

**Item 1. Cover Page**

**Bain Capital Credit, LP**

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Part 2A of Form ADV: Firm Brochure  
March 2017



**This brochure provides information about the qualifications and business practices of Bain Capital Credit, LP. If you have any questions about the contents of this brochure, please contact us at (617) 516-2318. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (the “SEC”) or by any state securities authority.**

**Additional information about Bain Capital Credit, LP also is available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). An investment adviser’s registration with the SEC does not imply a certain level of skill or training.**

**Item 2. Material Changes**

Item 2 is not applicable.

### **Item 3. Table of Contents**

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#### **Item 4. Advisory Business**

Bain Capital Credit, LP (“Bain Capital Credit”), a Delaware limited partnership wholly owned by Bain Capital, LP (“Bain Capital”), provides investment advisory services to pooled investment vehicles and single limited partner partnerships that are exempt from registration under the Investment Company Act of 1940, as amended (the “1940 Act”) and whose securities are not registered under the Securities Act of 1933, as amended (the “Securities Act” and such investment vehicles and partnerships are referred to as “Bain Capital Credit Partnerships”). Bain Capital Credit also provides collateral management services to entities structured as collateralized loan obligations (“CLOs”) and investment management services to clients in separately managed accounts (“Separate Account Clients”), which may be structured in various forms. Additionally, Bain Capital Credit provides sub-advisory services to certain CLOs (“Sub-Advisory Funds”) and registered investment companies (“1940 Act Funds”).<sup>1</sup> The Bain Capital Credit Partnerships, the Sub-Advisory Funds, the CLOs and the 1940 Act Funds are collectively referred to as “Bain Capital Credit Funds.” The Bain Capital Credit Funds and Separate Account Clients are referred to collectively as “Bain Capital Credit Clients.”

Bain Capital Credit’s investment advisory activities include providing investment advice to Bain Capital Credit Clients that have four main strategies: bank loan and multi-sector credit, structured credit, middle market direct lending, and distressed and special situations investing. As the investment manager, investment adviser or sub-adviser of each Bain Capital Credit Client, Bain Capital Credit (along with, in the case of each Bain Capital Credit Partnership, the general partner (“General Partner”) of such Bain Capital Credit Partnership), identifies investment opportunities for, and participates in the acquisition, management, monitoring and disposition of investments of, each Bain Capital Credit Client.

Bain Capital Credit generally uses fundamental credit analysis to identify attractive investment opportunities and seeks strong risk adjusted returns, primarily in credit products and fixed-income investments. Bain Capital Credit provides investment advice regarding investments in performing and distressed bank loans, high yield bonds, investment grade bonds, mortgages, non-performing loans, mezzanine/private placements, structured products, credit based securities, swap transactions (including total rate of return swaps and credit default swaps), derivative instruments, equities, short sales, currency hedging transactions, securities lending arrangements, repurchase agreements, investments as a limited partner in partnerships, and other assets. Bain Capital Credit Clients can use leverage directly and/or indirectly. Use of leverage will increase the volatility of levered investments.

Bain Capital Credit provides investment advisory services to each Bain Capital Credit Client pursuant to separate investment and advisory, investment management or collateral management agreements (each, an “Advisory Agreement”) or separate sub-advisory agreements (each, a “Sub-Advisory Agreement”).

Bain Capital Credit provides investment advisory services to each of the Bain Capital Credit Partnerships pursuant to the Advisory Agreements. Investment advice is provided by Bain Capital

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<sup>1</sup> The 1940 Act Funds carry additional regulatory obligations and restrictions. These restrictions may not apply to other Bain Capital Credit Clients.

Credit directly to Bain Capital Credit Partnerships, subject to the direction and control of the affiliated General Partner of such Bain Capital Credit Partnership and not individually to investors in the Bain Capital Credit Partnerships. Any restrictions on investments in certain types of securities are established by the General Partner of the applicable Bain Capital Credit Partnership, and set forth in the documentation received by each limited partner prior to investment in such Bain Capital Credit Partnership. Once invested in a Bain Capital Credit Partnership, investors cannot impose restrictions on the types of securities in which such Bain Capital Partnership may invest.

Bain Capital Credit provides investment management services to each Separate Account Client's separate account in accordance with the terms and conditions of the Advisory Agreement. The terms of these documents, including any restrictions on investments in certain types of securities, are generally established at the time of the formation of the applicable separate account and are the result of negotiations with the applicable Separate Account Client. The Advisory Agreement of a Separate Account Client may be changed by such Separate Account Client only to the extent permitted by the applicable Advisory Agreement.

Bain Capital Credit provides collateral management services to each CLO in accordance with the terms and conditions of such Collateral Management Agreement or Sub-Advisory Agreement, as applicable, and other related documents of each such CLO. The terms of the Sub-Advisory Agreements, including any restrictions on activities, were established at the time that Bain Capital Credit began providing investment advisory services to the Sub-Advisory Funds. The terms of the Advisory Agreements and other related documents of each CLO that is not a Sub-Advisory Fund were generally established at the time of the formation of the applicable CLO and are the result of negotiations with certain potential investors in the applicable CLO.

With respect to the 1940 Act Funds, Bain Capital Credit provides investment advisory services in accordance with the relevant Fund's investment policies and restrictions, as stated in such Fund's then-current prospectus and statement of additional information.

Bain Capital Credit has subsidiaries based in the United States and other countries, including:<sup>2</sup>

- BCSF Advisors, LP, a SEC registered investment adviser, which provides advisory and sub-advisory services to registered investment companies including a Business Development Company ("BDC");
- Bain Capital Credit CLO Advisors, LP, a SEC registered investment adviser, which provides advisory services to CLOs;
- Bain Capital Credit, Ltd., a FCA registered firm, which provides collateral management services to CLOs;
- Bain Capital Credit (Australia), Pty. Ltd., which is registered with the Australian Securities and Investments Commission;

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<sup>2</sup> This list does not represent all of Bain Capital Credit's subsidiaries or affiliates.

- Broadhaven Credit Partners, Limited, based in Dublin, which provides consulting advice to Bain Capital Credit; and
- Bain Capital Credit (Asia), LLC, based in Hong Kong, which provides consulting advice to Bain Capital Credit.

In addition, Bain Capital Credit is affiliated with Bain Capital Investments (Europe), Ltd., a FCA registered firm, which is an Alternative Investment Fund Manager (“AIFM”).<sup>3</sup>

Bain Capital Credit provides consulting services to Bain Capital Credit, Ltd., in connection with the latter’s role as collateral manager to certain CLOs. In certain limited circumstances, Bain Capital Credit acts as agent for such facility. Bain Capital Credit also indirectly provides portfolio management services to Bain Capital Investments (Europe), Ltd., in connection with Bain Capital Investments (Europe), Ltd. role as an AIFM. In addition, Bain Capital Credit provides certain resources and services to Bain Capital Credit (Australia), Pty. Ltd. and to its subsidiaries in Hong Kong and Dublin. Bain Capital Credit also provides certain resources and services to BCSF Advisors, LP and Bain Capital Credit CLO Advisors, LP.

Bain Capital Credit has been in business since 1997. Bain Capital Credit is located in Boston, New York, Chicago, London, Melbourne, Dublin, and Hong Kong. As of January 1, 2017, Bain Capital Credit and its subsidiaries manage approximately \$33,495,400,000 of client assets, all of which is managed on a discretionary basis.<sup>4</sup>

## **Item 5. Fees and Compensation**

As compensation for investment advisory services rendered to Bain Capital Credit Clients, Bain Capital Credit generally receives an advisory fee (each, an “Advisory Fee”). Advisory Fees billed to and received from Bain Capital Credit Clients vary client by client and are generally payable quarterly in advance, quarterly in arrears, semi-annually in arrears, or a combination thereof. In respect of the 1940 Act Funds, Bain Capital Credit receives sub-advisory fees payable by the relevant 1940 Act Fund’s investment adviser pursuant to a sub-advisory agreement between Bain Capital Credit and each such investment adviser. Such fees are generally paid quarterly in arrears. Advisory fees paid by a Bain Capital Credit Fund are indirectly borne by the investors in such Bain Capital Credit Fund. The fee structures described above are modified from time to time.

The precise amount of, and the manner and calculation of, the management fee for each Bain Capital Credit Fund (except for the 1940 Act Funds) are established by Bain Capital Credit and are set forth in such Bain Capital Credit Fund’s Advisory Agreement and/or other documentation received by each investor prior to investment in such Bain Capital Credit Fund. In particular, for CLOs the management fee is set in the collateral management agreement or related documentation. Advisory Fees billed to Separate Account Clients are individually negotiated, and the timing of the payment of such Advisory Fees is generally quarterly in arrears. Upon termination of an Advisory

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<sup>3</sup> For purposes of this Form ADV, references to Bain Capital Credit subsidiaries should be read to include Bain Capital Investments (Europe), Ltd.

<sup>4</sup> This AUM figure includes all vehicles managed by Bain Capital Credit, BCSF Advisors, LP, Bain Capital Credit CLO Advisors, LP, Bain Capital Credit, Ltd., and Bain Capital Investments (Europe), Ltd.

Agreement, appropriate treatment, including, where applicable, returning prepaid Advisory Fees on a prorated basis, will be given to Advisory Fees collected in advance. Advisory Fees sometimes differ from one Bain Capital Credit Fund or Separate Account Client to another, as well as among investors in the same Bain Capital Credit Fund.

Each Bain Capital Credit Fund bears its own expenses, including but not limited to, taxes, all expenses relating to identifying, evaluating, investigating, valuing, structuring, monitoring, holding, settling, and servicing (including any such expenses incurred in connection with services performed by the internal staff of Bain Capital Credit, its affiliates, and third party providers), tracking, hedging, harvesting, selling (or potentially selling) or purchasing (or potentially purchasing) investments and potential investments (whether or not completed), extraordinary expenses (such as litigation expenses), brokerage commissions, custody fees, interest expenses, finders' fees, insurance premiums (including its pro rata share of expenses with respect to policies whose costs and benefits are expected to be shared with other funds sponsored by Bain Capital Credit), legal expenses (including any such expenses incurred in connection with legal services performed by the internal Bain Capital Credit staff or its affiliates and outside counsel), research expenses (*e.g.*, news and quotation subscriptions, market research and travel expenses in connection with evaluating, making and monitoring investments), other information technology expenses, valuation, accounting, audit and tax preparation expenses, rating agency expenses, expenses of the Advisory Board (as defined below), administrative expenses and other expenses associated with the operation of such Bain Capital Credit Fund.

Each Bain Capital Credit Fund also bears its organizational and offering expenses.

The above expenses may vary per Bain Capital Credit Fund and are subject to the terms and conditions set forth in applicable Bain Capital Credit Fund's offering materials and governing documents. In particular, pursuant to these documents, some Bain Capital Credit Funds may bear different expenses than other Bain Capital Credit Funds. Separate Account Clients bear similar expenses to Bain Capital Credit Funds, depending on the terms of the Advisory Agreement negotiated with the applicable Separate Account Client. The 1940 Act Funds bear expenses pursuant to their governing documents and may also bear, among other expenses, transfer agency and distribution related expenses.

Bain Capital Credit will bear its own operating expenses to the extent provided in the offering materials and governing documents.

Additionally, please see Item 6 below regarding "incentive fees" that Bain Capital Credit Clients pay.

When a broker is used in connection with an investment by a Bain Capital Credit Client, such Bain Capital Credit Client will incur brokerage and other transaction costs. For additional information regarding brokerage practices, please see Item 12 below.

### *Fees Received by Affiliated Broker-Dealer*

Our affiliate, Bain Capital Distributors, LLC (“Bain Capital Distributors”) is a broker-dealer registered with the SEC and a member of the Financial Industry Regulatory Authority (“FINRA”). Bain Capital Distributors places securities and instruments issued by certain private investment Bain Capital Credit Funds that Bain Capital Credit and its affiliates manage.

When Bain Capital Distributors acts as the placement agent for a Bain Capital Credit Fund in respect of securities or instruments issued by a Bain Capital Credit Fund, no commission or other compensation is received by Bain Capital Distributors from such Bain Capital Credit Fund or their investors for such service.

### *Other Fees*

Bain Capital Credit and its subsidiaries from time to time perform advisory and other services (“Other Services”) for actual or prospective portfolio companies or other deal related investment vehicles. As part of providing these services, Bain Capital Credit and its subsidiaries are generally entitled to receive compensation from (and expenses reimbursed by) a number of entities, which include entities in which Bain Capital Credit Clients have interests (“Transaction Fees”). In addition, Bain Capital Credit, its subsidiaries, and/or personnel from time to time sit on board of directors for actual or prospective portfolio companies and are generally entitled to compensation for doing so (with Transactions Fees, the “Other Fees”). In addition to Transaction Fees and Other Fees, certain Bain Capital Credit Clients may invest in funds or structured products organized by Bain Capital Credit or its affiliates for which Bain Capital Credit or its affiliates receive management fees or carried interest. In certain instances, as set forth in the applicable organizational documents and/or Advisory Agreement, such Bain Capital Credit Clients do not pay management fees on the capital invested in such funds or structured products directly but indirectly bear the management fees or carried interest paid by such funds or structured products.

Additionally, portfolio companies may reimburse Bain Capital Credit for expenses, including, without limitation, travel expenses, and meals and entertainment expenses incurred by Bain Capital Credit in connection with its performance of services for such portfolio company. Such reimbursements are generally not included in the definition of “Transaction Fees” under the terms of the applicable governing documents.

Such Other Fees are in addition to the Advisory Fees paid by Bain Capital Credit Clients. Bain Capital Credit typically seeks to have such fees paid directly to the relevant Bain Capital Credit Clients or, if that is not possible, reduce future Advisory Fees in connection with the receipt of Other Fees in each case as set forth in the applicable organizational documents and Advisory Agreement with each Bain Capital Credit Client. To the extent any such credit would reduce the management fee for a given quarter below zero, such credit will be carried forward for future application. Any such reduction of a Bain Capital Credit Fund’s management fee or payment directly to a Bain Capital Credit Client will be based on such Bain Capital Credit Client’s proportionate interest in the investment giving rise to such fee. Waived Advisory Fees are generally not subject to various offsets or the reductions described above. Due to waived Advisory Fees



and/or the timing of receipt of compensation subject to offsets, Bain Capital Credit Client investors will generally not receive the full benefit of reductions or offsets.

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

Some, but not all, Bain Capital Credit Clients pay carried interest and other similar incentive fee arrangements (“Incentive Fees”). Certain investors in Bain Capital Credit Funds incur lower or no Incentive Fees. Incentive Fees often differ from one Bain Capital Credit Fund to another, as well as among investors in the same Bain Capital Credit Fund. The payment by some, but not all, Bain Capital Credit Clients of Incentive Fees or the payment of Incentive Fees at varying rates (including varying effective rates based on the past performance of a Bain Capital Credit Client) creates an incentive for Bain Capital Credit to disproportionately allocate time, services or functions to Bain Capital Credit Clients paying Incentive Fees or Bain Capital Credit Clients paying Incentive Fees at a higher rate, or allocate investment opportunities to such Bain Capital Credit Clients. Please see Item 10 below regarding allocation for additional information relating to how conflicts of interests are generally addressed by Bain Capital Credit.

#### **Item 7. Types of Clients**

Bain Capital Credit currently provides investment advisory services to Bain Capital Credit Funds. Investment advice is provided directly to Bain Capital Credit Funds (subject to, in the case of Bain Capital Credit Partnerships, the direction and control of the General Partner of each Bain Capital Credit Partnership) and not individually to investors in such Bain Capital Credit Fund. Bain Capital Credit also provides investment advisory and investment management services to various entities that are Separate Account Clients. In addition, Bain Capital Credit also provides certain resources and services to BCSF Advisors, LP and Bain Capital Credit CLO Advisors, LP.

Except for the 1940 Act Funds, interests in Bain Capital Credit Funds are offered pursuant to applicable exemptions from registration under the Securities Act and the 1940 Act. Investors in Bain Capital Credit Funds (except for the 1940 Act Funds) include high net worth individuals, banks, thrift institutions, pension and profit sharing plans, sovereign wealth funds, trusts, estates, charitable organizations, university endowments, corporations, limited partnerships and limited liability companies or other business entities.

Minimum investment commitments are established for limited partners in Bain Capital Credit Funds (except for the 1940 Act Funds), which are no less than the legal eligibility requirements. Bain Capital Credit and, in the case of each Bain Capital Credit Partnership, the General Partner of such Bain Capital Credit Partnership, in its sole discretion, have in limited circumstances permitted investments that are less than the minimum investment commitment of such Bain Capital Credit Fund. Bain Capital Credit seeks to establish separately managed accounts with approximately a \$100,000,000 base, although Bain Capital Credit, in its sole discretion, has in the past permitted, and has discretion to permit in the future, investments that are less than such amount.

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

### **Methods of Analysis and Investment Strategies**

Bain Capital Credit monitors investments based on an analytical approach that generally involves evaluating the following investment characteristics:

#### *Idea Generation*

Bain Capital Credit's professionals identify new investment opportunities generally through three avenues: first, through industry analysis and relative value screens conducted by Bain Capital Credit's investment professionals; second, through investment opportunities brought to Bain Capital Credit by its network of relationships including private equity sponsors, fundless sponsors, law firms, restructuring advisers, commercial and investment banks, Bain Capital Credit affiliates, and ventures with other investment advisers; and third, through Bain Capital Credit's proprietary sourcing efforts.

#### *Company Evaluation*

Market Definition. Traditionally, the first step in Bain Capital Credit's fundamental competitive analysis is defining, as accurately as possible, the market in which a company competes. Market definition generally requires an assessment of the customer needs driving the consumption of a company's products and services. If the market is defined too narrowly, substitute goods or services may be overlooked, and a company's ability to affect pricing may be overestimated. Likewise, if the market is defined too broadly, competitive advantage may be underestimated. Many of the tools used in the definition process are derived from methodologies developed at consulting firms, market research firms, banks and rating agencies.

Market Size and Prospects for Growth. Once a market is defined, the next step in Bain Capital Credit's analysis is to attempt to determine the dollar size of the market and to assess its growth prospects. Although market information may often be available through publicly available information, Bain Capital Credit's professionals are trained to question the available data because of the inherent biases of the reporting authorities (e.g., trade publication, industry group and "independent" consultants). Bain Capital Credit seeks to identify the primary drivers of growth (i.e. demographic trends, buying habits, technological shifts) to validate conclusions drawn by the public information. If validation is not possible, Bain Capital Credit often derives its own industry growth model through primary source research.

Margin Analysis and Cost Structure. After examining the market environment in which a company operates, Bain Capital Credit typically scrutinizes the company's historical performance and prospects. This analysis centers around the company's sustainable margins and its quality of earnings. Bain Capital Credit professionals attempt to assess the sustainability of a company's margins over time by tracking and projecting pricing trends in the industry (based on research regarding market definition, size and growth characteristics) and the company's cost structure relative to its competitors. Bain Capital Credit generally assesses a company's quality of earnings

through detailed margin analyses as well as evaluation of a company's return on assets, paying particular attention to one-time charges and extraordinary events.

Competitive Landscape. In evaluating a company's prospects, Bain Capital Credit seeks to identify and assess the current and prospective competitors of that company. The scale economies, technological advantages, and cost efficiencies available to such competitors is generally compared and contrasted in order to benchmark a company's relative strengths and weaknesses. Although a company may participate in a large, growing and otherwise attractive market, its prospects often depend on its ability to maintain a competitive advantage. Bain Capital Credit professionals are trained to analyze a competitive landscape in order to determine whether a company can be expected to perform at levels consistent with the business plan proffered by the company's management or other sponsors. A significant portion of this analysis is often conducted through interviews of portfolio company executives, other industry contacts, as well as competitors and suppliers.

Corporate Structure and Access to Capital Markets. Bain Capital Credit reviews the corporate structure of each of its investments to understand how the company's assets are distributed, which subsidiaries have the support of those assets and how any guarantees, liens or pledges will affect an investment in the company. Bain Capital Credit also analyzes an issuer's capitalization, its financial flexibility, debt amortization requirements, and the covenants, terms and conditions of the issuer's outstanding debt and equity securities. Reviewing the various covenant levels and compliance issues is an important part of Bain Capital Credit's investment monitoring system. Bain Capital Credit's professionals have extensive experience analyzing the corporate structure and covenant issues in each of the targeted asset classes.

Third Party Diligence. As part of the diligence process for certain investments, Bain Capital Credit typically hires third party firms to conduct accounting, tax, valuation, legal, environmental and other diligence, as well as perform background checks on principals or management teams where appropriate.

Regulatory, Tax and Legal Environment. As part of its review process, Bain Capital Credit generally performs a review of potential regulatory, tax and legal contingencies to assess any potential negative impact on the company's value or ability to continue as an ongoing concern.

Portfolio Management. Bain Capital Credit manages portfolio risk by monitoring issuer and industry diversification, interest rate risk, currency risk and other risks applicable to Bain Capital Credit Clients.

On-going Investment Monitoring. Closely monitoring financial performance and market developments of portfolio investments is critical to successful investment management. Accordingly, Bain Capital Credit is actively involved in an on-going portfolio review process. To the extent a portfolio investment is not meeting plan, Bain Capital Credit takes corrective action when appropriate.

## **Risks**

Investing in loans and debt and equity securities involves a substantial degree of risk. Bain Capital Credit Clients are in a position to lose all or a substantial portion of its investments, and Separate Account Clients and investors in Bain Capital Credit Funds must be prepared to bear the risk of loss of their investments.

In addition, material risks relating to the investment strategies and methods of analysis described above, and to the types of securities typically purchased by or for Bain Capital Credit Clients in connection with those strategies and methods, include the following:

### **Nature of Bain Capital Credit Client Investments**

#### *Competitive Environment*

The business of investing in assets meeting Bain Capital Credit Clients' investment objectives is highly competitive. Competition for investment opportunities includes a growing number of non-traditional participants, such as hedge funds, private and public mezzanine and subordinated debt funds, including business development companies, and other private investors, as well as more traditional lending institutions and competitors. Some of these competitors may have access to greater amounts of capital and to capital that may be committed for longer periods of time or may have different return thresholds than Bain Capital Credit Clients, and thus these competitors may have advantages not shared by Bain Capital Credit Clients. Increased competition for, or a diminishment in the available supply of, investments suitable for Bain Capital Credit Clients could result in lower returns on such investments. In addition, issuers may prefer to take advantage of favorable high yield or second-lien markets and issue subordinated debt in those markets, which could result in fewer investment opportunities for Bain Capital Credit Clients. Moreover, the identification of attractive investment opportunities is difficult and involves a high degree of uncertainty. Bain Capital Credit Clients may incur significant expenses in connection with identifying investment opportunities and investigating other potential investments which are ultimately not consummated, including expenses relating to due diligence, transportation, legal expenses and the fees of other third party advisors.

