

Item 1. Cover Page

**Brochure of
CARE EQUITY CAPITAL MANAGEMENT, L.P.**

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This brochure provides information about the qualifications and business practices of Care Equity Capital Management, L.P. (“**Care Equity**”). If you have any questions about the contents of this brochure, please contact us at (360) 770-2499 or nick@careequity.com. 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 Care Equity also is available on the SEC’s website at www.adviserinfo.sec.gov.

Item 2. Material Changes

There have been no material changes to Care Equity’s brochure since its last dated July 3, 2023.

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Item 4. Advisory Business

Care Equity Capital Management, L.P. is a Delaware limited partnership, headquartered in New York, New York that has been in business since August 2020. Care Equity is indirectly owned and is controlled by Peter Batesko. As of March 29, 2024, Care Equity had total regulatory assets under management of approximately \$426,850,000.

Care Equity provides advisory services on a discretionary basis to a number of privately offered pooled investment vehicles (collectively, the “**Funds**” and each, a “**Fund**”). Care Equity serves as an investment manager to Care Equity, L.P. (“**Fund I**”) and Care Equity II, L.P. (“**Fund II**”), each of which is a Delaware limited partnership. The general partner of Fund I is Care Equity GP I, LLC, a Delaware limited liability company, and the general partner of Fund II is Care Equity GP II, LLC, a Delaware limited liability company (collectively, the “**General Partners**”).

The terms of the Funds are set forth in each Fund’s respective offering memorandum or similar disclosure documentation, limited partnership agreements, subscription documents, and other constituent documents (the “**Offering Documents**”). The Funds are generally offered to investors (“**Investors**”) who are both “accredited investors” as defined under the Securities Act of 1933 (the “**Securities Act**”) and “qualified purchasers” as defined in section 2(a)(51)(A) of the Investment Company Act of 1940, as amended (the “**Investment Company Act**”). Investors must also meet other applicable suitability requirements as outlined in the Offering Documents.

Care Equity invests principally in private securities, but is authorized to enter into a wide variety of investment transactions that it deems appropriate under the Funds’ terms. The Investors in the Funds have no opportunity to select or evaluate any Fund investments or strategies. Care Equity selects all Fund investments and strategies. Care Equity does not participate in wrap fee programs.

Item 5. Fees and Compensation

Investors should consult the Offering Documents for each Fund for more details regarding the calculation of fees and expenses.

Fees and Allocations

The Investors in the Funds are qualified purchasers. As a result, information on how Care Equity is compensated for its advisory services and its fee schedule are not included here. Care Equity’s compensation is negotiable and varies, but is set forth in each Fund’s Offering Documents.

The General Partners serve as the general partners of each Fund. As such, the General Partners deduct management fees from the applicable Funds and are distributed carried interest distributions, as applicable. Management fees are generally paid in advance on the first day of each fiscal quarter, and any payment for a period of less than a fiscal quarter is pro-rated; provided that if a Fund is terminated on a date other than the last day of a fiscal quarter, no refund of any pre-paid management fees is made. Carried interest distributions are generally made on distributions from the applicable Fund following the return of capital to such Fund’s Investors. Investors in the Funds are not permitted to make voluntary withdrawals.

Care Equity provides certain affiliated Investors special fee and carried interest arrangements that it does not provide to other Investors. Care Equity may waive all or any portion of the management fees or carried interest distributions with respect to any Investor.

Care Equity believes that its fees are competitive with fees charged by other investment advisers for comparable services. Comparable services may be available, however, from other sources for lower fees.

Expenses

In addition to the management fees and carried interest distributions described above, each Fund bears the costs and expenses of its formation, investment activity and operations as more fully disclosed in the Offering Documents, including all investment, legal, accounting, administration, auditing and borrowing expenses, as well as any extraordinary expenses (such as litigation expenses). Investors should review the applicable Fund's Offering Documents for a more detailed description of that Fund's expenses.

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

Care Equity currently manages only the Funds, which pay performance-based compensation as described in Item 5. It does not manage client accounts that do not pay performance-based compensation.

