

Certares Management LLC

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March 2024

This Investment Adviser Brochure (“**Brochure**”) provides information about the qualifications and business practices of Certares Management LLC (“**Certares Management**”) and its related advisers. If you have any questions about the contents of this brochure, please contact us at 212-624-2940. 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.

Additional information about Certares is also available on the SEC’s website at: www.adviserinfo.sec.gov.

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Material Changes

This Brochure revises the following information from the version of this Brochure dated March 2023:

- To reflect the revised ownership percentages of each of M. Gregory O’Hara and Colin Farmer with respect to Certares Management LLC; and
- To reflect the addition of an additional fund being managed by Certares Real Estate Management LLC—Certares Real Estate Holdings II LP.

Advisory Business

Certares Management LLC (“**Certares Management**”) is owned approximately 44% by M. Gregory O’Hara (directly and through a controlled entity, Clementine Investments LLC) and approximately 36% by Colin Farmer (directly and through a controlled entity, Pemrose Corporation). Certares Management directly owns 100% of Certares Opportunities LLC and 100% of Certares Real Estate Management LLC (together with Certares Opportunities LLC and Certares Management LLC, “**Certares**”).

Certares Management

Certares Management provides investment advisory services primarily to two investment funds:

1. Certares Holdings I (consisting of three parallel fund vehicles—Certares Holdings LLC, Certares Holdings (Blockable) LLC and Certares Holdings (Optional) LLC (collectively, “**Certares Holdings I**”), each of which has the same investment objective and invests *pro rata* in each investment); and
2. Certares Holdings II (consisting of two parallel fund vehicles—Certares Holdings II LP and Certares Holdings II-A LP (collectively, “**Certares Holdings II**” and, together with Certares Holdings I, the “**Certares Holdings Funds**”), both of which have the same investment objective and invest *pro rata* in each investment).

Certares Holdings I was formed in 2018 and is not expected to make any further investments. Certares Holdings II was formed in 2022.

The investment objective of each Certares Holdings Fund is to achieve capital appreciation for its investors through equity and other structured investments in the travel, hospitality and travel-related business and consumer services sectors.

As the investment adviser to the Certares Holdings Funds, Certares Management is responsible for evaluating and monitoring the Certares Holdings Funds’ investments and providing day-to-day managerial and administrative services to the Certares Holdings Funds. Certares Management will source, structure and negotiate potential investments, monitor the performance of portfolio companies and advise the Certares Holdings Funds as to the disposition of investment holdings.

Capital commitments by investors to the Certares Holdings Funds will be managed by Certares Management on a discretionary basis.

Certares Management tailors its advisory services to the individual needs of each of its clients, Certares Holdings I and Certares Holdings II.

Certares Opportunities

Certares Opportunities LLC (“**Certares Opportunities**”) provides investment advisory services to CK Opportunities Domestic Fund, LP and CK Opportunities Offshore Fund, LP (collectively, “**CK Opportunities**”) jointly with Knighthead Capital Management, LLC. Each of the CK Opportunities investment vehicles will generally invest *pro rata* in each investment made by such investment vehicles based on the capital commitments to each investment vehicle, and each will have the same investment objective, which is to achieve superior risk adjusted returns while emphasizing the preservation of capital. CK Opportunities’ core strategy will be to invest in long-term public or private debt, bank loans, claims or other types of securities in, and to originate loans with respect to, stressed and distressed companies, including, but not limited to, as a result of COVID-19, in the travel and hospitality sectors, including, but not limited to, airlines, hotels (including hotel management companies) and other hospitality providers, online and offline travel agencies, travel management companies, booking and expense management tools, global distribution systems and other specialty intermediaries, tour operators, destination management companies, air and hotel whole-sellers, ocean and river cruise liners, and ancillary travel products.