#### *Concentration of Investments*

Except as set forth in the applicable Advisory Agreement, Bain Capital Credit Clients are generally not limited in the amount of capital that may be committed to any one investment, industry or sector, geography, or similar category or asset class. As such, Bain Capital Credit Client assets may not be diversified. Any such non-diversification would increase the risk of loss to a Bain Capital Credit Client if there was a decline in the market value of any security, category or asset class in which a Bain Capital Credit Client had invested a large percentage of its assets. If a large portion of the assets of a Bain Capital Credit Client is held in cash or similarly liquid form, such Bain Capital Credit Client's performance would likely be adversely affected. Investment in a non-diversified fund will generally entail greater risks than investment in a "diversified" fund.

### *Reliance on Management of Bain Capital Credit Partnerships*

Limited partners in Bain Capital Credit Partnerships have no right or power to take part in the management of a Bain Capital Credit Partnership. In addition, such limited partners will not have an opportunity to evaluate the relevant economic, financial or other information regarding specific investments made by Bain Capital Credit Partnerships or the terms of any investment. An investor in a Bain Capital Credit Partnership must rely upon the ability of Bain Capital Credit and its advisors in identifying and implementing investments. Accordingly, no investor should purchase a limited partnership interest in a Bain Capital Credit Partnership unless such investor is willing to entrust all aspects of the management of a Bain Capital Credit Partnership to the General Partner and Bain Capital Credit.

The success of a Bain Capital Credit Partnership is highly dependent on the financial and managerial expertise of Bain Capital Credit. Although Bain Capital Credit has attempted to foster a team approach to investing, the loss of key individuals employed by Bain Capital Credit could have a material adverse effect on the performance of a Bain Capital Credit Partnership. In addition, a number of members of the professional staff of Bain Capital Credit are investors in, and are actively involved in managing the investment decisions of, other Bain Capital Credit Partnerships advised by Bain Capital Credit. Accordingly, the members of the professional staff of Bain Capital Credit will have demands on their time for the investment, monitoring and other functions of other Bain Capital Credit Partnerships advised by Bain Capital Credit.

### *Third-Party Involvement*

From time to time, Bain Capital Credit Clients co-invest with third-parties through partnerships, joint ventures or other entities. Such investments involve risks not present in investments where a third-party is not involved, including the possibility that a third-party co-venturer or partner will at any time have economic or business interests or goals which are inconsistent with those of the relevant Bain Capital Credit Client, or will be in a position to take action contrary to the investment objective of a Bain Capital Credit Client. In addition, in certain circumstances, Bain Capital Credit Clients will be liable for actions of its third-party co-venturer or partner.

### *Senior Advisors and Third Party Service Providers*

Bain Capital Credit may retain third parties to provide services in relation to Bain Capital Credits' investment activities and operations. In particular, advisors may be retained to provide sourcing, consulting or advisory services, including services related to the development of investment theses and investment opportunities in a given sector or deal analyses (in each case, services may, for the avoidance of doubt, be provided prior to the commencement of an investment). Additional third party consultants, legal advisors, accountants, investment banks and others may be retained to assist in the investment due diligence process to varying degrees depending on the particular investment. In addition, Bain Capital Credit may retain one or more individuals in connection with establishing platforms for investments, operating portfolio companies or providing other similar services (such individuals, "senior advisors" and other third party experts, advisors or consultants, "service providers"). Such involvement of service providers may present a number of risks primarily relating to Bain Capital Credits' reduced control of the functions that are outsourced. Bain Capital

Credit may rely on the findings of service providers in making investment and management decisions. While no service provider providing services to Bain Capital Credit will have any fiduciary duties to Bain Capital Credit or Bain Capital Credit Clients, they may be entitled to indemnification under the terms of their service contracts or other arrangements entered into with Bain Capital Credit Clients or Bain Capital Credit, which costs and expenses of such indemnification would be borne by Bain Capital Credit Clients. In certain circumstances, Bain Capital and its employees may have other relationships with service providers which makes Bain Capital Credit more likely to engage that provider. Fees paid to service providers may be structured in various manners, including but not limited to, as a retainer, as incentive compensation (such as success fees or carried interest) or based on the particular services provided. Some of these fees will be borne by Bain Capital Credit Clients and will not reduce the management fees owed to Bain Capital Credit. Service providers may also be granted preferential equity interests (including stock options) in one or more portfolio companies, which they may not have received if they did not have an ongoing relationship with Bain Capital Credit and Bain Capital Credit Clients. Any such preferential equity interests (including any stock options) will not be for the benefit of Bain Capital Credit, and the value of such preferential interests (including any such stock options) will not reduce the management fees owed to Bain Capital Credit even if the payment of such fees or granting of such preferential equity interests have the effect of reducing payments to such third parties by Bain Capital Credit. These items are subject to the applicable offering materials, agreements, and governing documents of particular Bain Capital Credit Clients, and may vary among Bain Capital Credit Clients.

#### *Expedited Investment Decisions*

Investment analyses and decisions by Bain Capital Credit will frequently be required to be undertaken on an expedited basis to take advantage of investment opportunities. In these cases, the information available to Bain Capital Credit at the time of making an investment decision may be limited. Therefore, no assurance can be given that Bain Capital Credit will have knowledge of all circumstances that could adversely affect an investment. In addition, Bain Capital Credit expects to rely upon independent consultants and other sources in connection with its evaluation of proposed investments, and no assurance can be given as to the accuracy or completeness of the information provided by such independent consultants or other sources, or as to Bain Capital Credit Clients' right of recourse against them in the event errors or omissions do occur.

#### *Reinvestment Risk*

Certain Bain Capital Credit Funds will generally reinvest without limitation any proceeds from investments for a specified period of time. The objective of reinvesting such capital contributions is to provide ongoing additional capital to potentially increase the total return from the investments to the partners. However, if such proceeds are reinvested, the limited partners' capital will continue to be subject to the risk of loss for a longer period of time. If reinvested proceeds are lost, such loss would offset at least a portion of any gains that may have been realized from prior investments of Bain Capital Credit Funds, and it is possible that any such loss could exceed any such prior gains, thereby resulting in a possible loss of at least a portion of the limited partners' investments in Bain Capital Credit Funds.

### *Follow-On Investments*

Following its initial investment in a portfolio company, Bain Capital Credit Clients may decide to provide additional funds to such portfolio company. There is no assurance that Bain Capital Credit Clients will make follow-on investments or that Bain Capital Credit Clients will have sufficient funds to make all or any of such investments. Any decision by Bain Capital Credit Clients not to make follow-on investments or its inability to make such investments may have a substantial adverse effect on a portfolio company in need of such an investment. Additionally, a failure to make such investments may result in a lost opportunity for Bain Capital Credit Clients to increase its participation in a successful portfolio company or the dilution of Bain Capital Credit Clients' ownership in a portfolio company if a third party invests in the portfolio company.

### *Leverage*

Bain Capital Credit has in the past and may in the future cause certain Bain Capital Credit Clients to utilize leverage directly and indirectly. The use of leverage will increase the volatility of the investments in a Bain Capital Credit Client portfolio. While the use of borrowed funds will increase returns if a Bain Capital Credit Client earns a greater return on the incremental investments purchased with borrowed funds than it pays for such funds, the use of leverage will decrease returns if a Bain Capital Credit Client fails to earn as much on such incremental investments as it pays for such investment. Therefore, the effect of leverage often will result in a greater decrease in the net asset value of a Bain Capital Credit Client than if a Bain Capital Credit Client was not so leveraged.

Certain Bain Capital Credit Clients have in the past and may in the future enter into one or more prime brokerage agreements. A Bain Capital Credit Client utilizes leverage to the extent under these agreements that a Bain Capital Credit Client engages in trading on margin by borrowing funds and pledging securities as collateral. In addition to the general risk posed by using leverage, any use by a Bain Capital Credit Client of short-term margin borrowings will result in certain additional risks to a Bain Capital Credit Client. For example, the securities pledged to brokers to secure a Bain Capital Credit Client's margin accounts could be subject to a "margin call," pursuant to which a Bain Capital Credit Client would be required to either deposit additional funds with the broker or suffer mandatory liquidation of the pledged securities to compensate for the decline in value. A sudden, precipitous drop in value of a Bain Capital Credit Client's assets accompanied by corresponding margin calls could force a Bain Capital Credit Client to liquidate assets quickly, and not for fair value, in order to pay off its margin debt. Bain Capital Credit Clients also use leverage by participating in total rate of return swaps.

### *Repayment of Certain Distributions*

The capital contributed by any Bain Capital Credit Fund investor is susceptible to risk of loss as a result of any liability of the applicable Bain Capital Credit Fund. Bain Capital Credit Fund investors may be required to return distributions previously received under certain circumstances, and may be liable under applicable fraudulent conveyance, bankruptcy or other insolvency laws to return a distribution. Finally, Bain Capital Credit Fund investors may be required to reimburse the applicable Bain Capital Credit Fund for amounts that are required to be withheld by such Bain Capital Credit Fund for tax purposes. If the feeder fund were to have such a payment or repayment

obligation in its capacity as a Bain Capital Credit Fund investor it would in turn impose a corresponding payment or repayment obligation on the feeder fund investors.

### *Valuation*

Bain Capital Credit values the investments owned by Bain Capital Credit Clients. Bain Capital Credit will exercise its discretion in seeking to value these investments in good faith. There is no actively traded market for some of the securities or investment products owned by Bain Capital Credit Clients. When estimating fair value, Bain Capital Credit will apply a methodology based on its best judgment that is appropriate in light of the nature, facts and circumstance of the investments. The process of valuing securities for which reliable market quotations are not available is based on inherent uncertainties and the resulting values may differ from values that would have been determined had an active market existed for such securities and may differ from the prices at which such securities are ultimately be sold. Third-party pricing information, including service providers, may not be available or used regarding certain assets. The exercise of discretion in valuation by Bain Capital Credit gives rise to conflicts of interest, as the performance allocation in certain Bain Capital Credit Clients is calculated based, in part, on these valuations and such valuations affect performance calculations. In addition, Bain Capital Credit may or may not value the investments consistently with how the same or similar investments are valued by other Bain Capital advisors.

### *Trading Risk*

Bain Capital Credit's trade error policy only requires Bain Capital Credit to reimburse Bain Capital Credit Clients for any losses resulting from Bain Capital Credit's breach of the applicable standard of care in placing, executing, or settling a trade. Although Bain Capital Credit's personnel endeavor to take the utmost care in implementing investment decisions on behalf of each of Bain Capital Credit Client, trade errors do occur and could have a material adverse impact on the performance of any or all Bain Capital Credit Clients.

While Bain Capital Credit endeavors to make its clients whole when trade errors occur, calculating the exact amount owed to a Bain Capital Credit Client involves discretion. Bain Capital Credit will seek to calculate the amount owed in good faith.

Different risks exist with respect to investments in different Bain Capital Credit Clients. The risks associated with an investment in any particular Bain Capital Credit Client will generally be substantially impacted by the nature and timing of the market.

### Risks of Investments

#### *General Market and Credit Risks of Debt Securities*

Debt portfolios are subject to credit and interest rate risk. "Credit risk" refers to the likelihood that an issuer will default in the payment of principal and/or interest on an instrument. Financial strength and solvency of an issuer are the primary factors influencing credit risk. In addition, subordination, lack or inadequacy of collateral or credit enhancement for a debt instrument likely will affect its credit risk. Credit risk typically changes over the life of an instrument and securities which are rated



by rating agencies are often reviewed and are subject to downgrade. “Interest rate risk” refers to the risks associated with market changes in interest rates. Factors that generally affect market interest rates include, without limitation, inflation, slow or stagnant economic growth or recession, unemployment, money supply and the monetary policies of the Federal Reserve Board and central banks throughout the world, international disorders and instability in domestic and foreign financial markets. Interest rate changes affect the value of a debt instrument indirectly (especially in the case of fixed rate securities) and directly (especially in the case of instruments whose rates are adjustable). In general, rising interest rates will negatively impact the price of a fixed rate debt instrument and falling interest rates will have a positive effect on price. Adjustable rate instruments also react to interest rate changes in a similar manner although generally to a lesser degree (depending, however, on the characteristics of the reset terms, including, among other factors the index chosen, frequency of reset and reset caps or floors). Interest rate sensitivity is generally more pronounced and less predictable in instruments with uncertain payment or prepayment schedules. Bain Capital Credit expects that it will periodically experience imbalances in the interest rate sensitivities of Bain Capital Credit Clients’ assets and liabilities and the relationships of various interest rates to each other. In a changing interest rate environment, if Bain Capital Credit does not manage this risk effectively, then a Bain Capital Credit Client’s performance could be adversely affected. In addition, Bain Capital Credit’s Clients’ investments are generally expected to include subordinated or unsecured debt investments issued with a fixed yield; thus, credit risk and interest rate risk are often greater than those generally applicable to other types of debt investments.

The credit markets have experienced an unprecedented degree of dislocation since 2007. Bain Capital Credit seeks to capitalize on opportunities created by this dislocation, but this strategy carries significant risk of substantial loss if the market dislocation continues or is exacerbated by other events, such as the failure of significant financial institutions or hedge funds, dislocations in other investment markets, or extrinsic events.

#### *Middle Market Companies*

Certain Bain Capital Credit Clients invest in small and/or less well-established companies. While smaller companies generally have potential for rapid growth, they often involve higher risks because they lack the management experience, financial resources, product diversification and competitive strength of larger corporations, all of which generally contributes to illiquidity, which, in turn would adversely affect the price and timing of liquidation of Bain Capital Credit’s investments.

#### *Adverse Effect of Economic Conditions*

Bain Capital Credit Clients and the companies in which Bain Capital Credit Clients often invest are typically adversely affected by deteriorations in the financial markets and economic conditions throughout the world, some of which magnify the risks described herein and have other adverse effects. Deteriorating market conditions could result in increasing volatility and illiquidity in the global credit, debt and equity markets generally. The duration and ultimate effect of recent market conditions cannot be forecast, nor is it known whether or the degree to which such conditions will remain stable or worsen. Deteriorating market conditions and uncertainty regarding economic markets generally could result in declines in the market values of potential investments or declines

in the market values of investments after they are made or acquired by Bain Capital Credit Clients. It would be expected that such declines will be exacerbated by other events, such as the failure of significant financial institutions or hedge funds, dislocations in other investment markets or other extrinsic events. In addition, such declines could lead to weakened investment opportunities for Bain Capital Credit Clients, could prevent Bain Capital Credit Clients from successfully meeting their investment objectives and/or could require Bain Capital Credit Clients to dispose of investments at a loss while such unfavorable market conditions prevail.

#### *Operating and Financial Risks of Investments*

Companies in which Bain Capital Credit Clients invest often face intense competition, including competition from companies with greater financial resources, more extensive development, manufacturing, marketing and other capabilities, or a larger number of qualified managerial and technical personnel. As a result, portfolio companies which Bain Capital Credit expects to be stable at times will operate at a loss or have significant variations in operating results, at times will require substantial additional capital to support their operations or to maintain their competitive position or at times will have a weak financial condition or be experiencing financial distress.

Portfolio companies often issue certain types of debt, such as mezzanine or high yield, in connection with leveraged acquisitions or recapitalizations in which the portfolio company incurs a substantially higher amount of indebtedness than the level at which it had previously operated.

#### *Risk of Minority Positions*

Bain Capital Credit Clients may hold minority positions in investments. While Bain Capital Credit Clients may seek to get the appropriate governance and exit rights at the time of investment, there may be instances in which Bain Capital Credit Clients may not be able to exercise control over such investments. In addition, in certain situations, including where the businesses are in bankruptcy or undergoing a reorganization, minority investors may be subject to the decisions taken by majority investors, and the outcome of a Bain Capital Credit Client's investment may depend on such majority controlled decisions, which decisions may not be consistent with a Bain Capital Credit Client's objectives.

#### *Risks Regarding Dispositions of Portfolio Companies*

In connection with the disposition of an investment in a portfolio company, Bain Capital Credit Clients may be required to make representations and warranties about the business and financial affairs of the portfolio company typical of those made in connection with the sale of a business. Bain Capital Credit Clients may also be required to indemnify (or to otherwise participate in the indemnification of) the purchasers of an investment to the extent that any of these representations and warranties turns out to be inaccurate or misleading. These arrangements may result in liabilities for Bain Capital Credit Clients, depending upon retribution obligations owed to the portfolio company. Liabilities incurred by the investment vehicles in connection with the disposition of interests in portfolio companies may cause a Bain Capital Credit to recall distributions made to Bain Capital Credit Clients.

### *Potential Illiquidity of Investments*

The market value of the investments of each Bain Capital Credit Client will fluctuate with, among other things, changes in market rates of interest, general economic conditions and economic conditions in particular industries, the condition of financial markets and the financial condition of the issuers of a Bain Capital Credit Client's investments.

In particular, major market upsets (including those caused by war, terrorism, or other world events), general market cessations, changes in interest rates, availability of credit, inflation rates, political and economic uncertainty, changes in laws (including laws relating to taxation of a Bain Capital Credit Client's investments), trade barriers, currency exchange rates and controls, government debt burdens and monetary and deficit policies, the relative volatility between investments or equity derivative risk, the participation by other investors in the financial markets, macroeconomic dislocations and revaluations, the effectiveness of a Bain Capital Credit Client's hedging and risk management strategies and extreme market conditions can affect the value of a Bain Capital Credit Client's investments. These factors may affect the level and volatility of investment prices and the liquidity of a Bain Capital Credit Client's investments. Volatility or illiquidity could impair a Bain Capital Credit Client's profitability or result in losses.

General fluctuations in the market prices of securities and economic conditions generally, particularly of the type experienced since 2008, may reduce the availability of attractive investment opportunities for Bain Capital Credit Clients and may affect Bain Capital Credit Clients' ability to make investments and the value of the investments held by Bain Capital Credit Clients. Instability in the securities markets and economic conditions generally may also increase the risks inherent in Bain Capital Credit Clients' investments. The public securities markets have seen increased volatility and the ability of companies to obtain financing for ongoing operations or expansions may be severely hampered by the tightening of the credit markets and the ongoing financial turmoil. It is unclear what the repercussions of this market turmoil may be. Moreover, it remains unknown whether governmental measures undertaken in response to such turmoil (whether regulatory or financial in nature) will have a positive or negative effect on market conditions. There can be no assurance that the market will, in the future, become more liquid than it is at present and it may well continue to be volatile for the foreseeable future. The ability to realize investments depends on political, market and economic conditions at the time of such realizations. Continued or renewed volatility in the financial sector may have an adverse material effect on the ability of Bain Capital Credit Clients to buy, sell and partially dispose of their investments. Bain Capital Credit Clients may be adversely affected to the extent that they seek to dispose of any of their investments into an illiquid or volatile market, and a Bain Capital Credit Client may find itself unable to dispose of investments at prices that Bain Capital Credit believes reflect the fair value of such investments. The duration and ultimate effect of current market conditions and whether such conditions may worsen cannot be predicted.

In addition, the lack of an established, liquid secondary market for some of Bain Capital Credit Clients' investments sometimes have an adverse effect on the market value of such investments and on Bain Capital Credit Clients' ability to dispose of them. Additionally, if Bain Capital Credit Clients' investments are subject to certain transfer restrictions this will contribute to illiquidity. Finally, assets of Bain Capital Credit Clients that are typically traded in a liquid market will likely

become more illiquid if the applicable trading market tightens as a result of a significant macro-economic shock or for any other reason. Therefore, no assurance can be given that, if Bain Capital Credit is determined to cause the disposal of a particular such investment held by a Bain Capital Credit Client, it could dispose of such investment at the prevailing market price. Illiquidity adversely affects the price and timing of liquidation of Bain Capital Credit Clients' investments upon the redemption of an investor's interest, to pay expenses of Bain Capital Credit Clients or to pay the Advisory Fee.

A portion of a Bain Capital Credit Client's investments consist of securities that are subject to restrictions on resale by such Bain Capital Credit Client because they were acquired in a "private placement" transaction or because such Bain Capital Credit Client is deemed to be an affiliate of the issuer of such securities. Generally, a Bain Capital Credit Client will be able to sell such securities only under Rule 144 under the Securities Act, which permits limited sales under specified conditions, or pursuant to a registration statement under the Securities Act. When restricted securities are sold to the public, there is a possibility that a Bain Capital Credit Client will be deemed to be an underwriter or possibly a controlling person, with respect thereto for the purposes of the Securities Act and be subject to liability as such under the Securities Act.

If Bain Capital Credit, from time to time, possesses material, non-public information about a borrower or issuer or Bain Capital Credit is an affiliate of a borrower or an issuer, then such information or affiliation will limit the ability of the applicable Bain Capital Credit Client to buy and sell investments.

### *Leveraged Investments*

While investments in highly leveraged companies offer the opportunity for capital appreciation, such investments also involve a high degree of risk. Some of Bain Capital Credits Client's investments may involve high degrees of leverage, including as a result of borrowing at one or more levels of the investment structure or as a result of implicit leverage through derivative transactions. Recessions, operating problems and other general business and economic risks can have a more pronounced effect on the profitability or survival of highly leveraged companies.

Portfolio companies often issue certain types of debt in connection with leveraged acquisitions or recapitalizations in which the portfolio company incurs a substantially higher amount of indebtedness than the level at which it had previously operated. Leverage generally has important consequences to these portfolio companies and Bain Capital Credit Client as an investor. For example, the substantial indebtedness of a portfolio company could (i) limit its ability to borrow money for its working capital, capital expenditures, debt service requirements, strategic initiatives or other purposes; (ii) require it to dedicate a substantial portion of its cash flow from operations to the repayment of its indebtedness, thereby reducing funds available to it for other purposes; (iii) make it more highly leveraged than some of its competitors, which may place it at a competitive disadvantage and (iv) subject it to restrictive financial and operating covenants, which may preclude it from favorable business activities or the financing of future operations or other capital needs.