Item 7. Types of Clients

Care Equity only provides investment advice to investment funds and does not advise individual accounts.

Fund I and Fund II are closed to new Investors.

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

Investment Strategy

Care Equity focuses on sectors of the health care market with strong long-term growth prospects and significant business opportunities. Care Equity focuses only on those sectors where it believes it can build upon particular domain expertise and strong professional networks. Today, the primary sectors of focus are (1) biopharma services, and (2) diagnostics. Care Equity also opportunistically considers secondary sectors of life sciences.

Care Equity seeks to invest primarily in private healthcare companies (1) that are led by scientists, physicians and operating professionals and (2) that Care Equity believes are at an inflection point in their evolution. Care Equity believes that profitable growth in durable areas of the health care market can be a reliable producer of superior risk-adjusted returns in most market cycles. Care Equity's narrow focus within health care provides opportunities for early recognition of emerging trends and allows Care Equity to employ a targeted and proactive approach to identifying companies and engaging with management teams and owners. Fund I and Fund II invest primarily

in private equity and equity-related securities, and each Fund has a concentrated portfolio in a limited number of holdings.

Care Equity conducts significant research regarding select target companies it identifies as prospective investments. After an investment, Care Equity seeks to create value for its portfolio companies by guiding internal initiatives, supporting acquisitions and/or supplementing human capital.

The investment strategies summarized above represent Care Equity's current intentions, are general in nature and are not exhaustive.

Risk Factors

Risk of Loss. Investing in securities involves risk of loss that Investors should be prepared to bear. No guarantee or representation is made that the Funds' investment programs will be successful. Investment results may vary substantially over time. No assurance can be made that profits will be achieved or that substantial or complete losses will not be incurred. Past results are not necessarily indicative of future performance.

Risks Associated with Portfolio Investments. Identifying and participating in attractive investment opportunities and assisting in the building of successful enterprises is difficult. In conducting its due diligence and making an assessment regarding a potential investment, Care Equity relies on the resources available to it, including information from third party sources and information provided by the portfolio company and its personnel. Care Equity is not in a position to confirm the completeness, genuineness or accuracy of such information and data, and in some cases, complete and accurate information is not readily available. Investments made by a Fund initially will be illiquid and difficult to value. Portfolio companies may have substantial variations in operating results from period to period, face intense competition, and experience failures or substantial declines in value at any stage. Portfolio companies may need substantial additional capital to support growth or to achieve or maintain a competitive position. Such capital may not be available on attractive terms. Portfolio companies may have indebtedness or equity securities that rank senior to the Fund's investment. Such instruments may provide that their holders are entitled to receive payments before the Fund. If a portfolio company becomes insolvent, holders of securities ranking senior to the Fund's investment would typically be entitled to receive payment in full before distributions could be made in respect of the Fund's investment. Care Equity will rely significantly on the management teams of portfolio companies in which it invests. Misconduct by management or other employees of a portfolio company could cause significant losses in respect of the relevant investment. There can be no guarantee that any portfolio company investment will result in a liquidity event via public offering, merger, acquisition or otherwise, and there is a significant risk that a Fund's investments will yield little or no return. The Funds' investments will be long term in nature and may require many years from the date of initial investment before disposition. An investment may not be advantageously disposed of prior to the date on which the applicable Fund is dissolved.

Healthcare Sector Investment Risks. The Funds' investments will be concentrated in private securities in the global healthcare industry and subsectors, which often face regulatory barriers to licensing, product approvals, and ongoing compliance, and are, in some cases, very high and

costly. Investing in the healthcare sector may also present additional risks that are not typical in other sectors, including, but not limited to: government regulation and intervention; global oversight entities which often require long and costly development and testing programs; reliance on government reimbursements; high risk and high cost research and development strategies; product failures; single product risk; obsolescence and patent risk; product liability; single security volatility; limited operating history for certain companies and a specialized workforce.