As one of the two investment advisers to CK Opportunities, Certares Opportunities is responsible for evaluating and monitoring CK Opportunities’ investments and providing day-to-day managerial and administrative services to CK Opportunities. Certares Opportunities will source, structure and negotiate potential investments, monitor the performance of portfolio companies and advise CK Opportunities as to the disposition of investment holdings.

Capital commitments by investors to CK Opportunities will be jointly managed by Certares Opportunities and Knighthead Capital Management, LLC on a discretionary basis.

Certares Opportunities tailors its advisory services to the individual needs of its sole client, CK Opportunities. Restrictions on the types of securities in which CK Opportunities invests are contained in the documentation (such as the limited partnership agreements) relating to CK Opportunities.

Certares Real Estate

Certares Real Estate Management LLC (“**Certares Real Estate**”) provides investment advisory services to two investment funds:

1. Certares Real Estate Holdings I LP (the “**Certares RE Fund I**”); and
2. Certares Real Estate Holdings II LP (the “**Certares RE Fund II**” and, together with the Certares RE Fund I, the “**Certares RE Funds**” and, together with the Certares Holdings Funds and CK Opportunities, the “**Managed Funds**”).

The Certares RE Fund I was formed in 2021. The Certares RE Fund II was formed in 2024.

The investment objective of each Certares RE Fund is to invest in hospitality-related: real estate assets, businesses that derive significant value from real estate holdings, real estate companies, real estate mortgages, real estate mezzanine loans and other real-estate related securities and instruments.

As the investment adviser to the Certares RE Funds, Certares Real Estate is responsible for evaluating and monitoring the Certares RE Funds’ investments and providing day-to-day managerial and administrative services to the Certares RE Funds. Certares Real Estate will source, structure and negotiate potential investments, monitor the performance of portfolio companies and advise the Certares RE Funds as to the disposition of investment holdings.

Capital commitments by investors to the Certares RE Funds will be managed by Certares Real Estate on a discretionary basis.

Certares Real Estate tailors its advisory services to the individual needs of each of its clients, the Certares RE Fund I and the Certares RE Fund II.

Fees and Compensation

Certares Management

Management Fees

Certares Management is paid management fees (described as “Overhead Funding” in the Certares Holdings I formation documents) by the Certares Holdings Funds. In general, each Certares Holdings Fund pays Certares Management a per annum fee of up to 2.0% of the aggregate capital commitments by investors in each Certares Holdings Fund (other than by persons affiliated with Certares Management). Such fees are payable by the Certares Holdings Funds to Certares Management quarterly in advance. In the event the management agreement is terminated prior to the end of a quarter, Certares Management will refund that portion of the management fees allocable to the remaining portion of such quarter.

Detailed information regarding the management fees borne by investors in the Certares Holdings Funds is disclosed in the relevant offering documents and formation agreements of the applicable Certares Holdings Fund.

Portfolio Company and Legacy Fee Offset

Certares Management or its affiliates may earn monitoring fees from portfolio companies owned by a Certares Holdings Fund as well as closing, transaction and other similar fees upon completion of an acquisition or disposition of a portfolio investments for a Certares Holdings Fund. The proportion of such fees borne indirectly by the applicable Certares Holdings Fund are applied as an offset to the management fees otherwise payable by such Certares Holdings Fund.

In addition, Certares Management or its affiliates currently receive monitoring fees from existing investments unrelated to Certares Holdings in AmaWaterways and Guardian Alarm. Certares Management expects to continue earning such fees until such investments are sold. Such fees are applied as an offset to the management fees payable by Certares Holdings I (but not Certares Holdings II).

Expenses

In addition to management fees and performance fees (described below), investors in a Certares Holdings Fund indirectly bear the costs and expenses charged to such Certares Holdings Fund. Each Certares Holdings Fund is responsible for all expenses of its business and operations, other than Certares Management Expenses (as defined below), as set forth more fully in the formation agreements of each Certares Holdings Fund.