A leveraged portfolio company's income and net assets will tend to increase or decrease at a greater rate than if borrowed money were not used. In addition, a portfolio company with a leveraged capital structure will be subject to increased exposure to adverse economic factors, such as a significant rise in interest rates, a severe downturn in the economy or deterioration in the condition of that portfolio company or its industry. If a portfolio company is unable to generate sufficient cash flow to meet all of its obligations, it will generally take alternative measures (e.g., reduce or delay capital expenditures, sell assets, seek additional capital, or seek to restructure, extend or refinance indebtedness). These actions will often negatively affect Bain Capital Credit Client's investment in such a portfolio company.

Bain Capital Credit Client's ability to achieve attractive rates of return on investments will depend on the ability of its portfolio companies to access sufficient sources of debt at attractive rates. However, availability of capital from the debt markets is subject to volatility from time to time, and there may be times when a Bain Capital Credit Client might not be able to access those markets at attractive rates, or at all, when completing an investment. Also, increased interest rates generally increase portfolio company interest expenses. In the event a portfolio company cannot generate adequate cash flow to meet its debt service obligations, a Bain Capital Credit Client is likely to suffer a partial or total loss of capital invested in the portfolio company.

#### *Reliance on Management of Portfolio Companies*

Although Bain Capital Credit intends to invest in portfolio companies that have strong management teams and/or to assist in enhancing management teams, there can be no assurance that any portfolio company's management team will be able to operate successfully. In addition, instances of fraud and other deceptive practices committed by the management team of portfolio companies in which a Bain Capital Credit Client has an investment may undermine Bain Capital Credit's due diligence efforts with respect to such companies. The success or failure of a portfolio company, including its compliance with applicable law, will depend to a significant extent on the portfolio company's management team.

#### *Fraud*

The value of investments made by Bain Capital Credit Clients may be adversely affected by material misrepresentation, omission, inaccuracy or incompleteness on the part of a borrower or the issuer. Such material misrepresentation, omission, inaccuracy or incompleteness may adversely affect the valuation of the collateral underlying the loans or may adversely affect the ability of Bain Capital Credit Clients to enforce any security in respect of such loans.

#### *Control Investments*

It is expected that Bain Capital Credit Clients may obtain controlling interests in certain of the portfolio companies in which they invest. The exercise of such control may result in additional risks of liability for environmental damage, product defects, failure to supervise management, violation of governmental regulations (including securities laws), or other types of liability in which the limited liability generally applicable to business ownership may be ignored. If any of these liabilities were to arise, Bain Capital Credit Clients could suffer a significant loss.

### *Non-Control Investments*

Bain Capital Credit Clients expect to hold non-controlling interests in certain portfolio companies and, therefore, may have a limited ability to protect their position in such portfolio companies. As a condition of making non-controlling investments in portfolio companies, Bain Capital Credit Clients may seek to obtain appropriate shareholder rights to protect the Bain Capital Credit Client's investment, but it may not necessarily pursue or obtain such rights in all cases. If the Bain Capital Credit Client does not have a controlling position or other shareholder rights to protect its interests, it is possible that a portfolio company could take actions that negatively impact the value of the Bain Capital Credit Client's investment or that prevent the Bain Capital Credit Client from disposing of its investment in the portfolio company. The mere fact that the General Partner disagrees with decisions made by other investors in a portfolio company likely will not trigger any particular ability of the Bain Capital Credit Client to dispose of its investment in such portfolio company, with the result that the value of the Bain Capital Credit Client's investment in a portfolio company may be materially impacted by the decisions of other investors.

### *Third Party Litigation*

In addition to litigation relating to the bankruptcy process as described below under "Item 8: Risks—DIP Loans," Bain Capital Credit Clients' investment activities subject them to the normal risks of becoming involved in litigation by third parties. This risk is somewhat greater where the relevant Bain Capital Credit Client exercises control or significant influence over a company's direction. The expense of defending against claims by third parties and paying any amounts pursuant to settlements or judgments would generally be borne by the relevant Bain Capital Credit Client and would reduce net assets.

### *Investment in non-U.S. Issuers*

Certain Bain Capital Credit Clients invest in the securities of non-U.S. issuers. On occasion, there is less information publicly available about a non-U.S. issuer than about a U.S. issuer, and non-U.S. issuers are generally not subject to accounting, auditing and financial reporting standards and practices comparable to those in the United States. In addition, with respect to certain countries, there is a possibility of expropriation, imposition of non-U.S. withholding or other taxes on dividends, interest, capital gains or other income, limitations on the removal of funds or other assets of a Bain Capital Credit Client, political or social instability or diplomatic developments that could affect investments in those countries. An issuer of securities may be domiciled in a country other than the country in whose currency the instrument is denominated. The values and relative yields of investments in the securities markets of different countries, and their associated risks, are expected to change independently of each other.

Bankruptcy law and process in non-U.S. jurisdictions often differ substantially from that in the United States, which will often result in greater uncertainty as to the rights of creditors, the enforceability of such rights, reorganization timing and the classification, seniority and treatment of claims. In certain developing countries, although bankruptcy laws have been enacted, the process for reorganization remains highly uncertain, while some other developing countries have no bankruptcy laws enacted, adding further uncertainty to the process for reorganization.

### *Emerging Market Risks*

The risks of investments in non-U.S. markets described above apply to an even greater extent to investments in emerging markets. The securities markets of emerging market countries are generally smaller, less developed, less liquid, and more volatile than the securities markets of the U.S. and other developed markets. Disclosure and regulatory standards in many respects are less stringent than in the U.S. and other developed markets. There also may be a lower level of monitoring and regulation of securities markets in emerging market countries and the activities of investors in such markets and enforcement of existing regulations may be inconsistent and subject to change without warning. In addition, custodial services and other costs relating to investments may be more expensive in emerging markets than in many developed markets, which could reduce a Bain Capital Credit Client's income from such securities. In many cases, governments of emerging market countries continue to exercise significant control over their economies, and government actions relative to the economy, as well as economic developments generally, may adversely affect the liquidity and price of securities, regardless of the issuer's financial condition. In addition, there is a heightened possibility of expropriation or confiscatory taxation, imposition of withholding taxes on interest or dividend payments, or other similar developments that could affect investments in those countries. There can be no assurance that adverse political changes will not cause Bain Capital Credit Clients to suffer a loss of any or all of their investments.

### *Potential Implications of Brexit*

The recent decision made in the British referendum to leave the European Union has led to volatility in the financial markets of the United Kingdom and more broadly across Europe and may also lead to weakening in consumer, corporate and financial confidence in such markets. The decision made in the British referendum may lead to a call for similar referendums in other European jurisdictions which may cause increased economic volatility in the global markets. This mid to long term uncertainty may have an adverse effect on the world economy generally and on the ability of Bain Capital Credit Clients and its investments to execute their respective strategies and to receive attractive returns.

In particular, currency volatility may mean that the returns of Bain Capital Credit Clients and its investments are adversely affected by market movements and may make it more difficult, or more expensive, for Bain Capital Credit Clients to execute prudent currency hedging policies. Potential decline in the value of the British Pound and/or the Euro against other currencies, along with the potential downgrading of the UK's sovereign credit rating, may also have an impact on the performance of portfolio companies or investments located in the United Kingdom or Europe.

### *Inflation*

Certain countries in which Bain Capital Credit Clients may invest have historically experienced substantial rates of inflation, and the rapidly growing nature of an emerging economy may lead to higher rates of inflation. Inflation and rapid fluctuations in interest rates have had, and may continue to have, negative effects on the economies and securities markets of certain emerging economies. Past governmental efforts to curb inflation have included wage and price controls, as well as more drastic economic measures that have had a materially adverse effect on the level of economic

activity in the affected country. There can be no assurance that inflation will not become a serious problem in the future and thereby negatively affect Bain Capital Credit Client's investment returns.

### *Environmental Risks*

Bain Capital Credit Clients may face significant environmental liabilities in connection with the investments Bain Capital Credit Clients make in certain countries. The historical lack of environmental regulation in some of these countries has led to widespread pollution of air, ground and water resources. The legislative framework for environmental liability has not been fully established or implemented. The extent of the responsibility, if any, for the costs of abating environmental hazards may be difficult to quantify when Bain Capital Credit Clients are considering an investment. Bain Capital Credit Clients may experience material losses due to these risks.

### *Potential Early Redemption of Some Investments*

Some of the terms of loans acquired or originated by a Bain Capital Credit Client will be subject to early prepayment options or similar provisions which, in each case, could result in a Bain Capital Credit Client realizing such loans earlier than expected, sometimes with no or a nominal prepayment premium. This typically happens when there is a decline in interest rates, when the portfolio company's improved credit or operating or financial performance allows the refinancing of certain classes of debt with lower cost debt or when the general credit market conditions improve. In the event a Bain Capital Credit Client receives proceeds from an investment earlier than it had anticipated, a Bain Capital Credit Client is often permitted to reinvest such proceeds, but there is no assurance that a Bain Capital Credit Client will be able to reinvest such proceeds even where they are received during the investment period. On occasion, a Bain Capital Credit Client's inability to reinvest such proceeds will materially affect the performance of a Bain Capital Credit Client.

### *Limited Amortization Requirements*

From time to time, Bain Capital Credit Clients will invest in debt that will typically have limited mandatory amortization and interim repayment requirements. A low level of amortization of any debt, over the life of the investment, will increase the risk that a portfolio company will not be able to repay or refinance the debt held by a Bain Capital Credit Client when it comes due at its final stated maturity.

### *High Yield Debt*

From time to time, Bain Capital Credit Clients will invest in high yield debt, a substantial portion of which is rated below investment-grade by one or more nationally recognized statistical rating organizations or are unrated but, in Bain Capital Credit's opinion, of comparable credit quality to obligations rated below investment-grade, and have greater credit and liquidity risk than more highly rated debt obligations. High yield debt is generally unsecured and is often subordinate to other obligations of the obligor. The lower rating of high yield debt reflects a greater possibility that adverse changes in the financial condition of the obligor or in general economic conditions (including, for example, a substantial period of rising interest rates or declining earnings) or both



will impair the ability of the obligor to make payment of principal and interest. Many issuers of high yield debt are highly leveraged, and their relatively high debt-to-equity ratios create increased risks that their operations might not generate sufficient cash flow to service their debt obligations. In addition, issuers of high yield debt are often in poor financial condition, experiencing poor operating results, having substantial capital needs or negative net worth or be facing special competitive or product obsolescence problems, and could include companies involved in bankruptcy or other reorganizations or liquidation proceedings. Certain of these securities will not be publicly traded, and in this circumstance, it will be difficult to obtain information as to the true condition of the issuers. Overall declines in the below investment-grade bond and other markets typically adversely affect such issuers by inhibiting their ability to refinance their debt at maturity. High yield debt is often less liquid than higher rated securities, and high yield debt has recently experienced periods of volatility. The market values of certain of this high yield debt will reflect individual corporate developments.

High yield debt is often issued in connection with leveraged acquisitions or recapitalizations in which the issuers incur a substantially higher amount of indebtedness than the level at which they had previously operated. High yield debt has historically experienced greater default rates than has been the case for investment-grade securities. Bain Capital Credit Clients also invest in equity securities issued by entities with unrated or below investment-grade debt.

High yield debt is also issued in the form of zero-coupon or deferred interest bonds, which are bonds which are issued at a significant discount from face value. The original discount approximates the total amount of interest the bonds will accrue and compound over the period until maturity or the first interest accrual date at a rate of interest reflecting the market rate of the security at the time of issuance. While zero-coupon bonds do not require the periodic payment of interest, deferred interest bonds generally provide for a period of delay before the regular payment of interest begins. These investments typically experience greater volatility in market value due to changes in the interest rates than bonds that provide for regular payments of interest.

### *Financially Troubled Companies*

From time to time, Bain Capital Credit Clients invest in the obligations of companies that are financially troubled and that are either engaged in a reorganization or expect to file for bankruptcy. Investments in financially troubled companies involve significantly greater risk than investments in non-troubled companies, and the repayment of obligations of financially troubled companies is subject to significant uncertainties. Such companies generally are more vulnerable to real or perceived economic changes, political changes or adverse industry developments, and if their financial condition deteriorates, accurate financial and business information will generally be limited or unavailable. In addition, securities of such companies are typically thinly traded and there will likely be no established secondary or public market. The level of analytical sophistication, both financial and legal, necessary for successful financing to companies experiencing significant business and financial difficulties is unusually high. There is no assurance that Bain Capital Credit will correctly evaluate the value of the assets collateralizing a Bain Capital Credit Client's loans or the prospects for a successful reorganization or similar action. Additionally, certain Bain Capital Credit Clients invest in the securities of financially troubled companies that are non-U.S. issuers. Such non-U.S. issuers will likely be subject to bankruptcy and reorganization

processes and proceedings that are not comparable to those in the United States and that sometimes will be less favorable to the rights of lenders.

On occasion, a Bain Capital Credit Client will make investments that become distressed due to factors outside the control of Bain Capital Credit. There is no assurance that there will be sufficient collateral to cover the value of the loans and/or other investments purchased by a Bain Capital Credit Client or that there will be a successful reorganization or similar action of the company or investment which becomes distressed. In any reorganization or liquidation proceeding relating to a company in which a Bain Capital Credit Client invests, a Bain Capital Credit Client is in a position to lose its entire investment, to be required to accept cash or securities with a value less than a Bain Capital Credit Client's original investment and/or to be required to accept payment over an extended period of time. Under these circumstances, the returns generated from a Bain Capital Credit Client's investments will likely not compensate the investors in Bain Capital Credit Clients adequately for the risks assumed. For example, under certain circumstances, a lender who has inappropriately exercised control of the management and policies of a debtor will generally either have its claims subordinated, or disallowed, or be found liable for damage suffered by parties as a result of such actions. In addition, under circumstances involving a portfolio company's insolvency, payments to a Bain Capital Credit Client and distributions by a Bain Capital Credit Client to its investors is likely to be reclaimed if any such payment or distribution is later determined to have been a fraudulent conveyance or a preferential payment.

Troubled company investments require active monitoring and, at times, require significant participation in business strategy or reorganization proceedings by Bain Capital Credit. In addition, involvement by Bain Capital Credit in a company's reorganization proceedings could result in the imposition of restrictions limiting a Bain Capital Credit Client's ability to liquidate its position in the company.

### *Bank Loans*

The investments of a Bain Capital Credit Client at times include interests in loans originated by banks and other financial institutions. The loans invested in by a Bain Capital Credit Client may include term loans and revolving loans, may pay interest at a fixed or floating rate and may be senior or subordinated. Purchasers of bank loans are predominantly commercial banks, investment funds and investment banks. As secondary market trading volumes for bank loans increase, new bank loans are frequently adopting standardized documentation to facilitate loan trading which should improve market liquidity. There can be no assurance, however, that future levels of supply and demand in bank loan trading will provide an adequate degree of liquidity, that the current period of illiquidity will not persist or worsen and that the market will not experience periods of significant illiquidity in the future. In addition, Bain Capital Credit Clients at times make investments in stressed or distressed bank loans which are often less liquid than performing bank loans. Bain Capital Credit Clients acquire interests in bank loans either directly (by way of sale or assignment) or indirectly (by way of participation). The purchaser of an assignment typically succeeds to all the rights and obligations of the assigning institution and becomes a lender under the credit agreement with respect to the debt obligation; however, its rights can be more restricted than those of the assigning institution. Participation interests in a portion of a debt obligation typically result in a contractual relationship only with the institution participating out the interest,

not with the borrower. In purchasing participations, a Bain Capital Credit Client generally will have no right to enforce compliance by the borrower with the terms of the loan agreement, nor any rights of set-off against the borrower, and such Bain Capital Credit Client will not directly benefit from the collateral supporting the debt obligation in which it has purchased the participation. As a result, such Bain Capital Credit Client will assume the credit risk of both the borrower and the institution selling the participation.

#### *Credit Default Swaps and Other Credit Derivatives*

Bain Capital Credit Clients have in the past and may in the future make investments in credit default swaps, total rate of return swaps and other credit derivatives. These transactions generally provide for the transfer from one counterparty to another of certain credit risks inherent in the ownership of a financial asset such as a bank loan or a high yield debt security. Such risks include, among other things, the risk of default and insolvency of the obligor of such asset; the risk that the credit of the obligor or the underlying collateral will decline or that credit spreads for like assets will change (thus affecting the market value of the financial asset). The transfer of credit risk pursuant to a credit derivative will at times be complete or partial, and at times will be for the life of the related asset or for a shorter period. Credit derivatives are sometimes used as a risk management tool for a pool of financial assets, providing a Bain Capital Credit Client with the opportunity to gain exposure to one or more reference loans or other financial assets (each, a “reference asset”) without actually owning such assets in order, for example, to reduce a concentration risk or to diversify a portfolio. Conversely, credit derivatives are sometimes used by a Bain Capital Credit Client to reduce exposure to an owned asset without selling it in order, for example, to maintain relationships with clients, to avoid difficult transfer restrictions, manage illiquid assets or hedge declining credit quality of the financial asset.

Credit default swaps, total rate of return swaps and other credit derivatives are subject to many of the same types of risks described below in “Item 8: Risks -- Interest Rate, Currency Exchange and Investment Risk Management.” For example, in each credit derivative transaction that a Bain Capital Credit Client is party to, it assumes the credit risk of the counterparty. In the event that a Bain Capital Credit Client enters into a credit derivative with a counterparty who subsequently becomes insolvent or becomes the subject of a bankruptcy case, the credit derivative will generally be terminated in accordance with its terms and such Bain Capital Credit Client’s ability to realize its rights under the credit derivative and its ability to distribute the proceeds could be adversely affected.

Credit default swaps, total rate of return swaps and other credit derivatives are a relatively recent development in the financial markets. Consequently, there are certain legal, tax and market uncertainties that present risks in entering into such credit default swaps, total rate of return swaps and other credit derivatives. There is currently little or no case law or litigation characterizing credit default swaps, total rate of return swaps or other credit derivatives, interpreting their provisions, or characterizing their tax treatment. In addition, additional regulations and laws typically apply to credit default swaps, total rate of return swaps or other credit derivatives that have not heretofore been applied. There can be no assurance that future decisions construing similar provisions to those in any swap agreement or other related documents or additional regulations and laws governing

credit default swaps, total rate of return swaps or other credit derivatives will not have a material adverse effect on Bain Capital Credit Clients.

The use of leverage will significantly increase the sensitivity of the market value of the credit default swaps, total rate of return swaps or other credit derivatives to changes in the market value of the reference assets. The reference assets are subject to the risks related to the credit of the underlying obligors. These risks include the possibility of a default or bankruptcy of the obligors or a claim that the pledging of collateral to secure a loan constituted a fraudulent conveyance or preferential transfer that can be subordinated to the rights of other creditors of the obligors or nullified under applicable law. See below in “Item 8: Risks -- Lender Liability Considerations and Equitable Subordination” and “Item 8: Risks -- Fraudulent Conveyance Considerations” for a description of these risks.

In addition, the U.S. government recently enacted new regulation of the derivatives market. Such regulation could restrict the ability of Bain Capital Credit Clients to engage in derivatives transactions and/or increase the costs of such derivatives transactions, and there is a chance that Bain Capital Credit will be unable to execute the investment strategy for a Bain Capital Credit Client as a result. The regulation of derivatives transactions and funds that engage in such transactions is an evolving area of law and is subject to modification by government and judicial action.

#### *Priority of Repayment for Certain Investments*

The characterization of a Bain Capital Credit Client’s investments as senior debt or senior secured debt does not mean that such debt will necessarily be repaid in priority to all other obligations of the businesses in which a Bain Capital Credit Client invests. Furthermore, debt and other liabilities incurred by non-guarantor subsidiaries of the borrowers of senior secured loans made by a Bain Capital Credit Client are often structurally senior to the debt held by a Bain Capital Credit Client. In the event of insolvency, liquidation, dissolution, reorganization or bankruptcy of a portfolio company, the debt and other liabilities of such subsidiaries will generally be repaid in full before any distribution can be made to an obligor of the senior secured loans held by a Bain Capital Credit Client. Finally, portfolio companies will typically incur trade credit and other liabilities or indebtedness, which by their terms could provide that their holders are entitled to receive principal payments on or before the dates payments are due in respect of the senior secured loans held by a Bain Capital Credit Client.

#### *Risks of Secured Loans*

Bain Capital Credit Clients have in the past and may in the future invest in secured loans that are over-collateralized at the time of the investment, but such secured loans nonetheless may be exposed to losses resulting from default and foreclosure. Therefore, the value of the underlying collateral, the creditworthiness of the borrower and the priority of the lien are each of great importance. A Bain Capital Credit Client cannot guarantee the adequacy of the protection of a Bain Capital Credit Client’s interests, including the validity or enforceability of the loan and the maintenance of the anticipated priority and perfection of the applicable security interests. Furthermore, a Bain Capital Credit Client cannot assure that claims will not be asserted that might

interfere with enforcement of a Bain Capital Credit Client's rights. In addition, in the event of any default under a secured loan held directly by a Bain Capital Credit Client, a Bain Capital Credit Client will bear a risk of loss of principal to the extent of any deficiency between the value of the collateral and the principal and accrued interest of the secured loan, which could have a material adverse effect on a Bain Capital Credit Client's cash flow from operations.

In the event of a foreclosure, there is a possibility that a Bain Capital Credit Client will assume direct ownership of the underlying asset. The liquidation proceeds upon sale of such asset may not satisfy the entire outstanding balance of principal and interest on the loan, resulting in a loss to a Bain Capital Credit Client. Any costs or delays involved in the effectuation of a foreclosure of the loan or a liquidation of the underlying property will further reduce the proceeds and thus increase the loss.

#### *Exposure to Originated Investments*

From time to time, a Bain Capital Credit Client will originate certain of its investments with the expectation of later syndicating a portion of such investment to other affiliated funds or third parties. Prior to such syndication, or if such syndication is not successful, such Bain Capital Credit Client's exposure to the originated investment will likely exceed the exposure that Bain Capital Credit intends for such Bain Capital Credit Client to have over the long-term or would have had had it purchased such investment in the secondary market rather than originating it.