Concentration Risk. The Funds intend to principally invest in equity securities issued by private companies with significant exposure to the healthcare sector. By focusing its investments in one sector, the Funds are subject to additional risks stemming from the non-diversification of its investments. Further, each Fund will participate in a limited number of investments and, as a consequence, the Fund's aggregate return may be substantially and adversely affected by the unfavorable performance of even a single investment.

Investment Fund Risks. If a Fund becomes insolvent, Investors may be required to return with interest any property distributed that represented a return of capital, repay any distributions wrongfully made to them and forfeit any undistributed profits. Due to the expected significant length of time before investments will become liquid, Investors may be credited with Fund net income, and will incur the consequent income tax liability (to the extent that they are subject to income tax). Accordingly, an investment in a Fund may not be suitable for Investors seeking current returns for financial or tax planning purposes. Care Equity's activities could cause adverse tax consequences to Investors, including liability for interest and penalties.

Certain Conflicts of Interest. Care Equity and its affiliates may spend time on activities that compete with a Fund without accountability to Investors, including investing for other clients and their own accounts. If Care Equity receives better compensation and other benefits from managing other assets or client accounts compared to managing a Fund, it has incentive to allocate more time to those other activities.

General Economic and Market Conditions. The success of the Funds' activities will be affected by general economic and market conditions, such as global and local economic growth, interest rates, availability of credit, credit defaults, inflation rates, economic uncertainty, changes in laws (including laws relating to taxation of the Funds' investments), trade barriers, currency exchange controls, and national and international political circumstances (including wars, terrorist acts, or security operations) and recovery from a pandemic (i.e. coronavirus). These factors may affect the value and potential realization events for liquidity with respect to the Funds' investments.

Regulation of Private Investment Funds. The legal, tax, and regulatory environment worldwide for private investment funds and their managers is evolving. Changes in the regulation of private investment funds, their managers, and their trading and investing activities may have a material adverse effect on the ability of the Funds to pursue its investment program and the value of investments held by the Funds.

Change in Laws and Regulations. The Funds and their investments may be sensitive to changes in law or regulation, particularly those regarding rights and remedies available to holders of certain securities. Changes in law or regulation could severely limit the availability of investments for the Funds or affect the value of its investments or the amount of time it takes for the Funds to acquire

and dispose of their investments. The effect of changes in law or regulation may be difficult to predict and may occur at any time.

Competition; Availability of Investments. The markets in which the Funds invest are competitive. As a result, there can be no assurance that Care Equity will be able to identify or successfully pursue attractive investment opportunities in such environments. Further, the Funds' investment strategies and performance may be affected by the number of other investors pursuing similar strategies. Additionally, when other investors pursue similar strategies, Care Equity's ability to influence investment outcomes may be affected.

Foreign Investment Risk. The Funds may invest in one or more portfolio companies that are organized or operate in non-U.S. countries or that derive substantial revenues from outside the U.S. Those types of investments involve unusual risk not typically associated with investing in U.S. companies, including but not limited to, currency volatility, political risks associated with the countries in which such portfolio companies are located and local laws, rule and regulations, including health care regulation and tax regimes. Exchange control regulations or changes in the exchange rate between other currencies and the U.S. dollar may affect the Funds unfavorably. Individual non-U.S. economies may differ unfavorably from the U.S. economy in gross national product growth, inflation rate, savings rate and capital reinvestment, resource self-sufficiency and balance of payments positions, and in other respects.

Systems and Operational Risk; Dependence on Key Personnel. Care Equity and the Funds rely heavily on certain financial, accounting, data processing, and other operational systems and services that are employed by Care Equity and/or by third-party service providers, including legal service providers, a third-party administrator, and others. Many of these systems and services require manual input and are susceptible to error. These systems or services may be subject to certain defects, failures, or interruptions. Further, if Peter Batesko or any other significant personnel ceases to be involved in the operations and management of Care Equity, such event may have a material adverse effect on the business of the Funds.