The following are “**Certares Management Expenses**”, all of which are borne by Certares Management: (i) any costs and expenses of providing to a Certares Holdings Fund any office space, furniture, fixtures, equipment, facilities, supplies and necessary ongoing overhead support services for operations of such Certares Holdings Fund; (ii) the compensation of the personnel working for Certares Management and its affiliates including salaries and employee benefits; (iii) costs of regulatory compliance by Certares Management and its affiliates that is not specifically related to a Certares Holdings Fund and its operations; and (iv) any expenses in support of the activities of Certares Management, such as insurance or fees or expenses of third party advisors, consultants or other service providers unrelated to the business of the Certares Holdings Funds.

Certares Opportunities

Management Fees

Certares Opportunities receives a management fee from CK Opportunities as described in its formation documents. In general, CK Opportunities pays a per annum management fee of 1.5% of invested capital (which is the amount of outstanding capital contributions made by investors in CK Opportunities (other than by persons affiliated with Certares or Knighthood Capital Management, LLC) plus the amount drawn down from any subscription facility); provided that such fee will be reduced to 1.0% per annum with respect to investors who commit to invest \$100 million or more to CK Opportunities. One-half of such fees are payable to Certares Opportunities and one-half are payable to Knighthood Capital Management, LLC. Such fees are payable quarterly in advance. In the event the management agreement is terminated prior to the end of a quarter, Certares Opportunities will refund that portion of the management fee allocable to the remaining portion of such quarter.

Detailed information regarding the management fee borne by investors of CK Opportunities is disclosed in the relevant offering documents and formation agreements of CK Opportunities.

Expenses

In addition to management fees and performance fees (described below), investors in CK Opportunities indirectly bear the costs and expenses charged to CK Opportunities. CK Opportunities is responsible for all expenses of its business and operations, other than the following ordinary day-to-day expenses incidental to the administration of CK Opportunities: (i) all costs and expenses of providing to CK Opportunities and its investment managers the office space, facilities, utility service, employee insurance, supplies and necessary administrative and clerical functions connected with CK Opportunities' business and (ii) all costs relating to the compensation of their employees.

Certares Real Estate

Management Fees

Certares Real Estate receives a management fee from the Certares RE Funds as described in its formation documents. In general, each Certares RE Fund pays a per annum management fee of 1.5% of capital commitments by investors in each Certares RE Fund (other than by persons affiliated with Certares). Such fees are payable quarterly in advance. In the event the management agreement is terminated prior to the end of a quarter, Certares Real Estate will refund that portion of the management fee allocable to the remaining portion of such quarter.

Detailed information regarding the management fee borne by investors the Certares RE Funds is disclosed in the relevant offering documents and formation agreements of the applicable Certares RE Fund.

Expenses

In addition to management fees and performance fees (described below), investors in a Certares RE Fund indirectly bear the costs and expenses charged to such Certares RE Fund. Each Certares RE Fund is responsible for all expenses of its business and operations, other than the following ordinary day-to-day expenses incidental to the administration of such Certares RE Fund: (i) all costs and expenses of providing to such Certares RE Fund and its investment managers the office space, facilities, utility service, employee insurance, supplies and necessary administrative and

clerical functions connected with such Certares RE Fund's business and (ii) all costs relating to the compensation of their employees.

Performance-Based Fees

Certares or an affiliate of Certares is also entitled to receive a distribution of a percentage of the profits on distributions derived from the disposition of investments (after taking into account certain expenses and fees) by the Managed Funds ("**Carried Interest**").

Although Carried Interest is a method of compensation that is generally used to align Certares' interests with those of the investors in its Managed Funds, it may also create an incentive for Certares to make more speculative investments. In addition, compensation in the form of Carried Interest may incentivize Certares to make different decisions regarding the timing and manner of the realization of a managed fund's portfolio investments than would be the case if such Carried Interest were not part of its overall compensation structure. Certares seeks to address these conflicts through careful vetting of investment opportunities by its investment professionals and disclosure of investments to investors through capital call notices and periodic reports. Additionally, certain investment professionals at Certares have and will invest in its Managed Funds, which is intended to align the interests of Certares and those of investors in such funds.