#### *Options*

Bain Capital Credit has in the past and may in the future cause a Bain Capital Credit Client to buy or sell (write) both call options and put options (either exchange-traded, over-the-counter or issued in private transactions), and when it writes options it does so on either a "covered" or an "uncovered" basis. Such options transactions are sometimes part of a hedging tactic (i.e., offsetting the risk involved in another securities position) or other times is a form of leverage, in which the applicable Bain Capital Credit Client has the right to benefit from price movements in a large number of securities with a small commitment of capital. These activities involve risks that can be large, depending on the circumstances. In general, the principal risks involved in options trading can be described as follows, without taking into account other positions or transactions the applicable Bain Capital Credit Client enters into.

When a Bain Capital Credit Client buys an option, a decrease (or inadequate increase) in the price of the underlying security in the case of a call, or an increase (or inadequate decrease) in the security in the case of a put, would result in a total loss of such Bain Capital Credit Client's investment in the option (including commissions). A Bain Capital Credit Client could mitigate those losses by selling short the securities as to which it holds call options or taking a long position (i.e., by buying the securities or buying options on them) on securities underlying put options. When a Bain Capital Credit Client sells (writes) an option, the risk can be substantially greater than when it buys an option. The seller of an uncovered call option bears the risk of an increase in the market price of the underlying security above the exercise price. Theoretically, the risk is unlimited unless the option is "covered." If it is covered, an increase in the market price of the security above the exercise price would cause the applicable Bain Capital Credit Client to lose the opportunity for

gain on the underlying security, assuming it bought the security for less than the exercise price. If the price of the underlying security were to drop below the exercise price, the premium received on the option (after transaction costs) would provide profit that would reduce or offset any loss the applicable Bain Capital Credit Client might suffer as a result of owning the security. The seller of an uncovered put option theoretically could lose an amount equal to the entire aggregate exercise price of the option, if the underlying security were to become valueless. If the option were covered with a short position in the underlying security, this risk would be limited, but a drop in the security's price below the exercise price would cause the applicable Bain Capital Credit Client to lose some or all of the opportunity for profit on the "covering" short position, assuming such Bain Capital Credit Client sold short for more than the exercise price. If the price of the underlying security were to increase above the exercise price, the premium on the option (after transaction costs) would provide profit that would reduce or offset any loss the applicable Bain Capital Credit Client might suffer in closing out its short position.

### *Forward Trading*

Forward contracts and options thereon, unlike futures contracts, generally are not traded on exchanges and are not standardized; rather, banks and dealers act as principals in these markets, negotiating each transaction on an individual basis. Forward trading (to the extent forward contracts are not traded on exchanges) and "cash" trading are substantially unregulated; there is no limitation on daily price movements and speculative position limits are not applicable. Bain Capital Credit will not cause Bain Capital Credit Clients to trade standardized forward contracts that are traded on regulated commodities exchanges. The principals who deal in the forward markets are not required to continue to make markets in the currencies or commodities they trade and these markets can experience periods of illiquidity, sometimes of significant duration. There have been periods during which certain participants in these markets have refused to quote prices for certain currencies or commodities or have quoted prices with an unusually wide spread between the price at which they were prepared to buy and that at which they were prepared to sell. Disruptions can occur in any market due to unusually high trading volume, political intervention or other factors. The imposition of controls by government authorities might also limit such forward (and futures) trading to less than that which Bain Capital Credit would otherwise recommend, to the possible detriment of Bain Capital Credit Clients. Market illiquidity or disruption could result in major losses to Bain Capital Credit Clients.

### *Highly Volatile Instruments*

The prices of the financial instruments in which Bain Capital Credit Clients can invest can be highly volatile. Price movements of instruments in which the assets of Bain Capital Credit Clients are invested are influenced by, among other things, interest rates, changing supply and demand relationships, trade, fiscal, monetary and exchange control programs and policies of governments, and national and international political and economic events and policies. In addition, governments from time to time intervene, directly and by regulation, in certain markets, particularly those in currencies and financial instrument options. Such intervention is intended to influence prices directly and, together with other factors, often cause all of such markets to move rapidly in the same direction because of, among other things, interest rate fluctuations. The investments of Bain

Capital Credit Clients also are subject to the risk of failure of any exchange on which its positions trade or of their clearinghouses.

### *Equity Securities*

Bain Capital Credit Clients expect to invest in equity securities. As with other investments that Bain Capital Credit Clients make, the value of equity securities held by a Bain Capital Credit Client will generally be adversely affected by actual or perceived negative events relating to the issuer of such securities, the industry or geographic areas in which such issuer operates or the financial markets generally. However, equity securities are typically even more susceptible to such events given their subordinate position in the issuer's capital structure. As such, equity securities generally have greater price volatility than fixed income securities, and the market price of equity securities owned by a Bain Capital Credit Client is more susceptible to moving up or down in a rapid or unpredictable manner.

### *Convertible Securities*

Convertible securities are bonds, debentures, notes, preferred stocks or other securities that convert into or exchanged for a specified amount of common stock of the same or different issuer within a particular period of time at a specified price or formula. A convertible security entitles the holder to receive interest that is generally paid or accrued on debt or a dividend that is paid or accrued on preferred stock until the convertible security matures or is redeemed, converted or exchanged. Convertible securities have unique investment characteristics in that they generally (i) have higher yields than common stocks, but lower yields than comparable non-convertible securities, (ii) are less subject to fluctuation in value than the underlying common stock due to their fixed-income characteristics and (iii) provide the potential for capital appreciation if the market price of the underlying common stock increases.

The value of a convertible security is a function of its "investment value" (determined by its yield in comparison with the yields of other securities of comparable maturity and quality that do not have a conversion privilege) and its "conversion value" (the security's worth, at market value, if converted into the underlying common stock). The investment value of a convertible security is influenced by changes in interest rates, with investment value declining as interest rates increase and increasing as interest rates decline. The credit standing of the issuer and other factors typically also have an effect on the convertible security's investment value. The conversion value of a convertible security is determined by the market price of the underlying common stock. If the conversion value is low relative to the investment value, the price of the convertible security is governed principally by its investment value. To the extent the market price of the underlying common stock approaches or exceeds the conversion price, the price of the convertible security will be increasingly influenced by its conversion value. A convertible security generally will sell at a premium over its conversion value by the extent to which investors place value on the right to acquire the underlying common stock while holding a fixed-income security. Generally, the amount of the premium decreases as the convertible security approaches maturity.

A convertible security is generally subject to redemption at the option of the issuer at a price established in the convertible security's governing instrument. If a convertible security held by a

Bain Capital Credit Client is called for redemption, such Bain Capital Credit Client will be required to permit the issuer to redeem the security, convert it into the underlying common stock or sell it to a third-party. Any of these actions could have an adverse effect on the ability of such Bain Capital Credit Client to achieve its investment objective.

#### *Investments in PIPES*

Bain Capital Credit Clients may invest in privately sourced and structured convertible and equity-linked securities of public companies (“PIPES”). PIPES offer the opportunity for significant gains, but also involve a high degree of risk, including the complete loss of capital. Among these risks are the general risks associated with investing in companies operating at a loss or with substantial variations in operating results from period to period and investing in companies with the need for substantial additional capital to support expansion or to achieve or maintain a competitive position. Such companies may face intense competition, including competition from companies with greater financial resources, more extensive development, manufacturing, marketing and service capabilities, and a greater number of qualified managerial and technical personnel. Securities of any such portfolio company will likely be thinly traded and undercapitalized and will therefore be more sensitive to adverse business or financial developments. In the event that any such portfolio company is unable to generate sufficient cash flow or raise additional equity capital to meet its projected cash needs, the value of Bain Capital Credit Clients’ investment in such portfolio investment could be significantly reduced or even lost entirely.

#### *Privatizations*

Bain Capital Clients may invest in state-owned enterprises that have been, or will be, transferred from government ownership to private ownership. There can be no assurance that any privatizations will be undertaken or, if undertaken, successfully completed. Changes in political or economic factors would result in changes in government policies towards privatization, and it is possible that governments may decide to return projects and companies to state ownership. In such scenarios, the level of compensation that would be provided to the private companies concerned cannot be accurately predicted, but could be substantially less than the amount invested in such companies.

#### *New Sector in Certain Jurisdictions*

Investing in distressed/special situation investments and non-performing loans is in its nascent stages in certain countries, and in this respect these types of investments are riskier than other more established asset classes in those countries. Additionally, given the sector’s relatively short history in certain countries, it may be difficult for an investor to assess the potential future performance, regulation, taxation and risks associated with expanding investments in this sector in those countries. In particular, private fund investing in certain countries may not currently be as heavily regulated as it is in the United States. As a result, these countries may be more likely to introduce new regulations during the term of the Fund.



### *Portfolio Purchases*

Certain Bain Capital Credit Clients expect to invest in entire portfolios of assets sold by hedge funds, business development corporations, regional commercial banks, specialty finance companies and other types of financial firms. The performance of individual assets in such a portfolio will vary, and the return on Bain Capital Credit Clients' investments in an entire portfolio may not exceed the returns Bain Capital Credit Clients would have received had they purchased some, but not all, of the assets contained in such portfolio.

### *Investments in Undervalued Assets*

Bain Capital Credit Clients often seek to invest in undervalued assets. The identification of investment opportunities in undervalued assets is a difficult task, and there is no assurance that such opportunities will be successfully recognized or acquired. While investments in undervalued assets offer the opportunity for above-average capital appreciation, these investments involve a high degree of financial risk and can result in substantial losses.

On occasion, Bain Capital Credit Clients will be required to hold undervalued assets for a substantial period of time with the expectation that the assets will appreciate in value, even though there is no assurance that such value appreciation will take place. Accordingly, there is a possibility that a Bain Capital Credit Client will be forced to sell such undervalued assets at a substantial loss. During this period, a portion of such Bain Capital Credit Client's funds would be committed to undervalued assets, thus possibly preventing such Bain Capital Credit Client from investing in other opportunities. In addition, a Bain Capital Credit Client could finance such purchases with borrowed funds and thus will have to pay interest on such funds during this waiting period. Finally, margin calls and other events related to such Bain Capital Credit Client's indebtedness could force such Bain Capital Credit Client to have to sell assets at prices that are less than their fair value.

### *Investments in Technology Start-Up and Similar Companies*

Bain Capital Credit Clients may invest in technology start-up or similar companies. These businesses are often involved in new and often untested products, services and markets, such investments may be subject to additional risks common among technology start-up companies, including risks related to (i) increased litigation, and significant costs associated therewith (including, potentially, litigation involving intellectual property and privacy), (ii) significant regulatory scrutiny, (iii) technology error, viruses, hacking or other failure, (iv) market saturation and an inability to grow its user base, (v) competition, including by competitors that create new and improved technology, (vi) unfavorable media coverage, (vii) an inability to effectively manage the rapid growth of its organization, (viii) expansion into unfamiliar jurisdictions, (ix) an inability to generate meaningful revenue (despite a significant user base), and (x) an inability to continue to adapt to changes and improve and upgrade technology.

### *Investments in the Energy Sector*

Bain Capital Credit Clients expect to make certain investments in and relating to the energy sector. The operations of energy companies are subject to many risks inherent in the transporting,

processing, storing, distributing, mining or marketing of natural gas, natural gas liquids, crude oil, coal, refined petroleum products or other hydrocarbons, or in the exploring, managing or producing of such commodities, including, without limitation: damage to pipelines, storage tanks or related equipment and surrounding properties caused by hurricanes, tornadoes, floods, fires and other natural disasters or by acts of terrorism, inadvertent damage from construction and farm equipment, leaks of natural gas, natural gas liquids, crude oil, refined petroleum products or other hydrocarbons, and fires and explosions. These risks could result in substantial losses due to personal injury or loss of life, severe damage to and destruction of property and equipment and pollution or other environmental damage, and may result in the curtailment or suspension of their related operations, any and all of which could result in lower than expected returns to Bain Capital Credit Clients. In addition, the energy sector has experienced significant volatility at times, which may occur in the future, and which could negatively affect the returns on any investment made by Bain Capital Credit Clients in this sector.

#### *Investments in the Industrial/Distribution Industries*

The industrial and distribution industries Bain Capital Credit Clients may invest in encounter competition in all areas of their businesses. Customers increasingly demand more technologically advanced and integrated products. To remain competitive, Bain Capital Credit Clients may need to invest continuously in research and development, manufacturing, marketing, client service and support and distribution networks. In the event of technological advance and a significant shift in the character of the market's demand, or if certain products become technologically obsolete, the performance of a Bain Capital Credit Client's investment, may be materially adversely affected.

#### *Investments in the Commodities Sector*

Bain Capital Credit Clients expect to make certain investments in and relating to the commodities sector. Commodities are assets that have tangible properties, such as oil, metals and agricultural products. Commodity prices can be extremely volatile and are influenced by many factors, including changes in overall market movements; real or perceived inflationary trends; commodity index volatility; changes in interest rates or currency exchange rates; population growth and changing demographics; nationalization, expropriation, or other confiscation; international regulatory, political, and economic developments (e.g., regime changes and changes in economic activity levels); government trade, fiscal, monetary, and exchange control programs and policies; developments affecting a particular industry or commodity, such as drought, flood, or other weather conditions, livestock disease, trade embargoes, competition from substitute products, transportation bottlenecks or shortages, fluctuations in supply and demand, and tariffs; and the inherent volatility of the marketplace. In addition, U.S. and non-U.S. governments from time to time intervene, directly and by regulation, in certain markets, often with the intent to influence prices directly. Actions of and changes in governments, and political and economic instability, in commodity-producing and -exporting countries may affect the production and marketing of commodities. In addition, commodity-related industries throughout the world are subject to greater political, environmental, and other governmental regulation than many other industries. Changes in government policies and the need for regulatory approvals may adversely affect the products and services of companies in the commodities industries. For example, the exploration, development, and distribution of coal, oil, and gas in the United States are subject to significant federal and state

regulation, which may affect rates of return on coal, oil, and gas and the kinds of services that the federal and state governments may offer to companies in those industries. In addition, compliance with environmental and other safety regulations has caused many companies in commodity-related industries to incur production delays and significant costs. Government regulation may also impede the development of new technologies. The effect of future regulations affecting commodity-related industries cannot be predicted.

#### *Investments in Industries Related to Natural Resources*

Bain Capital Credit Clients expect to invest in assets related to the natural resources sector, and would be exposed to adverse developments, including adverse price movements, affecting issuers in the natural resources sector. In addition, the prices of securities issued by companies in the natural resources sector may be more volatile than those of securities of companies in other industries. Some of the commodities used as raw materials or produced by these companies are subject to broad price fluctuations as a result of industry wide supply and demand factors. Companies in the natural resources sector often have limited pricing power over supplies or for the products they sell, which can affect their profitability. Companies in the natural resources sector also may be subject to special risks associated with natural or man-made disasters. In addition, the natural resources sector can be especially affected by political and economic developments, government regulations including changes in tax law or interpretations of law, energy conservation, and the success of exploration projects. Specifically, the natural resource sector can be significantly affected by import controls, worldwide competition, changes in consumer sentiment and spending, and can be subject to liability for, among other things, environmental damage, depletion of resources, and mandated expenditures for safety and pollution control.

#### *Investments in the Metals and Mining Industry*

Bain Capital Credit Clients expect to invest in assets related to the metals and mining industry. The profitability of companies in the metals and mining industry is related to, among other things, worldwide metal prices, and extraction and production costs. Worldwide metal prices may fluctuate substantially over short periods of time. In addition, metals and mining companies may be significantly affected by changes in global demand for certain metals, economic developments, energy conservation, exchange rates, the success of exploration projects, interest rates, economic conditions, tax treatment, government regulation and intervention, and world events in the regions that the companies to which a Fund has exposure operate (e.g., expropriation, nationalization, confiscation of assets and property or the imposition of restrictions on foreign investments and repatriation of capital, military coups, social unrest, violence and labor unrest). Metals and mining companies may also be subject to the effects of competitive pressures in the metals and mining industry.

#### *Investments in the Shipping Industry*

Bain Capital Credit Clients expect to invest in maritime and maritime-related assets, and therefore may be subject to the risks posed by the shipping industry in general, including: the burdens of ownership of maritime and maritime-related assets; local, national and international economic and political conditions; developments in international trade and changes in seaborne and other

transportation patterns; changes in the tourism and holiday travel market; the financial condition of charterers, pool operators, buyers and sellers of maritime-related assets; changes in interest rates and the availability of debt financing which may render the sale or refinancing of maritime and maritime-related assets difficult or impracticable; laws and regulations and fiscal and monetary policies; environmental issues, including accidents, contamination or pollution; changes in tax policies and rates; changes in energy and commodities prices; exposure to emerging markets and politically unstable regions and countries; embargoes and strikes; port and canal closures; cargo and property losses or damage; maritime disasters including collisions, groundings or capsizings or incidents relating to design failures of a vessel; natural disasters, weather patterns, storms, and climate changes; the risk of an explosion, fire or flooding; political unrest or the interference of government agencies or political bodies, armed conflicts and war; acts of piracy; terrorist events; and other factors which are beyond the reasonable control of Bain Capital Credit Clients. The nature, timing and degree of changes in shipping industry conditions are unpredictable. In addition, maritime and maritime-related assets are subject to long-term cyclical trends that give rise to significant volatility in values in terms of charter rates, profitability and, consequently, vessel values. The time lag in the shipping industry between orders and deliveries heighten this cyclicity. Certain significant fixed expenditures associated with purchasing maritime and maritime-related assets (such as third-party borrowings, taxes and maintenance costs) may stay the same or increase even when circumstances cause a reduction in returns from maritime and maritime-related assets. In addition, because of the international nature of the shipping industry, the governing law or laws with respect to the interpretation of contracts and the enforcement of remedies may be uncertain or conflicting, making it difficult for an investor to enforce its rights.

#### *Investments in the Media Industry*

Bain Capital Credit Clients expect to invest in media-related assets. Companies in the media industry may encounter distressed cash flows due to the need to commit substantial capital to meet increasing competition, particularly in formulating new products and services using new technology. Media companies are subject to risks that include cyclicity of revenues and earnings, a potential decrease in the discretionary income of targeted individuals, changing consumer tastes and interests, competition in the industry and the potential for increased state and federal regulation. Advertising spending is an important source of revenue for media companies. During economic downturns, advertising spending typically decreases and, as a result, media companies tend to generate less revenue.

#### *Investments in the Telecommunications Industry*

Bain Capital Credit Clients may make infrastructure-related investments in the telecommunications sector including sharing economy applications, vertical integration applications, and emerging internet services. Investment opportunities in the telecommunications sector are driven largely by consumer demand, technological advances, and improvements in data collection and storage. Changes in the development and proliferation of new technologies, data transmission and/or consumer demand, as well as changes in the prevailing global economy, may adversely affect a Bain Capital Credit Client's ability to identify and consummate attractive infrastructure-related investments in the telecommunications sector.

### *Investments in Consumer-related Industries*

Consumer-related industries are typically very competitive and are characterized by a crowded field of competitors. Although there may not be high barriers to entry, long-term market success is subject to a number of factors, many of which lie outside the control of Bain Capital Credit Clients. Consumer spending may be disproportionately affected by adverse economic conditions, and consumer spending patterns in the emerging economies in which Bain Capital Credit Clients intends to invest may be difficult to predict. In addition, investments may face competition from a number of other, more established market participants, including global companies with much greater financial, marketing, and other resources. In either case, a Bain Capital Credit Client's investment results may be affected in a materially adverse manner.

### *Investments in the Healthcare Industry*

The biotechnology, genetic/genomic testing and cancer therapeutic fields are highly competitive. Tests and therapies that are developed are characterized by rapid technological change. Investment competitors include venture capital-funded biotechnology companies, public and private pharmaceutical companies, universities, and public and private research institutions. In recent years, there have been numerous advances in technologies relating to the diagnosis and treatment of various cancer types. A number of other companies have cancer therapies and drug candidates in various stages of pre-clinical or clinical development, some of which may be commercialized in the near future, and the success of other cancer-treating drugs may diminish the need and marketability for treatments that may be developed.

### *Investments in Mortgage-Related Assets*

Bain Capital Credit Clients may make certain investments in mortgage-related assets. Rising interest rates tend to extend the duration of mortgage-related securities, making them more sensitive to changes in interest rates. As a result, in a period of rising interest rates, such investments may exhibit additional volatility. This is known as extension risk. In addition, mortgage-related securities are subject to prepayment risk. When interest rates decline, borrowers may pay off their mortgages sooner than expected. This can reduce the returns of a Bain Capital Credit Client because a Bain Capital Credit Client will have to reinvest that money at the lower prevailing interest rates. This is known as contraction risk.

Over the past several years, events in the real estate and securitization markets, as well as the debt markets and the economy generally, have caused significant dislocations, illiquidity and volatility in the market for mortgage-backed securities, as well as in the wider global financial markets. Declining real estate values, coupled with diminished availability of leverage and/or refinancings for commercial and multifamily real estate has resulted in increased delinquencies and defaults on commercial and multifamily mortgage loans. In addition, the downturn in the general economy has affected the financial strength of many commercial and multifamily real estate tenants and has resulted in increased rent delinquencies and increased vacancies. The default rate and price volatility of mortgage-backed securities may continue to increase as a result of delinquencies losses, lower recoveries on underlying mortgage pools and the other factors described, which in turn may materially and adversely affect the value of the a Bain Capital Credit Client's assets.

### *Residential Mortgage-Backed Securities*

Residential Mortgage-Backed Securities (“RMBS”) represent an interest in a pool of residential mortgage loans. Investing in RMBS involves the general risks typically associated with investing in traditional fixed-income securities (including interest rate and credit risk) and certain additional risks and special considerations (including the risk of principal prepayment and the risk of investing in real estate). Typically, when market interest rates decline, more mortgages are refinanced and the securities are paid off earlier than expected. Prepayments also occur on occasion on a scheduled basis or due to foreclosure. Typically, when market interest rates increase, the market values of mortgage-backed securities decline. At the same time, however, mortgage refinancings and prepayments generally slow, which lengthens the effective maturities of these securities. As a result, the negative effect of the rate increase on the market value of RMBS is usually more pronounced than it is for other types of fixed-income securities. Further, different types of RMBS are subject to varying degrees of prepayment risk.