Cybersecurity. Care Equity and its service providers are subject to risks associated with a breach in cybersecurity. Cybersecurity is a generic term used to describe the technology, processes, and practices designed to protect networks, systems, computers, programs, and data from both intentional cyber-attacks and hacking by other computer users as well as unintentional damage or interruption that, in either case, can result in damage or interruption from computer viruses, network failures, computer and telecommunications failures, infiltration by unauthorized persons and security breaches, usage errors by their respective professionals, power outages, and catastrophic events such as fires and other natural disasters. A cybersecurity breach could expose both Care Equity and the Funds to substantial costs (including, without limitation, those associated with forensic analysis of the origin and scope of the breach, increased and upgraded cybersecurity, identity theft, unauthorized use of proprietary information, litigation, adverse investor reaction, the dissemination of confidential and proprietary information, and reputational damage), civil liability, and regulatory inquiry or action. While Care Equity has established a business continuity plan in the event of, and risk management strategies and procedures to seek to prevent, cybersecurity breaches, there are inherent limitations in such plans, strategies and procedures including the possibility that certain risks have not been identified. Care Equity and the Funds cannot control

the cybersecurity plans, strategies and procedures put in place by other service providers to the Funds and/or the portfolio companies in which the Funds invest.

The risks described above are not a complete list of all risks associated with the Funds' investment strategies. In addition, as the Funds' investment program develops and changes over time, an investment in such Fund may be subject to additional and different risk factors.

Investors should refer to a Funds' Offering Documents for a more complete description of the risks involved in investing in such Fund.

Item 9. Disciplinary Information

This Item is not applicable, because Care Equity has no reportable disciplinary information.

Item 10. Other Financial Industry Activities and Affiliations

Related Person Arrangements

The General Partners of the Funds are affiliates of Care Equity and are under common ownership and control. Any persons and employees acting on behalf of the General Partners are subject to the supervision and control of Care Equity. While the General Partners are not separately registered as an investment adviser, all of their activities are subject to the Investment Advisers Act of 1940, as amended (the "**Advisers Act**") and the rules thereunder.

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

Code of Ethics

Care Equity has adopted a Code of Ethics (the "**Code**") that is designed to meet the requirements of Rule 204A-1 of the Advisers Act. Care Equity's Code covers standards for business conduct, confidentiality of client information, personal trading limitations, preventing against insider trading, reporting of personal securities transactions, social media policies, political contribution policies, and restrictions on gifts and business entertainment items, among other things.

The Code applies to all Care Equity personnel and sets forth a standard of business conduct that takes into account Care Equity's fiduciary duty as an investment adviser to the Funds. The Code requires Care Equity personnel to comply with applicable federal securities laws, and to promptly bring any violations of the Code to the attention of Care Equity's Chief Compliance Officer. All personnel are provided with a copy of the Code and are required to acknowledge receipt and understanding of the Code on at least an annual basis.

The Code's personal securities trading restrictions and reporting requirements apply to all Care Equity employees and employees' family members (collectively, "**Related Persons**"). All Related Persons must provide an initial list of personal securities accounts and holdings. Thereafter, Care Equity requires its personnel to report their securities transactions on a quarterly basis and to disclose their securities holdings on an annual basis. Related Persons must obtain written

preclearance from the Chief Compliance Officer for all securities transactions of securities to be issued in initial public offerings and private placements.

The Code also includes insider trading policies and procedures that are designed to prevent the improper use of material, non-public information. Such policies and procedures generally prohibit Care Equity and its personnel from trading for the Funds or themselves in securities of an issuer while in possession of material, non-public information about the issuer. Violations of the Code may result in remedial actions, including, but not limited to, fines, censure, suspension, or termination.

Investors and prospective Investors may obtain a copy of Care Equity's Code of Ethics by contacting Care Equity's Compliance Officer at (360) 770-2499 or nick@careequity.com.

Management of the Funds and Allocation of Investment Opportunities

Because Care Equity manages more than one Fund, there may be conflicts of interest over its time devoted to managing any one Fund and, if more than one Fund is making new or follow-on investments in any given period, allocating investment opportunities among all Funds that it manages. Care Equity may be able to obtain more favorable compensation, cost reimbursement or risk sharing arrangements in connection with some investments if certain Funds do not participate. These factors could influence Care Equity not to make investments for a Fund even though participation might benefit it.