In addition, the formation agreements of its Managed Funds provide "clawback" provisions that require Certares and its investment professionals to return distributions of Carried Interest in certain circumstances and at certain times if and to the extent that, in the aggregate, Certares has received such distributions in excess of what it should have received.

Detailed information regarding the Carried Interest to be borne by the investors in the Managed Funds is contained in the formation agreements of such funds. Investors should not consider an investment in the Managed Funds without fully understanding the Carried Interest structure.

Types of Clients

Certares provides investment advisory services solely to investment funds (the Certares Holdings Funds, Certares Opportunities and the Certares RE Funds) exempt from registration with the U.S. Securities and Exchange Commission.

Investment in the Managed Funds is limited to investors that meet certain financial sophistication requirements. Investors must be (i) "accredited investors" within the meaning of Regulation D under the Securities Act of 1933, as amended, and (ii) "qualified purchasers" within the meaning of the Investment Company Act of 1940, as amended (the "**1940 Act**"). Certain Certares employees who qualify as "knowledgeable employees" under Rule 3c-5 of the 1940 Act are also permitted to invest directly or indirectly in Certares-managed funds. Investors considering an investment in a Managed Fund should consult with their own investment, tax and/or legal consultants prior to investing.

Methods of Analysis, Investment Strategies and Risk of Loss

Certares adheres to an investment process that includes: (i) proactive sourcing; (ii) a stringent due diligence and approval process; and (iii) active oversight and support. Certares' team of investment professionals takes an active role in all phases of Certares' investment process.

In evaluating potential investment opportunities, Certares analyzes the target's historical financial performance, including but not limited to sources of revenue, cost structure, margin profile, capital intensity and strategic positioning. Certares also evaluates the target's management team, shareholding and capital structure (before and after investment from Certares) and the defensibility and growth prospects based on the target's competitive positioning in the industry segments in which it participates. Certares performs a risk analysis, including but not limited to the target's legal contracts and obligations, insurance coverage,

governance structure, employee practices and key employees. Certares professionals structure its investments to balance growth opportunities with risk mitigation, including but not limited to shareholder, governance and other oversight rights and implementing a capital structure that suits the target's long-term strategic plan while protecting such investment if the target does not meet its plan.

Acquiring an interest in a Certares-managed fund involves a number of risks. An investment in such a fund may be deemed a speculative investment and is not intended as a complete investment program. It is designed for sophisticated investors who fully understand and are capable of bearing the risk of such investment. No guarantee or representation is made that such funds will achieve the investment objective or that investors will receive a return of their capital.

A brief overview of some of the prominent risks related to Certares' investment strategy is outlined below:

Risks of Investments in the Travel, Tourism, Hospitality and Travel-Related Industries

Investments in the travel, tourism, hospitality and travel-related industries may be adversely affected by events beyond the control of Certares. Such investments may be susceptible to the effects of "Acts of God," including earthquakes, floods, hurricanes, tropical storms, fires or other natural disasters, electricity shortages, war or other armed conflict or other national or local emergencies, and Certares-managed funds and their portfolio companies may not have adequate insurance against such events. In particular, portfolio investments may be affected by political instability and acts of terrorism, whether global or country-specific, that could cause direct damage to its or a portfolio company's assets, materially adversely affect the tourism industry in one or more countries where the portfolio companies are located, or materially adversely affect the travel industry generally, in each case negatively impacting returns. These events cannot be predicted with any certainty and may have a significant material adverse effect on investors.

