain Managed Accounts. It does engage in trading with broker-dealers to execute Client portfolio transactions and for now, does not expect to maintain soft dollar arrangements.

Evolution recognizes that the analysis of execution and implementation quality involves several factors, both qualitative and quantitative. Although Evolution does not ordinarily engage financial intermediaries in connection with securities transactions for the Funds and Managed Accounts, if it does so, Evolution will consider a range of applicable factors (depending on the securities transaction) when hiring broker-dealers or other intermediaries for the purpose of completing said transactions. Factors include general expertise and background, the type and size of the transaction involved, the stability or solvency of the service provider or counterparty, settlement capabilities, time required to complete the transaction, and/or any arrangements relating to overall performance in the best interest of the Funds.

Evolution will seek to obtain the best execution. Employees involved in securities transactions on behalf of the Funds and Managed Accounts will consider at the time of such transaction's compensation for and the scope of services provided by financial intermediaries if such intermediaries are used. Evolution will review, at least annually, the brokered securities transactions, if any, effected on behalf of the Funds and Managed Accounts to attempt to assess whether the fees paid by the Funds and Managed Accounts are reasonable considering the services received. Due to the nature of the investments purchased and sold on behalf of the Funds and Managed Accounts, which are generally not publicly traded, Evolution does not aggregate the purchase or sale of securities for multiple client accounts as it would not be practicable to aggregate such transactions.

Item 13: Review of Accounts

The Firm performs various quarterly and other periodic reviews of the Clients' portfolios as needed. Each Client's portfolio is reviewed in the context of each Client's stated investment objectives and guidelines.

A targeted review of a Client account may be triggered by material changes in key variables that may affect the performance of the Clients, including, without limitation, changes in the financial markets or activity, trends in the political, regulatory, or economic environment or revised Client objectives.

The Firm reports to investors in the Pooled Investment Vehicles on a quarterly basis, as well as informally on an ongoing basis, regarding updates on the performance and status of the portfolio and other issues that might impact them. The Firm reports to investors in Managed Accounts as agreed to in the respective legal agreements.

Item 14: Client Referrals and Other Compensation

The Firm does not receive economic benefits from anyone who is not an investor for providing investment advice or other advisory services to the Clients.

The Firm may enter into written arrangements with third-party marketers for the referral of potential investors. Pursuant to the terms of such arrangements, third party marketers may be engaged by the Firm and are entitled to fixed fees, or a percentage of management fees earned by it on a referred asset. All such compensation will be fully disclosed to investors consistent with applicable law. Certain Pooled Investment Vehicles will incur no additional costs or expenses directly related to the third-party marketers as a result of any such compensation arrangement.

Item 15: Custody

The Firm has custody, as defined in Rule 206(4)-2 under the Advisers Act (the “**Custody Rule**”), of the assets of the Pooled Investment Vehicles.

To comply with the Custody Rule, Evolution complies with the pooled vehicle annual audit provision. Annually, upon completion of the annual audit of the Pooled Investment Vehicles conducted in accordance with U.S. Generally Accepted Auditing Standards, Evolution shall ensure that the audited financial statements are delivered to Investors in the Pooled Investment Vehicles within 120 days of its fiscal year end. The audited financial statements are prepared by an independent accounting firm that is registered with and subject to review by the Public Company Accounting Oversight Board, in accordance with U.S. Generally Accepted Accounting Principles. Investors should carefully review these audited financial statements.

Item 16: Investment Discretion

Evolution provides discretionary investment advice to the Pooled Investment, and certain Managed Accounts. Evolution also provides non-discretionary services to certain Managed Accounts. Evolution complies with the investment strategies and guidelines outlined in the Clients’ respective investment management agreements.

Item 17: Voting Client Securities

Neither Evolution nor Clients invest in public equities and therefore would most likely not be able to vote public company proxies. However, Evolution has established written policies and procedures setting forth the principles and procedures by which Evolution votes or gives consent with respect to securities owned by the Clients. In the unusual circumstance that Evolution is presented with an opportunity to vote a proxy for a security held in a Fund or Managed Account portfolio, the general policy is to vote in accordance with the best interest of the Fund or Managed Account. Evolution believes company management generally is best suited to make the decisions that are essential to the ongoing operation of the company. Therefore, Fund or Managed Account generally votes such proxies in line with company management.

Occasions may arise in which Evolution is required to vote a proxy while having a conflict of interest with a Fund or Managed Account. To protect the Fund or Managed Account against a breach of Evolution’s duties to them, on any occasion when a proxy vote presents a conflict of interest, the CCO presents any purported conflict of interest to René J. Canezin for consultation on the matter and conducts a conflict analysis accordingly, which will be documented by the CCO.

The Firm's proxy voting policies and procedures. As well as a record of how Evolution has voted in the past. are available for review and will be provided to any client or prospective client upon request.

Item 18: Financial Information

Registered investment advisers are required in this Item to provide certain financial information or disclosures about the registered investment adviser's financial condition. Evolution has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to Clients and has not been the subject of a bankruptcy proceeding. Evolution does not require or solicit prepayment of more than \$1,200 in fees for any Clients, six months or more in advance, and therefore has not included a balance sheet.