In recognition of its fiduciary duties, it is Care Equity's policy to seek to treat the Funds fairly and equitably over time in allocating investment opportunities and transactions more generally. Each Fund is subject to any investment allocation requirements set forth in its Offering Documents. To the extent a Fund's allocation requirements do not include specific allocation procedures and/or allow Care Equity discretion in making allocation decisions among the Funds, Care Equity will generally follow the process set forth in its policies and procedures, as those may be amended by Care Equity from time to time (including to reflect the management of additional Funds or different investment mandates). Please refer to each Fund's Offering Documents for a description of relevant allocation requirements, if any, for that Fund (including with respect to any co-investment opportunities related to that Fund's investments).

Absent specific allocation requirements, Care Equity considers such factors as it deems relevant under the circumstances, including without limitation, each Fund's investment strategy, available capital, liquidity, diversification and portfolio construction, the strategic value of such opportunity to each Fund, each Fund's ability to make follow-on investments, and any other legal, regulatory and other structural considerations Care Equity determines appropriate.

Care Equity is not obligated to acquire for any Fund any security that Care Equity or its partners, officers or employees may acquire for its or their own accounts or for any other Fund, if in Care Equity's absolute discretion, it is not practical or desirable to acquire a position in such security for that Fund.

The appropriate allocation between Funds of expenses and fees generated in the course of evaluating and making investments which are not consummated, such as out-of-pocket fees

associated with due diligence, attorney fees and the fees of other professionals, will be determined by Care Equity in a manner it determines is fair and equitable and consistent with the expense provisions in each Fund's Offering Documents.

With respect to any proposed portfolio company investments in which any Care Equity employees have a controlling investment or other direct investment, a Fund's LPAC must consent before the Fund acquires such investment. In addition, certain Related Persons will be invested in Funds managed by Care Equity. As a result, Related Persons have an interest in an investment that may also be recommended to Funds and Investors.

Service Providers

The Funds may from time to time engage third-party service providers and vendors (including accountants, administrators, brokers, attorneys or consultants) in which Care Equity and its affiliates may have a conflict of interest. While Care Equity will generally seek to engage advisors, service providers and vendors in connection with investment transactions for the Funds that require their use on the basis of the overall quality of advice and other services provided, the evaluation of which includes, among other considerations, such service provider's provision of certain investment-related services and research that Care Equity believe to be of benefit to such Funds, the relationship of Care Equity with such advisors, service providers and vendors may influence Care Equity in deciding whether to select or recommend any such advisor, service provider or vendor to perform services for or provide goods to the Funds and/or their properties (the cost of which, including the expenses in negotiating for any such services or the provision of goods, will generally be borne directly or indirectly by the relevant Funds and/or their properties, as applicable). Care Equity has no obligation to ensure that fees for services contracted by the Funds are at market rate.

Item 12. Brokerage Practices

Care Equity primarily focuses on making investments in private securities; thus, it does not ordinarily deal with any financial intermediary such as a broker-dealer acting on its behalf in making purchases, and commissions are not ordinarily payable in connection with such investments. To the extent Care Equity transacts in public securities for the Funds (with respect to investing reserves in temporary investments or otherwise), it is Care Equity's policy to execute portfolio transactions in the best interests of the Funds, including to seek to obtain "best execution" of every transaction made by Care Equity for the Funds. Care Equity has complete discretion in selecting the broker that it uses for transactions and the commission rates that Funds pay such brokers.

In making its decisions regarding the allocation of brokerage transactions, Care Equity will consider a variety of factors, including but not limited to: (i) the ability to effect prompt and reliable executions at favorable prices; (ii) the operational efficiency with which transactions are effected (such as prompt and accurate confirmation and delivery), taking into account the size of order and difficulty of execution; (iii) the financial strength, integrity and stability of the broker-dealer or counter party; and (iv) the competitiveness of commission rates in comparison with other broker-dealers. Although Care Equity generally seeks competitive commission rates and commission equivalents, it will not necessarily pay the lowest commission or equivalent. Transactions may

involve specialized services on the part of a broker-dealer, which may justify higher commissions and equivalents than would be the case for more routine services.