The risks of investing in RMBS reflect the risks of investing in real estate securing the underlying loans, including the effect of local and other economic conditions, the ability of tenants to make payments, and the ability to attract and retain tenants. Some RMBS are backed by non-conforming mortgage loans, which are mortgage loans that do not qualify for purchase by government-sponsored agencies, such as Fannie Mae and Freddie Mac because of credit characteristics. Accordingly, such mortgage loans are likely to experience higher rates of delinquency, foreclosure and loss than mortgage loans originated in accordance with Fannie Mae or Freddie Mac underwriting guidelines.

Certain RMBS contain certain credit enhancement features intended to enhance the likelihood that holders of such securities will receive regular payments of interest and principal. There can be no assurance that the credit enhancement, if any, will adequately cover any shortfalls in cash available to make payments on such securities as a result of such delinquencies or defaults.

Certain RMBS are subordinated to one or more other senior classes of securities of the same series for purposes of, among other things, offsetting losses and other shortfalls with respect to the related underlying mortgage loans. In addition, in the case of certain securities, no distributions of principal would generally be made with respect to any class until the aggregate principal balances of the corresponding senior classes of securities have been reduced to zero. As a result, the subordinate classes are more sensitive to risk of loss and writedowns than senior classes of such securities.

Certain RMBS are not structured with significant or any overcollateralization, so their performance will be sensitive to delays or reductions in payments, particularly in the case of subordinated tranches of such securities. To the extent that RMBS provide for writedowns of principal, interest will cease to accrue on the portion of principal of a security that has been written down.

### *Investments in Non-Performing Loans*

Bain Capital Credit Clients’ investments are expected to include investments in non-performing and sub-performing loans which often involve workout negotiations, restructuring and the

possibility of foreclosure. These processes are often lengthy and expensive. In addition, Bain Capital Credit Clients' investments will likely include securities and debt obligations of financially distressed issuers, including companies involved in bankruptcy or other reorganization and liquidation proceedings. As a result, Bain Capital Credit Clients' investments may be subject to additional bankruptcy related risks, and returns on such investments may not be realized for a considerable period of time.

### *Short Sales*

Bain Capital Credit is authorized to invest in, or short, public securities for certain Bain Capital Credit Clients. Such investments involve a high degree of risk. In a short sale, the seller sells a security that it does not own, typically a security borrowed from a broker or dealer. Because the seller remains liable to return the underlying security that it borrowed from the broker or dealer, the seller must purchase the security prior to the date on which delivery to the broker or dealer is required. As a result, Bain Capital Credit will cause a Bain Capital Credit Client to engage in short sales only where it believes the value of the security will decline between the date of the sale and the date such Bain Capital Credit Client is required to return the borrowed security. The making of short sales exposes a Bain Capital Credit Client to the risk of liability for the market value of the security that is sold, an unlimited risk due to the lack of an upper limit on the price to which a security rises. In addition, there can be no assurance that securities necessary to cover a short position will be available for purchase. Bain Capital Credit Clients also take short positions in securities through various derivative products. These derivative products will typically expose such Bain Capital Credit Client to similar economic risks as if it had shorted the security directly.

### *Distressed Investments*

Bain Capital Credit Clients are also generally authorized to invest in the securities and obligations of distressed and bankrupt issuers, including debt obligations that are in covenant or payment default. Such investments generally are considered speculative. The repayment of defaulted obligations is subject to significant uncertainties. Defaulted obligations might be repaid, if at all, only after lengthy workout or bankruptcy proceedings, during which the issuer might not make any interest or other payments and the amount of any recovery is typically affected by the relative seniority of a Bain Capital Credit Client's investment in the capital structure of the issuer. In addition, distressed investments are more likely to be challenged as fraudulent conveyances and amounts paid on those investments will be subject to avoidance as a preference under certain circumstances.

### *DIP Loans*

The investments of certain Bain Capital Credit Clients consist of interests in loans issued by companies that are in bankruptcy. These investments are highly risky, as there are a number of significant risks inherent in the bankruptcy process. First, many events in a bankruptcy are the product of contested matters and adversarial proceedings and are beyond the control of the creditors. While creditors are generally given an opportunity to object to significant actions, there can be no assurance that a bankruptcy court in the exercise of its broad powers would not approve actions that would be contrary to the interests of a Bain Capital Credit Client. Second, the

effect of a bankruptcy filing on a company will generally adversely and permanently affect the company. There is a chance that the company will lose its market position and key employees and otherwise become incapable of restoring itself as a viable entity. If for this or any other reason the proceeding is converted to liquidation, the liquidation value of the company will likely not equal the liquidation value that was believed to exist at the time of the investment. Third, the duration of a bankruptcy proceeding is difficult to predict. A creditor's return on investment can be adversely affected by delays while the plan of reorganization is being negotiated, approved by the creditors and confirmed by the bankruptcy court and until it ultimately becomes effective. Fourth, the administrative costs in connection with a bankruptcy proceeding are frequently high. Although DIP loans, in some circumstances, possess priority over administrative expenses, this is not always the case, and when it is not the case, administrative expenses will typically be paid out of the debtor's estate prior to any return to creditors. For example, if a proceeding involves protracted or difficult litigation, or turns into a liquidation, substantial assets will likely be devoted to administrative costs. Fifth, bankruptcy law permits the classification of "substantially similar" claims in determining the classification of claims in a reorganization. Because the standard for classification is vague, there exists the risk that a Bain Capital Credit Client's influence with respect to the class of securities it owns can be lost by increases in the number and amount of claims in that class or by different classification and treatment. Sixth, in the early stages of the bankruptcy process it is often difficult to estimate the extent of, or even to identify, any contingent claims that might be made. Seventh, especially in the case of investments made prior to the commencement of bankruptcy proceedings, creditors can lose their ranking and priority if they exercise "domination and control" over a debtor and other creditors can demonstrate that they have been harmed by such actions. Eighth, certain claims that have priority by law (for example, claims for taxes) may be quite significant. Ninth, amounts previously paid to a Bain Capital Credit Client may be challenged as fraudulent conveyances or preferences as part of a bankruptcy proceeding. See below in "Item 8: Risks -- Fraudulent Conveyance and Preference Considerations."

Bain Capital Credit Clients invest in the securities and obligations issued by companies that are financially distressed and are expected by Bain Capital Credit to commence bankruptcy proceedings or undertake out-of-court restructurings, including debt obligations that are in covenant or payment default. Such investments generally are considered speculative. The repayment of defaulted obligations is subject to significant uncertainties. While these loans are subject to the risks inherent in the bankruptcy process as DIP loans, they are typically riskier than DIP loans because they do not possess certain protections, such as priming liens, typically afforded to DIP loans. It is more likely that a creditor making an investment made prior to the commencement of bankruptcy proceedings will be deemed to have exercised "domination and control" over a debtor and consequently lose ranking and priority. In addition, investments in pre-filing companies are more likely to be challenged as fraudulent conveyances and amounts paid on the investment will likely be subject to avoidance as a preference under certain circumstances.

### *Structured Products*

Bain Capital Credit has in the past and will in the future cause certain Bain Capital Credit Clients to invest in structured products, including assets typically referred to as CLO debt and CLO equity. These investments will typically consist of equity or subordinated debt securities issued by a private



investment fund that invests, on a leveraged basis, in the bank loan, high yield debt or other asset groups. A Bain Capital Credit Client's investments in structured products will be subject to a number of risks, including risks related to the fact that the structured products will be leveraged. Utilization of leverage is a speculative investment technique and will generally magnify the opportunities for gain and risk of loss borne by an investor in the equity or subordinated debt securities issued by a structured product. Many structured products contain covenants designed to protect the providers of debt financing to such structured products. A failure to satisfy those covenants could result in the untimely liquidation of the structured product and a complete loss of the Bain Capital Credit Client's investment therein. In addition, if the particular structured product is invested in a security in which the Bain Capital Credit Client is also invested, this would tend to increase the Bain Capital Credit Client's overall exposure to the credit of the issuer of such securities, at least on an absolute, if not on a relative basis. Bain Capital Credit Clients may invest in other funds or structured products sponsored by Bain Capital Credit or other affiliates. Typically, a Bain Capital Credit Client's interest in any such fund would be subject to the terms and conditions of such fund, including fees and carried interest, except to the extent the general partner of, or Bain Capital Credit or the affiliated adviser of, such fund has, in its sole discretion, waived all or a portion of such fees and carried interest with respect to such fund or structured product.

The value of an investment in a structured product will depend on the investment performance of the assets in which the structured product invests and will therefore be subject to all of the risks associated with an investment in those assets. These risks include the possibility of a default by, or bankruptcy of, the issuers of such assets or a claim that the pledging of collateral to secure any such asset constituted a fraudulent conveyance or preferential transfer that can be subordinated to the rights of other credits of the issuer of such asset or nullified under applicable law. The Bain Capital Credit Client will not own such assets directly and will therefore not benefit from general rights applicable to the holders of assets, such as the right to indemnity and the rights of setoff, or have voting rights with respect to such assets, and in such cases, all decisions related to such assets, including whether to exercise certain remedies, will be controlled by the structured product. Structured products are a relatively recent development in the financial markets. Consequently, there are certain tax and market uncertainties that present risks relating to investing in structured products.

### *Mezzanine Debt*

The mezzanine investments in which a Bain Capital Credit Client intends to invest are typically contractually or structurally subordinate to senior indebtedness of the applicable company, or effectively subordinated as a result of being unsecured debt and therefore subject to the prior repayment of secured indebtedness to the extent of the value of the assets pledged as security. In some cases, the subordinated debt held by a Bain Capital Credit Client will be subject to the prior repayment of different classes of senior debt that is "layered" ahead of the debt held by a Bain Capital Credit Client. In the event of financial difficulty on the part of a portfolio company, such class or classes of senior indebtedness ranking prior to the debt held by a Bain Capital Credit Client, and interest thereon and related expenses, must first be repaid in full before any recovery will be had on a Bain Capital Credit Client's mezzanine or other subordinated investment. Subordinated investments are characterized by greater credit risks than those associated with the senior or senior secured obligations of the same issuer. In addition, under certain circumstances the holders of the

senior indebtedness will have the right to block the payment of interest and principal on a Bain Capital Credit Client's mezzanine investment and to prevent a Bain Capital Credit Client from pursuing its remedies on account of such non-payment against the company. Further, in the event of any debt restructuring or workout of the indebtedness of any company, the holders of the senior indebtedness will likely control the creditor side of such negotiations.

Many issuers of mezzanine debt are highly leveraged, and their relatively high debt-to-equity ratios create increased risks that their operations might not generate sufficient cash flow to service their debt obligations. In addition, many issuers of mezzanine debt are in poor financial condition, experiencing poor operating results, having substantial capital needs or negative net worth or facing special competitive or product obsolescence problems, and sometimes include companies involved in bankruptcy or other reorganizations or liquidation proceedings. Adverse changes in the financial condition of an issuer, general economic conditions, or both, typically impairs the ability of such issuer to make payments on the subordinated securities and result in defaults on such securities more quickly than in the case of the senior obligations of such issuer. Some mezzanine debt securities are not publicly traded, and therefore it will be difficult to obtain information as to the true condition of the issuers. Finally, the market values of certain of this mezzanine debt reflect individual corporate developments.

Mezzanine debt investments will also be in the form of zero-coupon or deferred interest bonds, which are bonds which are issued at a significant discount from face value. The original discount approximates the total amount of interest the bonds will accrue and compound over the period until maturity or the first interest accrual date at a rate of interest reflecting the market rate of the security at the time of issuance. While zero-coupon bonds do not require the periodic payment of interest, deferred interest bonds generally provide for a period of delay before the regular payment of interest begins. These investments typically experience greater volatility in market value due to changes in the interest rates than bonds that provide for regular payments of interest.

#### *Risk Surrounding New Opportunities*

Bain Capital Credit from time to time considers additional investment opportunities, including but not limited to, advising new Clients and/or advising different types of investment vehicles. In addition, Bain Capital Credit from time to time considers expanding into different geographic locations. The consideration of new investment opportunities and geographic expansion presents additional risk to investors with Bain Capital Credit.

#### *Widening Risk*

For reasons not necessarily attributable to any of the risks set forth herein, there is a possibility that the prices of the securities and other financial assets in which Bain Capital Credit Clients invest will decline substantially. In particular, purchasing assets at what appear to be "undervalued" levels is no guarantee that these assets will not be trading at even lower levels at a time of valuation or at the time of sale. It is not possible to predict, or to hedge against, such "spread widening" risk.

### *Exit Financing*

Bain Capital Credit causes certain Bain Capital Credit Clients to invest in companies that are in the process of exiting, or that have recently exited, the bankruptcy process. Post-reorganization securities typically entail a higher degree of risk than investments in securities that have not undergone a reorganization or restructuring. Moreover, post-reorganization securities can be subject to heavy selling or downward pricing pressure after the completion of a bankruptcy reorganization or restructuring. If an evaluation by Bain Capital Credit of the anticipated outcome of an investment situation should prove incorrect, the relevant Bain Capital Credit Client could experience a loss.

### *Lender Liability Considerations and Equitable Subordination*

In recent years, a number of judicial decisions in the United States have upheld the right of borrowers to sue lending institutions on the basis of various evolving legal theories (collectively termed “lender liability”). Generally, lender liability is founded upon the premise that an institutional lender has violated a duty (whether implied or contractual) of good faith and fair dealing owed to the borrower or has assumed a degree of control over the borrower resulting in creation of a fiduciary duty owed to the borrower or its other creditors or shareholders. Because of the nature of certain of Bain Capital Credit Clients’ investments, a Bain Capital Credit Client could be subject to allegations of lender liability.

In addition, under common law principles that in some cases form the basis for lender liability claims, if a lending institution (i) intentionally takes an action that results in the undercapitalization of a borrower to the detriment of other creditors of such borrower, (ii) engages in other inequitable conduct to the detriment of such other creditors, (iii) engages in fraud with respect to, or makes misrepresentations to, such other creditors or (iv) uses its influence as a stockholder to dominate or control a borrower to the detriment of the other creditors of such borrower, there is a strong possibility that a court will elect to subordinate the claim of the offending lending institution to the claims of the disadvantaged creditor or creditors, a remedy called “equitable subordination.” Because of the nature of certain of Bain Capital Credit Clients’ and their affiliates’ investments, a Bain Capital Credit Client could be subject to claims from creditors of an obligor that such Bain Capital Credit Client’s investments issued by such obligor should be equitably subordinated. Some of the investments of Bain Capital Credit Clients will involve investments in which the applicable Bain Capital Credit Client would not be the lead creditor. It is, accordingly, possible that lender liability or equitable subordination claims affecting the investments of a Bain Capital Credit Client could arise without the direct involvement of such Bain Capital Credit Client.

If a Bain Capital Credit Client purchases debt securities of an affiliate in the secondary market at a discount, (i) a court might require such Bain Capital Credit Client to disgorge profit it realizes if the opportunity to purchase such securities at a discount should have been made available to the issuer of such securities or (ii) such Bain Capital Credit Client might be prevented from enforcing such securities at their full face value if the issuer of such securities becomes bankrupt.

### *Fraudulent Conveyance and Preference Considerations*

Various federal and state laws enacted for the protection of creditors often will apply to the purchase of investments by a Bain Capital Credit Client, by virtue of such Bain Capital Credit Client's role as a creditor with respect to the borrowers under such investments. If a court in a lawsuit brought by an unpaid creditor or representative of creditors of a borrower, such as a trustee in bankruptcy or the borrower as debtor-in-possession, were to find that the borrower did not receive fair consideration or reasonably equivalent value for incurring indebtedness evidenced by an investment and the grant of any security interest or other lien securing such investment, and, after giving effect to the incurring of such indebtedness, the borrower (i) was insolvent, (ii) was engaged in a business for which the assets remaining in such borrower constituted unreasonably small capital or (iii) intended to incur, or believed that it would incur, debts beyond its ability to pay such debts as they mature, such court could invalidate, in whole or in part, such indebtedness and such security interest or other lien as fraudulent conveyances, could subordinate such indebtedness to existing or future creditors of the borrower or could allow the borrower to recover amounts previously paid by the borrower to the creditor (including to a Bain Capital Credit Client) in satisfaction of such indebtedness or proceeds of such security interest or other lien previously applied in satisfaction of such indebtedness. In addition, in the event of the insolvency of an issuer of an investment, payments made on a Bain Capital Credit Client's investment could be subject to avoidance as a "preference" if made within a certain period of time (sometimes as long as one year) before insolvency depending on a number of factors, including the amount of equity of the borrower owned by the Bain Capital Credit Client and its affiliates and any contractual arrangement between the borrower, on the one hand, and such Bain Capital Credit Client and its affiliates, on the other hand. The measure of insolvency for purposes of the foregoing will vary depending on the law of the jurisdiction which is being applied. Generally, however, a borrower would be considered insolvent at a particular time if the sum of its debts was greater than all of its assets at a fair valuation or if the then-present fair saleable value of its assets was less than the amount that would be required to pay its probable liabilities on its then-existing debts as they became absolute and matured. There can be no assurance as to what standard a court would apply in order to determine whether a borrower was insolvent after giving effect to the incurrence of the loan or that, regardless of the method of evaluation, a court would not determine that the borrower was "insolvent" upon giving effect to such incurrence.

In general, if payments on an investment are avoidable, whether as fraudulent conveyances or preferences, such payments can be recaptured either from the initial recipient (such as a Bain Capital Credit Client) or from subsequent transferees of such payments, including investors in Bain Capital Credit Funds.

### *Participation on Creditors' Committees*

From time to time, Bain Capital Credit will participate of behalf of a Bain Capital Credit Client on committees formed by creditors to negotiate the management of financially troubled companies that may or may not be in bankruptcy or Bain Capital Credit will seek to negotiate on behalf of a Bain Capital Credit Client directly with the debtors with respect to restructuring issues. If Bain Capital Credit does join a creditors' committee on behalf of a Bain Capital Credit Client, the participants of the committee would be interested in obtaining an outcome that is in their respective

individual best interests and there can be no assurance of obtaining results most favorable to the applicable Bain Capital Credit Client in such proceedings. By participating on such committees, Bain Capital Credit will likely be deemed to have duties to other creditors represented by the committees, which might thereby expose Bain Capital Credit Clients to liability to such other creditors who disagree with the actions.

On occasion, Bain Capital Credit will also be provided with material non-public information that would typically restrict Bain Capital Credit's ability to trade in the company's securities on a Bain Capital Credit Client's behalf. While Bain Capital Credit and Bain Capital Credit Clients intend to comply with all applicable securities laws and to make judgments concerning restrictions on trading in good faith, Bain Capital Credit may trade in the company's securities on a Bain Capital Credit Client's behalf while engaged in the company's restructuring activities. Such trading creates a risk of litigation and liability that has the potential to cause the Bain Capital Credit Client to incur significant legal fees and potential losses.

#### *Event-Driven Special Situations*

Bain Capital Credit Clients, from time to time, invest in "event-driven" special situations such as recapitalizations, spinoffs, corporate and financial restructurings, litigation or other catalyst-orientated situations. Investments in such securities are often difficult to analyze, and a Bain Capital Credit Client could be incorrect in its assessment of the downside risk associated with an investment, thus resulting in a significant loss. Although Bain Capital Credit intends to utilize appropriate risk management strategies, such strategies cannot fully insulate Bain Capital Credit Clients from the risks inherent in their planned activities. Moreover, in certain situations, Bain Capital Credit will be unable to, or will choose not to, implement risk management strategies because of the costs involved or other relevant circumstances.

#### *Market Disruption Risk and Terrorism Risk*

The military operations of the United States and its allies, the instability in various parts of the world and the prevalence of terrorist attacks throughout the world could have significant adverse effects on the global economy. In addition, certain illnesses spread rapidly and have the potential to significantly affect the global economy. Terrorist attacks, in particular, may exacerbate some of the foregoing risk factors. A terrorist attack involving, or in the vicinity of, a company in which Bain Capital Credit Clients invests may result in a liability far in excess of available insurance coverage. Neither Brookside Capital nor the General Partner can predict the likelihood of these types of events occurring in the future nor how such events may affect Bain Capital Credit Clients.

#### *Interest Rate, Currency Exchange and Investment Risk Management*

While under no obligation to do so, certain Bain Capital Credit Clients are authorized to use various investment strategies to hedge interest rate or currency exchange risks, and Bain Capital Credit may enter into hedging arrangements with a broker, a bank, or other financial organizations. Such strategies in general are usually intended to limit or reduce investment risk but can also be expected to limit or reduce the potential for profit. The hedging arrangements seek to establish other positions designed to gain from those same fluctuations in order to moderate the decline in the values of the

interest rate or currency exchange. Techniques and instruments change over time as new instruments and strategies are developed or regulatory changes occur. Bain Capital Credit Clients generally use any or all such types of interest rate hedging transactions and currency hedging transactions at any time and no particular strategy will dictate the use of one transaction rather than another. Bain Capital Credit may determine in its sole discretion not to hedge against certain risks, and certain risks may exist that cannot be hedged and the decision as to when and to what extent Bain Capital Credit Clients will engage in hedging transactions will depend upon a number of factors and variables, including market conditions. Accordingly, there can be no assurance that Bain Capital Credit Clients will engage in hedging transactions at any given time or from time to time, or that such transactions, if available, will be effective.