Long-Term Investments and Illiquid Securities

Capital and profits, if any, from a portfolio investment generally will only be realized upon the partial or complete disposition of that portfolio investment. While a portfolio investment might be sold at any time, Certares expects that portfolio investments will be held for a number of years. In addition, in some cases Certares-managed funds may be prohibited by contract from selling certain securities for a period of time. It is unlikely that there will be public markets for the securities held by Certares-managed funds at the time of their acquisition.

Limited Number of Investments/Diversification

Certares-managed funds may make only a limited number of portfolio investments, and as a consequence, the unfavorable performance of one or a small number of sizeable portfolio investments may have a material adverse effect on the value of such funds.

Foreign Currency and Exchange Rate Risks

Some portfolio investments may not be denominated in US Dollars. Changes in foreign currency exchange rates may affect the value of portfolio investments. Moreover, Certares-managed funds will incur costs in connection with conversions between various currencies. Such funds may conduct foreign currency exchange transactions in anticipation of funding investment commitments or receiving proceeds upon dispositions, but they will ordinarily not attempt to hedge currency risks over the long term.

Certares-managed funds will also be exposed to indirect operational exchange rate risks whereby the overall performance of portfolio companies and their ability to meet loan payments or other financial performance expectations may be significantly hindered because of changes in exchange rates.

Broken Deal Expenses

Some investments require extensive due diligence activities prior to acquisition, the expenses relating to which can be quite substantial. Due diligence costs include, among others: feasibility and technical studies; preliminary engineering costs and marketing studies; environmental reviews; legal costs; and bid preparation and submission costs. In the event that the investment is not consummated, these expenses will be borne by investors in Certares-managed funds.

Leveraged Portfolio Companies

Some portfolio companies or their assets may be pledged to third parties, including senior lenders, and could be foreclosed upon or otherwise acquired by such parties under certain circumstances, including an incipient and/or un-remedied default. Certares-managed funds may also guarantee portfolio company indebtedness, which increases the risk of any such leverage.

Investment Selection

The investments of the Managed Funds may not yet be identified. Accordingly, potential investors will not have any opportunity to review the investments and the terms of the portfolio investments prior to investing in such funds. Potential investors will not have the opportunity to evaluate the relevant economic, financial and other information that will be used by Certares in the selection, structuring, monitoring and disposition of investments. The likelihood that potential investors will realize any gain on their investment depends on the skill and expertise of Certares' personnel.

Disciplinary Information

None of Certares or any of its employees have been involved in any legal or disciplinary events required to be disclosed on this Brochure.

Other Financial Industry Activities and Affiliations

Certain investment professionals of Certares may serve as members of the boards of directors or similar governing bodies of various companies and may participate in other activities outside of the Managed Funds. Conflicts may arise as a result of such activities and in the allocation of management resources. Investors should be aware that receipt of material non-public information by such individuals regarding these companies could preclude the Managed Funds from effecting transactions in the securities of such companies.

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

Certares has adopted a written code of ethics that is applicable to all of its supervised persons. Among other things, the code requires Certares and its supervised persons to act in clients' best interests, abide by all applicable regulations and avoid even the appearance of insider trading. In addition, among other requirements, supervised persons must disclose to Certares the existence of personal securities accounts, pre-clear personal trades of initial public offerings or limited offerings and report personal securities transactions. Certares regularly reviews its compliance systems and procedures with outside counsel and compliance consultants. Should potential conflicts of interest arise, Certares' investment professionals have an ongoing responsibility to report such conflicts to the Chief Compliance Officer, who will address conflicts on a case-by-case basis.

A copy of Certares' code of ethics is available upon request to any investor or prospective investor.

Certain investment professionals and related persons of Certares have and will invest in the Managed Funds. While investments by investment professionals and related persons of Certares are intended to align interests of Certares and its investment professionals and related persons with those of the investors in such funds, such investments may create conflicts (for example, in a diverse group of investors, including the investment professionals, with conflicting tax or other interests, decisions may be made that are more beneficial to one type of investor).