Care Equity periodically evaluates the trade execution services that Care Equity receives from brokers that it uses to execute trades for clients. Such evaluation includes comparing those services to the services available from other brokers.

Item 13. Review of Accounts

All investments are reviewed on an ongoing basis. Care Equity's investment personnel meet regularly to discuss investment ideas, economic developments, and industry outlook. In addition, Care Equity monitors investment objectives and guidelines, positions, transactions, exposure, risk, and other issues related to current portfolio holdings and potential investment opportunities. Care Equity provides each Investor with audited annual financial statements and annual tax information necessary to complete applicable tax returns. In addition, Investors receive unaudited quarterly financial reports and periodic letters discussing performance and investment outlook.

Item 14. Client Referrals and Other Compensation

Care Equity may engage placement agents during a fundraising cycle and compensate placement agents who facilitate capital commitments from Investors. The fees associated with placement agent compensation may be initially paid by a Fund but borne by Care Equity through a 100% offset against the management fee or compensation may be structured as otherwise disclosed to Investors. Care Equity's use of placement agents will comply with requirements of Rule 206(4)-1 under the Advisers Act, to the extent required by applicable law.

Other than as noted above and with respect to fees or other amounts received in connection with services to portfolio companies (which are described in the Offering Documents), Care Equity does not receive any economic benefits from non-clients in connection with the provision of investment advice to its Funds.

Item 15. Custody

To the extent assets of a Fund are held by one or more custodial banks in the future, such custodial banks send account statements to Investors in such Fund. Such Investors should compare the account statement received from the custodial bank to account statements Care Equity delivers to Investors. Care Equity does not provide Investors with statements from the Funds' custodian. Instead, the Funds will be subject to annual financial statement audits conducted by an accounting firm that is subject to regular inspection by the Public Company Accounting Oversight Board.

Item 16. Investment Discretion

Care Equity has discretionary authority to manage investment accounts on behalf of clients pursuant to a grant of authority in each Fund's limited partnership agreement. Care Equity is authorized to make transaction recommendations for the Funds, including the amount and price of securities bought and sold. Any limitations on authority are included in each Fund's limited partnership agreement.

Item 17. Voting Client Securities

Most of the portfolio companies owned by the Funds are private companies that typically do not issue proxies. However, Care Equity has adopted proxy voting policies and procedures if proxies have to be voted.

After carefully considering proxy solicitation materials and other available facts, Care Equity votes all proxies, except it may abstain from voting when it believes that it is appropriate to do so.

In determining whether a proposal serves an account's best interests, Care Equity considers a number of factors, including:

- the proposal's economic effect on shareholder value;
- the threat that the proposal poses to existing rights of shareholders;
- the dilution of existing shares that would result from the proposal;
- the effect of the proposal on management or director accountability to shareholders; and
- if the proposal is a shareholder initiative, whether it wastes time and resources of the company or reflects the grievance of one individual.

A client can obtain a copy of Care Equity's proxy voting policy and any record of votes cast by Care Equity on behalf of that client by contacting Care Equity.

Item 18. Financial Information

This Item is not applicable, because Care Equity is not required to report financial information.

Privacy Policy

The General Partners, Care Equity and the Funds:

- collect non-public personal information about prospective investors and investors from the following sources: information received from Subscription Agreements (including the Offering Questionnaire) or other forms and information about an investor's transactions with the Funds, its affiliates or others;
- do not disclose any non-public personal information about prospective investors or investors to anyone, except as permitted by law;
- restrict access to non-public personal information about prospective investors and investors to their employees who need to know that information to provide services to the Funds; and
- maintain physical, electronic and procedural safeguards that comply with federal standards to guard such personal information.