Although Bain Capital Credit intends to cause Bain Capital Credit Clients to engage in any interest rate hedging transactions and currency hedging transactions only for hedging purposes and not for speculation, use of interest rate hedging transactions and currency hedging transactions involves certain inherent risks. These risks include (i) the possibility that the market will move in a manner or direction that would have resulted in gain for a Bain Capital Credit Client had an interest rate hedging transaction or currency hedging transaction not been utilized, in which case it would have been better had such Bain Capital Credit Client not engaged in the interest rate hedging transaction or currency hedging transaction, (ii) the risk of imperfect correlation between the risk sought to be hedged and the interest rate hedging transaction or currency hedging transaction utilized, (iii) potential illiquidity for the hedging instrument utilized, which would likely make it difficult for the relevant Bain Capital Credit Client to close-out or unwind an interest rate hedging transaction or currency hedging transaction and (iv) credit risk with respect to the counterparty to the interest rate hedging transaction or currency hedging transaction. Additionally, a Bain Capital Credit Client's hedging arrangements that are undertaken through brokers, banks or other organizations will subject the Bain Capital Credit Client to the risk of default or insolvency of such organizations. In such event, there can be no assurance that any money advanced to such organizations would be repaid or that the Bain Capital Credit Client would have any recourse in such event of non-payment. Bain Capital Credit Clients have in the past and may in the future enter into certain hedging and short sale transactions for the purpose of protecting the market value of an investment made by such Bain Capital Credit Client for a period of time without having to currently dispose of such investment. Such defensive hedge transactions are generally entered into when a Bain Capital Credit Client is legally restricted from selling an investment or when Bain Capital Credit otherwise determines that it is advisable to decrease its exposure to the risk of a decline in the market value of an investment. Such defensive hedging transactions often expose the relevant Bain Capital Credit Client to the counterparty's credit risk. There also can be no assurance that Bain Capital Credit will accurately assess the risk of a market value decline with respect to an investment or will advise or cause a Bain Capital Credit Client to enter into an appropriate defensive hedge transaction to protect against such risk. Furthermore, Bain Capital Credit Clients are in no event obligated to enter into any defensive hedge transaction.

Bain Capital Credit Clients, from time to time, employ various investment programs including the use of derivatives, short sales, swap transactions, currency hedging transactions, securities lending agreements and repurchase agreements. There can be no assurance that Bain Capital Credit will adopt any particular program or strategy or that, if adopted any such investment program will be undertaken successfully.

### *Contingent Liabilities*

Bain Capital Credit Clients, from time to time, incur contingent liabilities in connection with an investment. For example, such Bain Capital Credit Client will acquire a revolving credit or delayed draw term facility that has not yet been fully drawn or will originate or make a secondary purchase of a revolving credit facility. If the borrower subsequently draws down on the facility, the applicable Bain Capital Credit Client will be obligated to fund the amounts due which amounts are required to be funded after the termination of the Bain Capital Credit Client investment period. Bain Capital Credit Clients often incur numerous other types of contingent liabilities. There can be no assurance that a Bain Capital Credit Client will adequately reserve for its contingent liabilities and that such liabilities will not have an adverse effect on a Bain Capital Credit Client.

### *Business and Regulatory Risks of Private Investment Funds*

Legal, tax and regulatory changes could occur during the term of a Bain Capital Credit Client that may adversely affect a Bain Capital Credit Client. The regulatory environment for private investment funds and other investment vehicles is evolving, and there is a possibility that changes in securities regulations will adversely affect the value of fund interests, including by adversely affecting the value of investments held by a Bain Capital Credit Client and the ability of a Bain Capital Credit Client to obtain the leverage it might otherwise obtain or to pursue its trading strategies. In addition, the securities and futures markets are subject to comprehensive statutes, regulations and margin requirements. The SEC, the CFTC, other regulators and self-regulatory organizations and exchanges are authorized to take extraordinary actions in the event of market emergencies. The regulation of derivatives transactions and funds that engage in such transactions is an evolving area of law and is subject to modification by domestic and foreign government and judicial action. The effect of any future regulatory change on a Bain Capital Credit Client could be substantial and adverse.

### *Cyber Security Risk*

With the increased use of technologies such as the internet and the dependence on computer systems to perform necessary business functions, investment vehicles such as Bain Capital Credit Clients and their service providers may be prone to operational and information security risks resulting from cyber-attacks. In general, cyber-attacks result from deliberate attacks, but unintentional events may have effects similar to those caused by cyber-attacks. Cyber-attacks include, among other behaviors, stealing or corrupting data maintained online or digitally, denial-of-service attacks on websites, the unauthorized release of confidential information and causing operational disruption. Successful cyber-attacks against, or security breakdowns of, Bain Capital Credit Clients, the respective General Partners (as applicable), Bain Capital Credit, Bain Capital Credit Clients' custodian and/or other third party service providers may adversely impact Bain Capital Credit Clients. For instance, cyber-attacks may interfere with the processing of transactions, impact Bain Capital Credit Clients' ability to value its assets, cause the release of private information or confidential information of Bain Capital Credit Clients, impede trading, cause reputational damage, and subject Bain Capital Credit Clients to regulatory fines, penalties or financial losses, reimbursement or other compensation costs, and/or additional compliance costs. Bain Capital Credit Clients may also incur substantial costs for cyber security risk management in

order to prevent any cyber incidents in the future. Bain Capital Credit Clients could be negatively impacted as a result. While Bain Capital Credit Clients or Bain Capital Credit Clients' service providers have established business continuity plans and systems designed to prevent such cyber-attacks, there are inherent limitations in such plans and systems including the possibility that certain risks have not been identified. Similar types of cyber security risks are also present for issuers of securities or other instruments in which Bain Capital Credit Clients invest, which could result in material adverse consequences for such issuers, and may cause Bain Capital Credit Clients' investment therein to lose value.

## **Item 9. Disciplinary Information**

In relation to certain equity ownership reports that were inadvertently filed late in 2010 and thereafter in amendments, Bain Capital Credit, LP, in September 2014, voluntarily agreed, without admitting any wrongdoing, to pay a \$68,000 penalty as part of a settlement with the SEC. Under Section 13(d) of the Securities Exchange Act of 1934 and related rules, any person who has acquired beneficial ownership of more than 5% of certain equity securities must file, within 10 days, a disclosure statement with the SEC, and must amend its filings when material changes occur. There is no state of mind requirement for Section 13(d) reporting requirements, and the inadvertent failure to timely file a required report constitutes a violation. The filings were made with respect to equities held in Bain Capital Credit's Special Situations business. The SEC considered that Bain Capital Credit took remedial steps and recognized its cooperation in the matter. The penalty was paid by Bain Capital Credit and was not borne by any Bain Capital Credit Clients or investors in any Bain Capital Credit Client.

## **Item 10. Other Financial Industry Activities and Affiliations**

### **Related General Partners**

Various entities serve as general partners of Bain Capital Credit Funds. One of several limited liability companies serves as the general partner of the general partner of each Bain Capital Credit Partnership.

### **Affiliated Advisors**

Bain Capital Credit currently has affiliated advisers based in the U.S., many of which focus primarily on a different area of investment management, although such areas overlap from time to time (such advisers, the "U.S. Affiliate Advisors"). Each U.S. Affiliate Advisor is registered as an investment adviser with the SEC. The U.S. Affiliate Advisors currently include:

- Bain Capital Private Equity, LP, which focuses on leveraged buyouts and growth capital in a wide variety of industries;
- Bain Capital Double Impact, LP, which focuses on equity investing in impact- or mission-oriented companies and more traditional companies with positive impact products and services;



- Bain Capital Life Sciences, LP, which focuses on equity investing in biopharmaceutical, medical device, diagnostics and enabling life science technology companies;
- Bain Capital Public Equity, LP, the public equity affiliate of Bain Capital, whose primary objective is investing in securities of publicly-traded companies that offer opportunities to realize substantial long-term capital appreciation;
- Bain Capital Ventures, LP, the venture capital arm of Bain Capital, which focuses on seed through late-stage growth equity investing in software, hardware, information, healthcare and technology-driven business services companies;
- Boylston Advisors, LP, which focuses on providing alternative investment opportunities to current and former personnel of Bain Capital and invests primarily in third party private fund managers via managed funds of funds and direct investments. In addition, Boylston Advisors, LP related persons also serve as the general partners to investment vehicles whose primary purpose is to invest in, or coinvest with, investment funds managed by Bain Capital Credit and other Affiliate Advisors for the benefit of employees and former employees of Bain Capital and its affiliates;
- BCSF Advisors, LP, which serves as the investment manager to a BDC, and may in the future advise or sub-advise other investment vehicles, including registered investment companies; and
- Bain Capital Credit CLO Advisors, LP, which provides investment advisory services and collateral management services to issuers of CLOs.

In addition, Bain Capital Distributors, LLC, is a broker-dealer registered with the SEC and is a member of FINRA. Bain Capital Distributors places securities and instruments issued by certain private investment funds that Bain Capital Credit and its affiliates manage.

In addition to the U.S. Affiliate Advisors, Bain Capital Private Equity (Europe), LLP, Bain Capital Credit, Ltd., and Bain Capital Investments (Europe), Ltd., are affiliates of Bain Capital Credit and are licensed as investment advisers with the United Kingdom Financial Conduct Authority (the “European Affiliate Advisors”). Bain Capital Credit (Australia), Pty. Ltd. is licensed and regulated by the Australian Securities and Investments Commission (together with the U.S. Affiliate Advisors and the European Advisors as the “Affiliate Advisors”). The non-Bain Capital Credit Affiliate Advisors’ investment activities are conducted independently, but the Affiliate Advisors may provide an extensive personal network and access to vertical industry expertise. On occasion, the Bain Capital Credit Clients may also benefit from attractive non- traditional investment opportunities from Affiliate Advisors.

Bain Capital has established other non-investment advisory related entities which are affiliates of the Affiliate Advisors. These entities do not provide investment advisory services and have been organized primarily to provide services incidental to the services of the Affiliate Advisors.

## **Conflicts of Interest**

The discussion below reflects both historical and current practices of Bain Capital Credit and Bain Capital Credit Clients and practices vary among Bain Capital Credit Clients. Please refer to the governing and/or disclosure documents of the applicable Bain Capital Credit Clients for details regarding these practices.

As a diversified investment firm, Bain Capital and its affiliates, including Bain Capital Credit, engage in a broad range of activities, including investment activities for their own account (such as co-investment vehicles) and for the account of other investment funds or accounts and provide advisory, management and other services to funds and operating companies.

The funds and accounts managed by the Affiliate Advisors are referred to as “Related Clients.” In the ordinary course of conducting its activities, the interests of a Bain Capital Credit Client will, on occasion, conflict with the interests of Bain Capital Credit, Bain Capital Credit Clients, other Related Clients or their respective affiliates.

### **Resolution of Conflicts**

Bain Capital Credit and each of the other Affiliate Advisors will deal with all conflicts of interest using its best judgment, but in its sole discretion. When conflicts arise between a Bain Capital Credit Client and Related Clients, Bain Capital Credit will represent the interests of the Bain Capital Credit Client, and the other participating Affiliate Advisor will represent the interests of the other Related Client it advises. In resolving conflicts, Bain Capital Credit and the other Affiliate Advisors will generally consider various factors, including the interests of the course of dealing among Bain Capital Credit Clients and the Related Clients. From time to time, Bain Capital Credit and the Affiliate Advisors may determine to refer certain conflicts of interest to Bain Capital’s Allocation Committee (the “Allocation Committee”), comprised of senior Bain Capital personnel, for review and resolution, particularly in situations where Bain Capital Credit and the Affiliate Advisors are unable to resolve such conflicts. Similarly, the Allocation Committee may in its sole discretion determine to review and make determinations regarding certain conflicts of interest.

When conflicts arise between a Bain Capital Credit Client and another Bain Capital Credit Client, Bain Capital Credit will resolve the conflict. In doing so, it will generally consider various factors, including the interests of such Bain Capital Credit Client and the other Bain Capital Credit Client with respect to the immediate issue and/or with respect to the longer term course of dealing among Bain Capital Credit Clients. In the case of all conflicts involving a Bain Capital Credit Client, Bain Capital Credit’s determination as to which factors are relevant, and the resolution of such conflicts will be made in Bain Capital Credit’s sole discretion. There can be no assurance that Bain Capital Credit will be able to resolve all conflicts in a manner that is favorable to a Bain Capital Credit Client.

### ***Mitigating Factors***

The following factors may alleviate, but will not eliminate, conflicts of interest among a Bain Capital Credit Client and other Related Clients:

- A Bain Capital Credit Client will not make or sell any investment or take any action unless the portfolio manager for such Bain Capital Credit Client believes that such action considered solely from the viewpoint of such Bain Capital Credit Client is beneficial for such Bain Capital Credit Client;
- Bain Capital Credit seeks to allocate trades among Bain Capital Credit Clients in a fair manner, taking into account among other things, investment guideline differences between each Bain Capital Credit Client, and the circumstances of each Bain Capital Credit Client (such as tax, regulatory, or cash considerations) at the time an investment opportunity is presented;
- The advisory board or similar committee of Bain Capital Credit Clients and each other Related Client, whose members are not affiliated with Bain Capital Credit, may play an important role in resolving conflicts of interest by approving or disapproving the appropriateness of decisions that involve significant conflicts of interest referred to it by the appropriate general partner of Bain Capital Credit Clients;
- Bain Capital Credit and the other Affiliate Advisors have adopted written policies establishing information “walls” designed to limit communication between business units. These policies seek to restrict the transfer of confidential information between these business units, subject to certain exceptions provided in the policies. These policies also establish procedures for communications among personnel of different business units to guard against unlawful and inappropriate disclosure of material, nonpublic information.

#### Sources of Conflicts of Interest

There are numerous perceived and actual conflicts of interest among and between Bain Capital Credit, the Affiliate Advisors, other Related Clients and Bain Capital Credit Clients. The conflicts of interest that may be encountered by a Bain Capital Credit Client include those discussed below, although such discussion does not describe all of the conflicts that may be faced by such Bain Capital Credit Client. Other conflicts are discussed throughout this document and this document should be read in its entirety for other conflicts. Dealing with conflicts of interest is complex and difficult, and new and different types of conflicts are likely to subsequently arise.

#### *Conflicts Relating to the General Partner, Bain Capital Credit and Certain Affiliate Advisors*

#### **Bain Capital Credit Personnel**

Personnel responsible for managing Bain Capital Credit Clients have responsibilities with respect to other funds or accounts managed by Bain Capital Credit, BCSF Advisors, LP, and/or Bain Capital Credit CLO Advisors, LP, including funds and accounts that are raised in the future. Under resource sharing agreements, Bain Capital Credit has agreed to provide resources to BCSF Advisors, LP and Bain Capital Credit CLO Advisors, LP, which will enable them to fulfill their obligations under the applicable investment management agreements and collateral management agreements. The resource sharing agreements provide that Bain Capital Credit will make available

to BCSF Advisors, LP and Bain Capital Credit CLO Advisors, LP, experienced investment professionals and access to the resources of Bain Capital Credit for purposes of evaluating, negotiating, structuring, closing and monitoring investments.

Substantial time will be spent by such officers and employees monitoring the investments of other Bain Capital Credit Clients, BCSF Advisors, LP's clients and Bain Capital Credit CLO Advisors, LP clients. In addition, certain Bain Capital Credit personnel have responsibilities with other Affiliated Advisors, including serving on their investment committees. Conflicts of interest arise in allocating time, services or functions of these officers and employees.

### **Advisory Services to Portfolio Companies**

The other Affiliate Advisers often perform a variety of services for actual or prospective portfolio companies or other deal-related investment vehicles of the Affiliate Advisors, including financial, operational and transactional services (such as advice and consulting in connection with mergers, acquisitions, add-on acquisitions, refinancings, public offerings, sales and similar transactions), as well as management consulting services (the "Other Services") for, and will receive compensation from (and expenses reimbursed by), a number of entities, which may include entities in which the Bain Capital Credit Funds have interests. In connection with performance of the Other Services, such Affiliate Adviser typically enters into a management agreement with the entity to which the Other Services are provided. The terms of these management agreements may vary but they often extend for a significant period of time (e.g. five to ten years or more) and typically terminate upon a change of control of, or upon an initial public offering by, such entity. It is possible that Affiliate Advisers receive certain termination fees when a management agreement is terminated upon an entity's initial public offering. These fees are often substantial, particularly in the event such circumstances occur early in the life of the Bain Capital Credit Client's investment in such portfolio company. The appropriate fees for certain advisory services is determined by such Affiliate Adviser providing such Other Services, following negotiation with management of such entity receiving such Other Services and other investors, in consultation with lenders, prior to the investment in a portfolio company being closed. The starting point for such fee is typically based on the relevant operating metric for the such entity (e.g., EBITDA or revenue) which the Affiliate Adviser believes are indicative proxies for the amount of resources that it expects it will provide to the portfolio company, but other factors are considered such as additional effort that may be required in a turnaround situation. Because an independent third-party is not always involved on behalf of the relevant entity receiving the Other Services, a conflict will exist in determination of any such fees and other related terms in the applicable management agreement with such entities. Bain Capital Credit does not participate in the negotiation or approval of these arrangements, and these fees will not be shared with Bain Capital Credit or Bain Capital Credit Clients.

The Affiliate Advisors have existing and potential advisory and other relationships with a significant number of portfolio companies and other clients, and have in the past and may in the future provide financing, services, advice or otherwise deal with third parties whose interests conflict with the interests of a company in which a Bain Capital Credit Client has invested, such as competitors, suppliers or customers of a company in which the Bain Capital Credit Client has invested. On occasion, an Affiliate Advisor will recommend or cause such a third party to take actions that are adverse to a Bain Capital Credit Client or companies in which it has invested.

The other Affiliate Advisors have in the past and may in the future also engage and retain advisers, consultants and similar professionals who are not employees or affiliates of such Affiliate Advisor and who, from time to time, receive payments from such Affiliate Advisor or receive payments from or allocations of investment opportunities with respect to, entities, which have in the past and may in the future include entities in which Bain Capital Credit Clients have interests. These fees will not be shared by Bain Capital Credit Clients or the limited partners of Bain Capital Credit Funds.

Personnel of Affiliate Advisors invest in one or more Bain Capital Credit Funds. Conflicts will arise to the extent such personnel manage other funds, the interests of which conflict with those of the Bain Capital Credit Funds.

### **Incentive Allocation and Valuations**

The General Partner of a Bain Capital Credit Partnership generally is entitled to carried interest under the terms of the Partnership Agreement. Bain Capital Credit is also entitled to an incentive fee under the terms of its collateral management agreements with CLOs. The existence of the General Partner's carried interest and/or the incentive fee could create an incentive for the Bain Capital Credit to make more speculative investments than it would otherwise make in the absence of performance-based compensation. Bain Capital Credit values the investments held by Bain Capital Credit Clients. If these valuations are incorrect, the amount and timing of the payment of the carried interest to the General Partner could be incorrect. In addition, the method of calculating the carried interest could result in conflicts of interest between Bain Capital Credit, on the one hand, and the investors in Bain Capital Credit Clients on the other hand, with respect to the management disposition and valuation of investments. Bain Capital Credit also may have an incentive to hold on to investments that have poor prospects of improving in order to receive ongoing management fees and a larger carried interest.

The process of valuing securities for which reliable market quotations are not available or used is based on inherent uncertainties and the resulting values may differ from values that would have been determined had an active market existed for such securities and may differ from the prices at which such securities may ultimately be sold. In addition, the applicable General Partner may or may not value the investments consistently with how the same or similar investments are valued by the General Partners of the other Related Clients. Bain Capital Credit may have an incentive to value an asset internally rather than subject to a third party valuation agent.

The payment by Bain Capital Credit Clients of carried interest at varying rates may create an incentive for Bain Capital Credit to disproportionately allocate time, services or functions to Bain Capital Credit Clients paying carried interest at a higher rate.

**Allocation of Investment Opportunities**

Bain Capital Credit and its subsidiaries sponsor and manage various investment vehicles, and Bain Capital Credit expects to form new investment vehicles in the future. Bain Capital Credit seeks to allocate investment opportunities among Bain Capital Credit Clients in a manner consistent with its fiduciary obligations and overall fairness principles. In determining which Bain Capital Credit Clients will participate in investment opportunities, Bain Capital Credit seeks to act in the best interests of each of the Bain Capital Credit Clients, and to place the interests of Bain Capital Credit Clients above those of Bain Capital Credit and its affiliates.

Bain Capital Credit seeks to provide fair and equitable treatment — in good faith and to the extent reasonably possible — to Bain Capital Credit Clients sharing similar investment mandates and guidelines. However, because of differences in account size, cash consideration, tax restrictions, regulatory restrictions, liquidity, and other considerations, it is expected that not all Bain Capital Credit Clients pursuing a similar strategy will participate in every investment opportunity. In some circumstances, due to regulatory considerations related to the 1940 Act, the 1940 Act Funds may not be considered eligible Bain Capital Credit Clients for allocation purposes. As a result, the 1940 Act Funds may not be able to participate in as many investments as the non-1940 Act Funds. Strategies are rarely identical. Bain Capital Credit shall not make investment allocation determinations based on the amount or structure of any compensation that could be realized by Bain Capital Credit or its affiliates.

In addition, Bain Capital Credit has, and may in the future, enter into joint venture arrangements with third parties which could require it to split investment allocations with those third parties. While Bain Capital Credit believes such arrangements present Bain Capital Credit Clients with additional opportunities that may otherwise not have been present, Bain Capital Credit Clients could receive a smaller allocation of the applicable investment than if it had pursued the investment opportunity without a third party.

Affiliated Advisors also sponsor and manage various investment vehicles, and expect to form additional vehicles in the future. From time to time, other Related Clients will invest in assets eligible for purchase by a Bain Capital Credit Client. The investment policies, fee arrangements, carried interest, investments owned by employees of Bain Capital Credit or the other Affiliate Advisors, and other circumstances of such Bain Capital Credit Client, often vary from those of other Related Clients. These relationships are likely to present conflicts of interest in determining how much, if any, of certain investment opportunities to offer to the Bain Capital Credit Client. Subject to any requirements of the governing instruments of Bain Capital Credit Clients and other Related Clients, opportunities for investments will be allocated between a Bain Capital Credit Client and other Related Clients in a manner that Bain Capital Credit and the other Affiliate Advisors, as well as the Related Clients' respective general partners, believe in their sole discretion to be appropriate given factors they believe to be relevant. Such factors will generally include, but not be limited to, the investment objectives, geography, nature of the target's business, scale, transaction sourcing, liquidity, diversification, lender covenants and other limitations of Bain Capital Credit Clients and other Related Clients, and the amount of capital each then has

available for such investment, any exclusive rights to investment opportunities that may have been granted to other Bain Capital Credit Clients or Related Clients, the expected duration of the investment in light of the term of the other Bain Capital Credit Clients and the other Related Clients, regulatory and tax considerations (including those related to the 1940 Act), the degree of risk arising from an investment, the expected investment return and such other factors as Bain Capital Credit and Bain Capital deems to be appropriate. In general, while investments sourced by an Affiliate Advisor that are appropriate for Related Clients advised by such Affiliate Advisor will first be made available to such other Related Clients, Bain Capital Credit and the other Affiliate Advisors have substantial discretion in allocating investment opportunities. The foregoing methodology for allocation of investment opportunities will likely vary over time and will be on a case-by-case basis.