Brokerage Practices

The Certares Holdings Funds and the Certares RE Funds are not expected to participate in trading through broker-dealers. To the extent a Certares Holdings Fund or a Certares RE Fund purchases public securities as part of a private transaction or acquires such securities as a result of a portfolio company going public, Certares Management or Certares Real Estate will cause the Certares Holdings Fund or the Certares RE Fund, as applicable, to follow applicable SEC guidelines to seek best execution when implementing such transactions.

CK Opportunities may trade through broker-dealers. Certares Opportunities will cause CK Opportunities to follow applicable SEC guidelines to seek best execution when implementing such transactions.

Certares does not have formal soft dollar arrangements. However, Certares may receive access to research made available through brokerage firms or investment banks. Certares believes this research is available to all managers of similar size. Certares does not direct transactions in lieu of payments for research or other services that do not benefit the Managed Funds.

Review of Accounts

Certares maintains continuous and ongoing oversight and review of portfolio holdings by its senior investment professionals. Certares has and will furnish audited financial statements to investors in its managed funds annually. In addition, on a quarterly basis Certares-managed funds will provide investors with unaudited financial statements and descriptive information regarding each portfolio company. The Managed Funds will furnish to each investor a Schedule K-1 (Internal Revenue Service Form 1065) or an equivalent report annually to the extent applicable.

Client Referrals and Other Compensation

In connection with the marketing and sale of interests in the Managed Funds, one or more placement agents may be engaged. All such placement fees are disclosed to the relevant investor. Such placement fees will initially be paid by the Managed Funds, as applicable, but will be ultimately reduce on a dollar-for-dollar basis the management fees payable by the applicable Managed Fund to Certares.

Custody

Cash, cash equivalents and, generally, certificated securities owned by the Managed Funds are held by unaffiliated, qualified custodians. Certares is deemed to have custody of the Managed Funds' assets because Certares can access the Managed Funds' assets. In compliance with the Advisers Act, Certares has arranged for an annual audit of each of the Managed Funds, which will be performed in accordance with U.S. generally accepted accounting principles (GAAP). A copy of the audited financial statements for each of the Managed Funds will be distributed to its investors within 120 days of its fiscal year end.

Investment Discretion

All investment decisions for the Certares Holdings Funds are made by an investment committee comprised solely of representatives of Certares Management. A majority of such investment committee required to approve any investment decision (such as the purchase or sale of any security).

All investment decisions for CK Opportunities are made by an investment committee comprised of equal representation from Certares Opportunities and Knighthood Capital Management, LLC, with a majority of such investment committee required to approve any investment decision (such as the purchase or sale of any security).

All investment decisions for the Certares RE Funds are made by an investment committee, a majority of whom are representatives from Certares Real Estate. A majority of such investment committee required to approve any investment decision (such as the purchase or sale of any security).

Voting Client Securities

The Managed Funds may, at certain times, hold interests in public companies. Certares has adopted written policies and procedures regarding proxy voting in the event that a Managed Fund is required to vote proxies. It is Certares' policy to exercise any proxy proposals received in connection with publicly traded portfolio companies in best interests of the applicable Managed Fund, taking into consideration all relevant factors, including, without limitation, acting in a manner that Certares believes will maximize risk-adjusted economic returns of the applicable Managed Fund. Whenever Certares is required to exercise a vote for a privately held portfolio company, Certares will apply the same standards and procedures. In the event of a conflict of interest, Certares will seek the non-binding guidance of the limited partner advisory committee of the applicable Managed Fund (or other appropriate body representing investors in such Managed Fund or, alternatively, such investors directly).

Investors in a Managed Fund may request a copy of Certares' full proxy voting policies and procedures and record. Please contact Certares' Chief Compliance Officer at (212) 624-2940.

Financial Information

Certares has never filed for bankruptcy and is not aware of any financial condition that is expected to affect its ability to manage client accounts.