Bain Capital Credit also reserves the right to make independent decisions with regard to when a Bain Capital Credit Client should purchase and sell investments, and the other Affiliate Advisors reserve similar rights with respect to the Related Clients that they advise. As a result, from time to time a Bain Capital Credit Client will be purchasing an investment at a time when another Related Client is selling the same or a similar investment, or vice versa. In the past and possibly in the future a Bain Capital Credit Client has invested in opportunities that other Related Clients have declined, and likewise, a Bain Capital Credit Client has declined to invest in opportunities in which other Related Clients have invested.

#### **Investment in a Bain Capital Credit Partnership by Related Clients**

Certain Related Clients will invest in a Bain Capital Credit Partnership as limited partners. Bain Capital Credit will, from time to time and in its sole discretion, provide the Affiliate Advisor of any such Related Clients certain information about the applicable Bain Capital Credit Partnership's investment portfolio, although it is under no obligation to do so and has the discretion to decide not to provide any such information at any time. As a condition of receiving such information, the Affiliate Advisor must agree that it will use such information solely for the purpose of making investment recommendations to such Related Client with respect to hedging its long exposure to certain investment sectors and geographies, and not for the purpose of making any other investment recommendations to such Related Client or for any other purpose and it must agree not to disclose such information to any other person.

From time to time, a Bain Capital Credit Partnership will waive advisory fees and performance allocations, if applicable, with respect to Related Clients that are limited partners in such Bain Capital Credit Partnership. On occasion, Affiliate Advisors will receive advisory fees and performance allocations from the Related Clients. From time to time, the Related Clients will own equity in issuers of the loans to be held by a Bain Capital Credit Client, which will create a conflict of interest if the loans become distressed.

#### **Investments Alongside Bain Capital Credit Clients and the Other Related Clients**

Conflicts also arise when a Bain Capital Credit Client makes investments in conjunction with an investment made by other Related Clients, or in a transaction where another Related Client has already made an investment (including the investment by Bain Capital Credit Clients in the initial

syndication of a loan made to a Bain Capital portfolio company). Investment opportunities have in the past and may in the future be appropriate for a Bain Capital Credit Client and certain Related Clients at the same, different or overlapping levels of a portfolio company's capital structure. Conflicts also arise in determining the terms of investments, especially where Bain Capital Credit and/or other Affiliate Advisors control the structure of a transaction and its capitalization. For example, if a Bain Capital Credit Client is investing in debt securities, it will have an interest in structuring debt securities that have financial terms (such as interest rates, repayment terms, seniority, covenants and events of default) that are more restrictive than another Related Client, as an equity owner, may desire and conflicts will arise if the debt securities become distressed. Another Related Client that holds an equity interest in a portfolio company may have a conflict of interest in recommending that such portfolio company take, or refrain from taking, certain actions with respect to debt securities held by a Bain Capital Credit Client or another Related Client. In addition, a conflict will arise in allocating an investment opportunity if the potential target could be acquired by another Bain Capital Credit Client or a portfolio company of another Bain Capital Credit Client. There can be no assurance that the return on a Bain Capital Credit Client's investments will not be less than the returns obtained by other Related Clients participating in the transaction. Employees and related persons of Bain Capital Credit and the other Affiliate Advisors have made or may make large capital investments in or alongside certain other Related Clients, and therefore will have additional conflicting interests in connection with joint investments. Each Affiliate Advisor will determine all matters relating to structuring transactions and capitalizing portfolio companies, including the amount and terms of securities and allocation of securities among the involved Related Clients, using its best judgment considering all factors it deems relevant, but in its sole discretion. The allocation of securities as among Bain Capital Credit Clients and as between Bain Capital Credit Clients and other Related Clients will likely be affected by a fund's stage in its life cycle.

### **Co-Investments Alongside the Other Related Clients**

Certain Bain Capital Credit Clients will, from time to time, make co-investments in transactions sourced by Bain Capital Private Equity, LP, Bain Capital Ventures, LP, and/or Bain Capital Public Equity, LP. When such a Related Client makes a private equity and other investment, the applicable Co-Investment Advisor will often perform management, advisory, investment banking, financial advisory and other services for, and will receive fees from, actual or prospective portfolio companies. Additionally, a portfolio company of a Bain Capital Credit Client advised by a Co-Investment Advisor will generally reimburse such Co-Investment Advisor for expenses incurred by such Co-Investment Advisor in connection with its performance of services for such portfolio company. Although a Co-Investment Advisor receives these fees and reimbursements from actual or prospective portfolio companies, the opportunity to earn these fees creates a conflict of interest between the Co-Investment Advisor, on the one hand, and, to the extent such Bain Capital Credit Client co-invests in the transaction, the Bain Capital Credit Client on the other hand, because the amounts of such fees and reimbursements are often substantial and the Bain Capital Credit Client will not share in such fees and reimbursements.



### **Co-Investment Opportunities**

Additionally, Bain Capital Credit will, from time to time, permit or establish certain investment vehicles through which certain Bain Capital Credit Clients, Related Clients, their respective affiliates and/or Bain Capital Credit employees, or other persons invest alongside one or more Bain Capital Credit Funds in one or more investment opportunities. Such vehicles, referred to herein as “co-investment vehicles,” generally are created to purchase and sell each investment opportunity at substantially the same time and on substantially the same terms as the applicable Bain Capital Credit Fund that is invested in that investment opportunity subject to legal, regulatory, tax or other similar considerations. Such co-investment vehicles generally do not pay management fees or carried interest.

The allocation of such co-investment opportunities will be in proportion to the commitments of such Bain Capital Credit Clients or such other method as determined by Bain Capital Credit in its sole discretion and generally involve different terms and fee structures. In these cases, although Bain Capital Credit will seek to act in the best interest of the Bain Capital Credit Clients, it might be alleged that Bain Capital Credit Clients received a smaller investment allocation in the particular issuer than it otherwise might have received if Bain Capital Credit had not provided the third party with the co-investment opportunity. Additionally, non-binding acknowledgments of interest in co-investment opportunities do not require Bain Capital Credit to notify the recipients of such acknowledgments if there is a co-investment opportunity.

In the event Bain Capital Credit determines to offer an investment opportunity co-investors, there can be no assurance that Bain Capital Credit will be successful in offering a co-investment opportunity to a potential co-investor, in whole or in part, that the closing of such co-investment will be consummated in a timely manner, that the co-investment will take place on the terms and conditions that will be preferable for the Bain Capital Credit Client or that expenses incurred by the applicable Bain Capital Credit Client with respect to the syndication of the co-investment will not be substantial. In the event that Bain Capital Credit is not successful in offering a co-investment opportunity to potential co-investors, in whole or in part, the applicable Bain Capital Credit Client, consequently, will likely hold a greater concentration and have exposure in the related investment opportunity than was initially intended, which could make the applicable Bain Capital Credit Client more susceptible to fluctuations in value resulting from adverse economic and/or business conditions with respect thereto. Moreover, an investment by the applicable Bain Capital Credit Client which is not syndicated to co-investors as originally anticipated could significantly reduce the applicable Bain Capital Credit Client’s overall investment returns.

### **Investment in Other Bain Capital Credit Clients**

Bain Capital Credit Clients have in the past and may in the future invest in other funds or structured products sponsored by Bain Capital Credit or other Affiliate Advisors. A Bain Capital Credit Client’s interest in any such fund or structured product would be subject to the terms and conditions of such fund or product, including fees, carried interest and other Incentive Fees, provided that the general partner of, and the Affiliate Advisor to, such fund or product, may in their sole discretion waive all or a portion of such fees, carried interest and Incentive Fees with respect to the Bain Capital Credit Client.

### **Allocation of Fees and Expenses**

The appropriate allocation among Bain Capital Credit Clients of expenses and fees generated in the course of evaluating and making investments often will not be clear, especially where more than one Bain Capital Credit Client participates. For instance, if a Bain Capital Credit Client and another Bain Capital Credit Client or Related Client are considering making an investment that is not consummated, allocation of the expenses generated for the account of such Bain Capital Credit Clients or Related Clients (such as expenses of common counsel and other professionals) will be made in good faith. When Bain Capital Credit and the other Affiliate Advisors incur expenses that were related to the Bain Capital Credit Client and/or other Related Clients, they will typically allocate such expenses among all Bain Capital Credit Clients and other Related Clients eligible to reimburse expenses of the applicable nature. In general, Bain Capital Credit and each other affected Affiliate Advisor will participate in the resolution of all such matters using its best judgment, considering all factors it deems relevant, but in its sole discretion.

Investments sourced and evaluated by Bain Capital Credit that are deemed inappropriate and rejected for investment by Bain Capital Credit Clients have in the past and may in the future be offered to the Affiliate Advisors for investment by the Related Clients or for investment directly by Affiliated Advisor personnel. The Related Clients or Affiliated Advisor personnel will, for some investments, benefit from the evaluation and due diligence undertaken by Bain Capital Credit on behalf of Bain Capital Credit Clients. In such circumstances, the Related Clients and/or Affiliated Adviser personnel that have invested will be allocated the expenses, as determined in good faith by the applicable General Partners of the Related Clients, incurred by Bain Capital Credit and/or the Related Clients as they relate to such investment.

It is possible that Related Clients and/or Affiliate Advisors may benefit from research materials initially procured in the course of evaluating potential investments on behalf of Bain Capital Credit Clients without agreeing to share expenses with Bain Capital Credit Clients for such research materials.

### **Multiple Levels of Fees & Expenses**

A Bain Capital Credit Client may invest in a pooled investment vehicle that is advised by a third party manager, including registered investment companies (an “Underlying Fund”). In such a case, the Bain Capital Credit Client could bear not only the direct management fees and other expenses associated with their investment vehicle, but also the expenses and fees associated with the investment in the Underlying Fund. While often such fees and expenses are offset in accordance with Bain Capital Credit Client documents, investors could be charged by both the Underlying Fund and Bain Capital Credit.

The valuation of a Bain Capital Credit Client’s investment in an Underlying Fund in many cases will be based on information provided by the third party managers of the Underlying Funds. Certain securities in which the Underlying Funds invest may not have a readily ascertainable market price and will be valued by the third party managers of the Underlying Funds or their administrators. In this regard, a third party manager may face a conflict of interest in valuing the securities, as its value will affect the third party manager’s compensation, both with respect to fixed asset-based

fees, as well as performance-based fees and allocations. Such compensation may be based on calculations of realized and unrealized gains made by the third party manager without independent oversight. In addition, Bain Capital Credit Clients do not control any of the third party managers, their choice of investments, or any other of their investment decisions.

### **Affiliated Servicing Businesses**

Affiliates of Bain Capital Credit and portfolio companies of Bain Capital Credit Clients and Related Clients may be engaged in loan servicing businesses. In connection with their activities, such servicing businesses may receive certain fees, including, arranger, brokerage, placement, syndication, solicitation or underwriting, agency, origination, sourcing, structuring, collateral management, advisory, commitment, facility, float or other fees, discounts, spreads, commissions and concessions, and other fees received as part of such servicing businesses. Such fees may be charged on a cost reimbursement or on a cost-plus basis. Bain Capital Credit Clients, Bain Capital Credit Clients' portfolio companies or its investments expect to engage such servicing businesses and Bain Capital Credit Clients would bear the fees of such servicing businesses. None of these fees will be applied to reduce the Advisory Fee or other fees payable by Bain Capital Credit Clients or any of their investments or otherwise directly or indirectly benefit Bain Capital Credit Clients. Such fees will be borne by Bain Capital Credit Clients, portfolio companies or by the Bain Capital Credit Clients' investments, as applicable. These items may vary per Bain Capital Credit Client and are subject to the applicable offering materials, agreements, and governing documents of each Bain Capital Credit Client.

### **Positions with Portfolio Companies**

Bain Capital Credit's or an Affiliate Advisor's personnel, including former personnel serving on its behalf and at their request, may serve as directors of portfolio companies. Any fees paid to such personnel of Bain Capital Credit are offset against the Advisory Fee.

### **Diverse Interests of the Bain Capital Credit Funds**

The Bain Capital Credit Funds, and their respective investors, may have conflicting investment, tax, and other interests with respect to the investments made by the Bain Capital Credit Funds. Conflicts of interest may arise in connection with decisions made by Bain Capital Credit, including with respect to the nature or structuring of investments. The structure of investments may differ among the Bain Capital Credit Funds, and any such structuring may be more beneficial to one Bain Capital Credit Fund and its investors than to another Bain Capital Credit Fund. For instance, the manner in which a particular investment is structured may produce tax results that are favorable to a Bain Capital Credit Fund, but not to another Bain Capital Credit Fund. In selecting investments appropriate for the Bain Capital Credit Funds and in structuring those investments, although Bain Capital Credit may elect for one or more of the Bain Capital Credit Funds entities to decline to participate, Bain Capital Credit will generally consider the investment objectives of the Bain Capital Credit Funds as a whole, rather than the investment, tax, or other objectives of the Bain Capital Credit Funds and their respective investors separately. Conflicts of interest may arise because the use of alternative investment vehicles or the manner in which the Bain Capital Credit Funds and any applicable alternative investment vehicle are structured and/or make investments

may benefit some investors in the Bain Capital Credit Funds, or may result in differing amounts of carried interest than if a different structure had been utilized and/or an alternative investment vehicle had not been utilized.

### **Cross Transactions**

From time to time, Bain Capital Credit will cause a Bain Capital Credit Client to purchase investments from, or sell investments to, another Bain Capital Credit Client. Such transactions could create conflicts of interest because, by not exposing such buy and sell transactions to market forces, a Bain Capital Credit Client may not receive the best price otherwise possible, or Bain Capital Credit might have an incentive to improve the performance of one Bain Capital Credit Client by selling underperforming assets to another Bain Capital Credit Client. Additionally, in connection with such transactions, Bain Capital Credit (i) might have significant investments, or intentions to invest, in the Bain Capital Credit Client that is selling and/or purchasing such an investment or (ii) otherwise have a direct or indirect interest in the investment. Bain Capital Credit and its affiliates may receive management or other fees or profits in connection with their management of the relevant Bain Capital Credit Clients involved in such a transaction. Bain Capital Credit will only cause a Bain Capital Credit Client to engage in such transactions if it determines that the terms and conditions of such transactions are at least equivalent to the Bain Capital Credit Clients as the terms it would obtain in a comparable arm's length transaction with a third party. Conflicts will also arise in connection with loans or other assets originated by a Bain Capital Credit Client and sold to other Bain Capital Credit Clients. On occasion, a Bain Capital Credit Client will sell a portion of any loans or other assets originated by a Bain Capital Credit Client; thus, a Bain Capital Credit Client's initial participation in such loans or other assets will be greater than it would have been if such a Bain Capital Credit Client did not expect to ultimately sell part of such loans or other assets to another Bain Capital Credit Client. To the extent a Bain Capital Credit Client purchases loans or other assets in order to sell a portion, a Bain Capital Credit Client will bear the risk of changes in the value of such loans or other assets during the period it holds such loans or other amounts and the amount of capital available to a Bain Capital Credit Client to pursue other investment opportunities will be reduced. The valuation of loans or other assets to be transferred from a Bain Capital Credit Client to other Bain Capital Credit Clients involves inherent conflicts of interest for Bain Capital Credit.

### **Principal Transactions**

Section 206 under the Advisers Act regulates principal transactions among an investment adviser and its affiliates, on the one hand, and the clients thereof, on the other hand. Very generally, if an investment adviser or an affiliate thereof proposes to purchase a security from, or sell a security to, a client (what is commonly referred to as a "principal transaction"), Bain Capital Credit must make certain disclosures to the client of the terms of the proposed transaction and obtain the client's consent to the transaction. In connection with Bain Capital Credit's management of Bain Capital Credit Clients or on occasions otherwise, Bain Capital Credit and its affiliates from time to time engage in principal transactions. Bain Capital Credit has established certain policies and procedures to comply with the requirements of the Advisers Act and the 1940 Act as they relate to principal transactions, including, among other things, that disclosures required by Section 206 of the

Advisers Act be made to the applicable Bain Capital Credit Client regarding any proposed principal transactions and that any required prior consent to the transaction be received.

### *Conflicts Relating to Existing Investments*

#### **Affiliated Investments**

Further conflicts will arise once a Bain Capital Credit Client has made an investment in a company in which another Related Client has also invested, particularly where a Bain Capital Credit Client or other Related Clients invest in different types of securities. For example, questions have in the past and may in the future arise as to whether payment obligations and covenants should be enforced, modified or waived, or whether debt should be refinanced. Decisions about what action should be taken in a troubled situation, including whether or not to enforce claims, whether or not to advocate or initiate a restructuring or liquidation inside or outside of bankruptcy, and the terms of any work-out or restructuring, raise conflicts of interest. The involvement of Affiliate Advisors at both the equity and debt levels could inhibit strategic information exchanges among other creditors. In certain circumstances, the other Bain Capital Credit Clients or the other Related Clients will be prohibited from exercising voting or other rights, and will be subject to claims by other creditors with respect to the subordination of their interest. If additional capital is necessary as a result of financial or other difficulties, or to finance growth or other opportunities, the Bain Capital Credit Client or other Related Clients may or may not provide such additional capital, and if provided the Bain Capital Credit Client and each other Related Client will supply such additional capital in such amounts, if any, as determined by Bain Capital Credit and the other relevant Affiliate Advisors in their sole discretion. Bain Capital Credit and each other Affiliate Advisor will resolve all such conflicts using their best judgment but in their sole discretion, subject in certain cases to approval by the advisory boards or investment committees of the participating Related Clients.

#### **Proxy Voting**

Bain Capital Credit intends to vote proxies on behalf of Bain Capital Credit Clients either in accordance with management recommendations, or otherwise in the best interests of Bain Capital Credit Clients, taking into account such factors as it deems relevant in its sole discretion. Conflicts of interest may arise in voting proxies if a Bain Capital Credit Client holds different interests (e.g., long vs. short) in a company than other Bain Capital Credit Clients.

#### **Follow-on Investments**

Investments to finance follow-on acquisitions are a regular part of the business of the Bain Capital Credit Clients and Related Clients. Follow-on investments present conflicts of interest, including determination of the equity component and other terms of the new financing, and, if the Bain Capital Credit Client or Related Client making the follow-on investment has not previously invested in the relevant portfolio company, raise the risk of using such other Related Client's assets to support positions taken by other Related Clients. In addition, from time to time, a Bain Capital Credit Client will participate in releveraging and recapitalization transactions involving portfolio companies in which other Related Clients have invested or will invest. Recapitalization transactions will present conflicts of interest, including determinations of whether existing investors are being

cashied out at a price that is higher or lower than market value and whether new investors are paying too high or too low a price for the company or purchasing securities with terms that are more or less favorable than the prevailing market terms. Bain Capital Credit and each other Affiliate Advisor will resolve all such conflicts using their best judgment but in their sole discretion, subject in certain cases to approval by the respective advisory boards or investment committees of the participating Related Clients.

### **Equity Investments**

Bain Capital Credit Clients and/or other Related Clients in many cases will own a significant or controlling percentage of the common equity of a portfolio company which, depending upon the amount of equity owned by it, any relevant contractual arrangements between such portfolio company and the participating funds, and other relevant factual circumstances, could result in an extension to of bankruptcy preference periods with respect to payments made to a Bain Capital Credit Client and/or subordination of its claims to other creditors and/or recharacterization of debt claims into equity claims. In addition, because of their equity ownership, representation on the boards of directors, and/or contractual rights, there is a risk that Bain Capital Credit Clients and other Related Clients will be thought to control, participate in the management of or influence the conduct of portfolio companies. The effect of these relationships will vary from jurisdiction to jurisdiction. These factors could expose the assets of a Bain Capital Credit Client to claims by a portfolio company, its security holders, its creditors or governmental agencies.

### **Debt Investments**

If a Bain Capital Credit Client purchases debt securities of an affiliate in the secondary market at a discount, (a) a court might require the Bain Capital Credit Client to disgorge profit it realizes if the opportunity to purchase such securities at a discount should have been made available to the issuer of such securities, or (b) the Bain Capital Credit Client might be prevented from enforcing such securities at their full face value if the issuer of such securities becomes bankrupt. The effect of these transactions will vary in from jurisdiction to jurisdiction.

### **Private Placements**

At times, a portion of a Bain Capital Credit Client's investments will consist of securities that are subject to restrictions on resale by such Bain Capital Credit Client because they were acquired in a "private placement" transaction or because such Bain Capital Credit Client is deemed to be an affiliate of the issuer of such securities. Generally, a Bain Capital Credit Client will be able to sell such securities only under Rule 144 under the Securities Act, which permits limited sales under specified conditions, or pursuant to a registration statement under the Securities Act. When restricted securities are sold to the public, there is a risk that the Bain Capital Credit Client will be deemed to be an "underwriter," or possibly a controlling person, with respect thereto for the purposes of the Securities Act and be subject to liability as such under that Act.

## **Indentures**

If a Bain Capital Credit Client directly or indirectly controls or is under common control with issuers of securities held by such Bain Capital Credit Client, which were issued under an indenture qualified under the Trust Indenture Act of 1939 (the “Trust Indenture Act”), especially where another Related Client is deemed to control the issuer of the securities, then the securities held by the Bain Capital Credit Client would be required by the Trust Indenture Act to be disregarded for the purposes of determining whether the holders of the required principal amount of such issuer’s securities have concurred in certain directions or consents.

## **Incentive to Recommend Affiliate Products**

The Affiliate Advisors have an incentive to recommend the products or services of certain investors in other Bain Capital Credit Clients or Related Clients or their related businesses to other Bain Capital Credit Clients or Related Clients or their portfolio companies, even though they may not necessarily be the best available to other Bain Capital Credit Clients or Related Clients or the portfolio companies.

The General Partner of a Bain Capital Credit Fund and the General Partners of the other Related Clients will, from time to time, utilize the services of limited partners and their affiliates on an arm’s length basis, as they deem appropriate.

## *Other Conflicts of Interest*

## **Legal Counsel**

The Related Clients will generally engage common legal counsel and other advisors to represent all of the Related Clients in a particular transaction, including a transaction in which the Clients have conflicting interests because they are investing in different securities of a single portfolio company. In the event of a significant dispute or divergence of interest between a Bain Capital Credit Client and other Related Clients, such as in a work-out or other distressed situation, separate representation may become desirable, in which case Bain Capital Credit and the other Affiliate Advisors may hire separate counsel in their sole discretion, and in litigation and other circumstances, separate representation may be required. Partners of the law firms engaged to represent the Related Clients are investors in certain Related Clients, and could also represent one or more portfolio companies or limited partners of the Related Clients. Additionally, Bain Capital Credit and Bain Capital Credit Clients and the portfolio companies may engage other common service providers. In such circumstances, there may be a conflict of interest between Bain Capital Credit, on the one hand, and Bain Capital Credit Clients and portfolio companies, on the other hand, in determining whether to engage such service providers, including the possibility that Bain Capital Credit may favor the engagement or continued engagement of such persons if it receives a benefit from such service providers, such as lower fees, that it would not receive absent the engagement of such service provider by Bain Capital Credit Clients and/or the portfolio companies.

## **Side Letters**

Bain Capital Credit and/or the applicable General Partner or a Bain Capital Credit Partnership often enter into certain side letter arrangements with certain investors in a Bain Capital Credit Partnership providing such investors with different or preferential rights or terms, including but not limited to, economic terms, information and reporting rights, transfer rights, or provisions necessary to comply with tax, regulatory or internal policy requirements applicable to investors.

## **Procurement**

There may be situations in which the Bain Capital Credit is in a position of facilitating or otherwise making available portfolio company services and, as a result, certain portfolio companies of a Bain Capital Credit Client may be counterparties or participants in agreements, transactions or other arrangements with the portfolio companies of the Related Client. Such arrangements may involve favorable procurement terms, including fees, servicing payments, rebates, discounts or other financial benefits. Bain Capital Credit could be eligible to receive favorable terms for its procurement due in part to the involvement of its portfolio companies in such arrangements, and, to the extent permitted by applicable law, including ERISA, any discounted amounts will not be subject to offsets against the advisory fee or otherwise shared with the fund investors. In recommending the services of a portfolio company, Bain Capital Credit has a conflict of interest in maintaining the goodwill between it and the portfolio company and facilitating or otherwise making available products or services of one portfolio company, even though such products or services may not necessarily be the best available for other portfolio companies. The benefits received by a portfolio company providing a service may be greater than those received by another portfolio company receiving such service.

## **Diverse Investor Base of Bain Capital Credit Clients**

Bain Capital Credit Clients and other Related Clients have tax exempt, taxable, U.S., foreign and other investors, whereas most members of the General Partner and of the Bain Capital Credit Partnerships and the General Partners of the other Related Clients and most members of Bain Capital Credit are taxable at individual U.S. rates. Potential conflicts exist with respect to various structuring, investment and other decisions because of divergent tax, economic or other interests, including conflicts among the interests of taxable and tax exempt investors, conflicts among the interests of U.S. and non-U.S. investors, and conflicts between the interests of investors and management with regard to the Bain Capital Credit Clients. For these reasons, among others, decisions have in the past and may in the future be more beneficial for one investor than for another investor, particularly with respect to investors' individual tax situations. In selecting and structuring investments appropriate for a Related Client, Bain Capital Credit and the Affiliate Advisors will consider the investment and tax objectives of the applicable Related Client, not the investment, tax and other objectives of any investor individually.

## **Access to Information**

The partnership agreements permit the General Partners to withhold information from certain limited partners in certain circumstances. For instance, certain information will generally be



withheld from limited partners that are subject to the U.S. Freedom of Information Act or similar requirements. The General Partners will at times elect to withhold certain information to such limited partners for reasons relating to the General Partners' public reputation or overall business strategy, despite the potential benefits to such limited partners of receiving such information.

At times, the Bain Capital Credit Funds will provide for the right to receive certain additional information not available to other investors. Additionally, Bain Capital Credit may establish separate accounts with portfolios significantly similar to those of the Bain Capital Credit Funds. Consequently, the relevant separate account client will have access to information about such portfolio holdings before investors in the Bain Capital Credit Funds.

### **Investment Advisory Board**

Certain Bain Capital Credit Clients have established an Advisory Board. Members of the Advisory Board (the "AB Members") may have direct or indirect interests in the activities of Bain Capital Credit and its affiliates or in investments and instruments, in some cases similar to those in which the Investment Advisor seeks to invest on behalf of Bain Capital Credit Clients. An AB Member is under no obligation to act in the best interests of the Bain Capital Credit Clients as a whole. This will result in potential conflicts of interest. In addition, AB Members generally receive information regarding the proposed investment activities of Bain Capital Credit Clients that is not generally available to the public or other limited partners of Bain Capital Credit Clients. There will be no obligation on the part of any AB Member to make available for use by Bain Capital Credit Clients any information or strategies known to or developed by it and, in certain cases, they will be prohibited from doing so.

Consent by the Advisory Board to any matter determined by the Investment Advisor to require the consent of Bain Capital Credit Clients under the Advisers Act, or to any other matter presented to the Advisory Board by the Investment Advisor for consent, shall be deemed to constitute the consent of Bain Capital Credit Clients. Each Limited Partner is deemed to have consented to the delegation to the Advisory Board of any such consent otherwise required of Bain Capital Credit Clients. In certain cases, consent of members of the Advisory Board will be deemed to be given in a particular case if the members do not expressly object to or disapprove a transaction for which Advisory Board consent is being sought.

Certain members of Bain Capital Credit Clients' advisory board are, or in the future may be, officers or directors of, or otherwise affiliated with, limited partners of or investors in the Related Clients. The General Partner of a Bain Capital Credit Partnership and the General Partners of other Related Clients (if applicable) will, from time to time, utilize the services of Separate Account Clients or limited partners of or investors in the Related Clients and their affiliates on an arm's length basis, as they deem appropriate.

### **Material, Non-Public Information; Trading Restrictions**

From time to time, Bain Capital Credit or another Affiliate Advisor will come into possession of material, non-public information, and such information may limit the ability of the Bain Capital Credit Client to buy and sell investments. Although Bain Capital currently maintains "ethical

walls” which reduce the likelihood that Bain Capital Credit will be deemed to possess material, non-public information possessed by other Affiliate Advisors, there is no guarantee that Bain Capital will maintain “ethical walls” for the life of the Bain Capital Credit Client. Furthermore, Bain Capital Credit and the other Affiliate Advisors will agree from time to time to “cross” ethical walls, and Bain Capital will from time to time impose restrictions on transactions involving particular issuers in its sole discretion taking into account all factors it deems relevant in the collective interest of Bain Capital Credit and the other Affiliate Advisors. In such cases, Bain Capital Credit Clients and other Related Clients could be restricted indefinitely in transactions involving a particular issuer. Consequently, the possession of material, non-public information by other Affiliate Advisors will at times limit the ability of the Bain Capital Credit Client to buy and sell investments. In addition, Bain Capital Credit will from time to time be restricted by contract from using confidential information that it, or another Affiliate Advisor, has for the benefit of a Bain Capital Credit Client. Moreover, sometimes Bain Capital Credit will receive confidential information on an issuer that a Bain Capital Credit Client holds, which may then restrict the Bain Capital Credit Client and cause the asset to become illiquid. In some circumstances, Bain Capital Credit may not pursue an opportunity because doing so may restrict the Bain Capital Credit Client, this may conflict with the interests of other Bain Capital Credit Clients.

Bain Capital Credit generally treats any information received by one member of Bain Capital Credit as distributed to all members of Bain Capital Credit. However, consistent with its fiduciary duties, there are certain limited circumstances in which Bain Capital Credit may establish internal information barriers in which some Bain Capital Credit personnel may be walled off from other Bain Capital Credit employees. The establishment of these temporary barriers are designed to ensure Bain Capital Credit is maximizing its fiduciary duty with respect to each Bain Capital Credit Client.

### **Conflicts Related to Plan Assets**

One or more Bain Capital Credit Clients or other Related Clients may hold “plan assets” subject to ERISA. With respect to those plan assets, if any, Bain Capital Credit and certain affiliates may be classified as “fiduciaries” under ERISA. ERISA imposes certain general and specific responsibilities and restrictions on fiduciaries with respect to plan assets. As a result, a Bain Capital Credit Client will be restricted from entering into certain transactions if the investment would violate ERISA with respect to the Bain Capital Credit Client or such other Related Clients, or will be obligated to take certain actions or refrain from taking certain actions in order to avoid a violation of ERISA with respect to the Bain Capital Credit Client or such other Related Clients.

Different conflicts exist with respect to investments in different Bain Capital Credit Clients.

### **Affiliated Broker-Dealer Conflicts of Interest**

Bain Capital Distributors is a member of the Bain Capital group and is therefore affiliated with Bain Capital Credit and the Bain Capital Credit Funds. Furthermore, certain employees of Bain Capital Distributors are also employees of Bain Capital Credit. To the extent Bain Capital Distributors offers interests in a Bain Capital Credit Fund to investors and receives compensation therefor, Bain Capital Distributors relations with such Bain Capital Credit Fund, and its relations

with the Bain Capital group generally, may conflict with the interests of the investors in such Bain Capital Credit Fund.

Please contact the Bain Capital Credit Compliance Department with any additional questions or concerns.

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

### **Code of Ethics**

Bain Capital Credit has adopted a Code of Ethics policy for its personnel. The Policy describes personnel standard of conduct and fiduciary duties and limits personal trading by its personnel and their immediate family/household members in a wide range of securities, including common and preferred stock, debt instruments, securities that are convertible or exchangeable for equity or debt securities, and derivative instruments. Personnel must report every account that they or their immediate family member use for trading securities covered by the policy and, if they directly or indirectly influence or control trading in the account, they must generally pre-clear covered securities transactions and have copies of trade confirmations and periodic account statements sent by their broker to the Compliance Department. Controlled trading by personnel and their immediate family/household members is prohibited in a wide range of securities that appear on restricted lists and confidential watch lists, and additional steps are taken to ensure that personnel and their immediate family/household members are not permitted to trade for their personal account in securities selected for Bain Capital Credit Clients and to ensure personnel do not engage in “front-running” of the Bain Capital Credit Clients’ investment opportunities.

Personnel are required to promptly report any violation of the Code of Ethics policy of which they become aware. Personnel are required to annually certify compliance with the Code of Ethics policy.

A copy of the Code of Ethics is available to Bain Capital Credit Clients. A detailed summary of the Code of Ethics is available to limited partners and prospective investors during the investment due diligence process. A copy may be obtained by contacting the Bain Capital Credit Compliance Department.

### **Related Person Investment**

For further detail regarding circumstances in which Bain Capital Credit or a related person (a) recommends to clients, or buys or sells for client accounts, securities in which Bain Capital Credit or a related person has a material financial interest, (b) invests in the same securities that Bain Capital Credit or a related person recommends to clients, or (c) recommends securities to clients, or buys or sells securities for client accounts, at or about the same time that Bain Capital Credit or a related person buys or sells the same securities for Bain Capital Credit’s own (or the related person’s own) account, as well as related conflicts of interest, please see Code of Ethics above.

In addition, Bain Capital Credit's personnel may buy securities in transactions offered to but rejected by Bain Capital Credit Clients. Such transactions are subject to the policies and procedures set forth in Bain Capital Credit's Code of Ethics. The investment policies, fee arrangements and other circumstances of these investments may vary from those of the Bain Capital Credit Clients. If Bain Capital Credit personnel have made large capital investments in or alongside the Bain Capital Credit Clients, they may have conflicting interests with respect to these investments. For further details regarding these arrangements, as well as related conflicts of interest, please see Item 10 above.

## **Item 12. Brokerage Practices**

In choosing broker-dealers for execution of securities transactions, Bain Capital Credit, or a related person of Bain Capital Credit, considers various relevant factors, including without limitation, pricing terms offered by the broker-dealer, the ability of the broker-dealer to deliver prompt and reliable execution, the size and type of the transactions, the nature and character of the market for the securities, operational efficiency with which transactions are effected, the broker-dealer firm's financial stability, confidentiality, back office stability, trading desk capacities, referrals, custody, settlement, familiarity with derivative securities strategies and the overall value and quality of the services offered by the broker-dealer firm.

Bain Capital Credit receives research, statistical and quotation services, data, information and other services and materials that assist Bain Capital Credit in the performance of its investment advisory responsibilities from broker-dealer firms that execute transactions for Bain Capital Credit Clients. Where such services are provided, Bain Capital Credit may agree to compensate such broker-dealer or third party in either "hard" dollars (directly paid by Bain Capital Credit, although certain Advisory Agreements and Sub-Advisory Agreements permit some or all of such costs to be borne by the relevant Bain Capital Credit Client), "soft dollars" (commission generated) or some combination of the two. A broker-dealer providing such research services will at times receive a commission that is in excess of the amount of commission another broker-dealer would have received for effecting that transaction provided Bain Capital Credit determines in good faith that such commission was reasonable in relation to the value of the research and brokerage services provided by the broker-dealer. Any such research service could be broadly useful and of value to Bain Capital Credit in rendering investment advice to all or a significant portion of the Bain Capital Credit Clients, or could be relevant and useful for the management of one Bain Capital Credit Client's account or only a few Bain Capital Credit Clients' accounts, regardless of whether such account or accounts paid commissions to the broker-dealer through which the research service was provided. Bain Capital Credit will only make securities transactions that it in good faith believes are in the best interest of the Bain Capital Credit Client. A conflict of interest exists when a broker-dealer provides such research services, however, as Bain Capital Credit will have an incentive to favor such broker-dealer over others that charge lower commissions. Bain Capital Credit will also consider broker-dealers commission rates or spreads as compared to other market participants when determining the reasonableness of commission rates and spreads received by a broker dealer.

Bain Capital Credit often aggregates trades pursuant to formal written procedures, which generally provide that such allocation is made on a pro rata basis based on order size among

participating Bain Capital Credit Clients.<sup>5</sup> Certain exceptions will, however, be made in such allocation provided that such exceptions are to ensure that accounts are treated in a fair and equitable manner, taking into account each Bain Capital Credit Client's best interests and to prevent any favoring of or discriminating against any Bain Capital Credit Client or group of Bain Capital Credit Clients, and that such allocation is consistent with Bain Capital Credit's fiduciary duties, its duty of best execution and on contractual obligations. Nonetheless, Bain Capital Credit Clients could be, and have been, excluded from trade allocations if their allocation falls below a security's minimum denomination. Similarly, some exceptions to pro rata may be undertaken to deal with odd lots, rounding, regulatory restrictions, mandate restrictions, or other circumstances that may occur from time to time. Circumstances also may arise when Bain Capital Credit needs to reallocate a trade to another Bain Capital Credit Client after its initial allocation but before the settlement date. Generally, a trade will be reallocated to another Bain Capital Credit Client only if the latter had a pre-existing order. The security is typically reallocated at the original transaction price. Bain Capital Credit's Compliance Department generally reviews reallocations. For additional information regarding the allocation of investments among Bain Capital Credit Clients and Clients of the non-Bain Capital Credit Affiliated Advisors, please see Item 10 above.

If a Separate Account Client requests or directs Bain Capital Credit to place transactions for its separate account with one or more specified broker-dealers ("Directed Brokerage"), then Bain Capital Credit will accept Directed Brokerage arrangements only if certain conditions are satisfied including, that the Separate Account Client's directions are furnished in writing and that Bain Capital Credit has informed the Separate Account Client in writing that the use of directed brokerage arrangements will at times deprive the Separate Account Client of benefits that might otherwise be obtained by aggregating the Separate Account Client's order with orders for other Bain Capital Credit Clients and, as a result, will likely cause the Separate Account Client to pay a higher commission rate or to receive less favorable execution than if Bain Capital Credit had discretion to select the broker or to negotiate the commission rate.

### **Aggregation of Trades**

Bain Capital Credit aggregates (or bunches) the orders of more than one Bain Capital Credit Client for the purchase or sale of the same security or loan. Portfolio managers and traders often employ this practice because larger transactions generally enable them to obtain better overall prices, including lower commission costs or mark-ups or mark-downs. In such cases, Bain Capital Credit generally aggregates trade orders for securities and loans so that each participating Bain Capital Credit Client will receive the average price for each execution of a transaction.

If an order for more than one Bain Capital Credit Client for a publicly traded security cannot be executed, allocation shall be made based on Bain Capital Credit's procedures for allocation of investment opportunities, as described in Item 10 above.

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<sup>5</sup> In some circumstances, due to regulatory considerations related to the 1940 Act, the 1940 Act Funds may not be considered eligible Bain Capital Credit Clients for allocation purposes.

## **Item 13. Review of Accounts**

### **Oversight and Monitoring**

Bain Capital Credit continually reviews and analyzes its existing positions to attempt to identify issues early on and to take action where necessary. Bain Capital Credit's large investment team and industry-based organization is structured to produce in-depth credit analysis and allow for rapid response to developing situations. The industry teams and the Credit Committee then review certain investments in a formal setting periodically. Each industry analyst updates buy/sell recommendations on a periodic basis and all credit work is shared throughout Bain Capital Credit. The industry teams also normally produce detailed investment reviews and financial models on every investment on a periodic basis.

The portfolio of investments of each Bain Capital Credit Client is reviewed by a team of investment professionals. The team generally includes Managing Directors and other investment professionals of Bain Capital Credit.

### **Reporting**

Investors in the Bain Capital Credit Funds other than the CLOs and 1940 Act Funds typically receive, among other things, a copy of audited financial statements of the relevant Bain Capital Credit Fund within 120 days after the fiscal year end of such Bain Capital Credit Fund. Bain Capital Credit and the General Partner of a Bain Capital Credit Fund will, from time to time, in their sole discretion, provide additional information upon request relating to such Bain Capital Credit Fund to one or more limited partners of such Bain Capital Credit Funds as it deems appropriate.

Investors in Bain Capital Credit Funds (except for the 1940 Act Funds) will receive regular reporting updates through quarterly letters, investor meetings and other materials provided on the investor website.

Investors in the CLOs typically receive, from the relevant trustee and among other things, quarterly reports detailing the aggregate principal balance of such CLO's portfolio of assets and the interest and other proceeds received by such CLO from such assets and available for distribution to investors, the aggregate outstanding amount of such CLO's outstanding debt and details regarding certain expenses incurred by such CLO.

Separate Account Clients generally negotiate reporting requirements specific to their account. In the event of individually negotiated terms for Separate Accounts Clients, Bain Capital Credit will provide the reporting mutually agreed to by the parties as evidenced in their Advisory Agreement.

## **Item 14. Client Referrals and Other Compensation**

For details regarding economic benefits provided to Bain Capital Credit by non-clients, including a description of related conflicts of interest, please see Item 10 above. In addition, Bain Capital Credit and its related persons will, in certain instances, receive discounts on products and services provided by portfolio companies.

Bain Capital Credit from time to time will use placement agents and finders to assist with identifying potential investors.

#### **Item 15. Custody**

Limited partners of certain Bain Capital Credit Partnerships receive account statements directly from a qualified custodian. In certain other instances, Bain Capital Credit, in addition to the account statements sent by a qualified custodian, provides account statements directly to the limited partners of the Bain Capital Credit Partnerships. Bain Capital Credit Partnerships should compare the account statements received from Bain Capital Credit with the account statements received from the qualified custodian.

#### **Item 16. Investment Discretion**

Bain Capital Credit provides investment advisory services to each of the Bain Capital Credit Partnerships pursuant to the Advisory Agreements. Investment advice is provided by Bain Capital Credit directly to the Bain Capital Credit Partnerships, subject to the direction and control of the affiliated General Partner of such Bain Capital Credit Partnership and not individually to investors in the Bain Capital Credit Partnerships. Any restrictions on investments in certain types of securities are established by the General Partner of the applicable Bain Capital Credit Partnership, and set forth in the documentation received by each limited partner prior to investment in such Bain Capital Credit Partnership.

Bain Capital Credit provides investment management services to each Separate Account Client's separate account in accordance with the terms and conditions of the Advisory Agreement. The terms of these documents are generally established at the time of the formation of the applicable separate account and are the result of negotiations with the applicable Separate Account Client.

Bain Capital Credit provides collateral management services to each CLO in accordance with the terms and conditions of such Collateral Management Agreement or Sub-Advisory Agreement, as applicable, and other related documents of each such CLO. The terms of the Sub-Advisory Agreements, including any restrictions on activities, were established at the time that Bain Capital Credit began providing investment advisory services to the Sub-Advisory Funds. The terms of the Advisory Agreements and other related documents of each CLO that is not a Sub-Advisory Fund were generally established at the time of the formation of the applicable CLO and are the result of negotiations with certain potential investors in the applicable CLO.

With respect to the 1940 Act Funds, Bain Capital Credit provides investment advisory services in accordance with the relevant Fund's investment policies and restrictions, as stated in such Fund's then-current prospectus and statement of additional information.

#### **Item 17. Voting Client Securities**

Bain Capital Credit intends to vote proxies or similar corporate actions in accordance with the best interests of the applicable Bain Capital Credit Client, taking into account such factors as it deems

relevant in its sole discretion. Upon receipt of a proxy request, Bain Capital Credit's operations department contacts the senior investment professional responsible for the issuer. The senior investment professional reviews the information, determines what is in the best interests of the Bain Capital Credit Client and ensures the vote is completed in a timely manner.

Bain Capital Credit's proxy voting policy is designed to ensure that if a material conflict of interest is identified in connection with a particular proxy vote, that the vote is not improperly influenced by the conflict. Conflicts of interest will arise from time to time in relation to proxy voting requirements. Bain Capital Credit shall monitor all proxies for any potential conflicts of interest. If a material conflict of interest arises, Bain Capital Credit will determine what is in the best interests of the relevant Bain Capital Credit Client and will seek to take appropriate steps to eliminate any such conflict.

A detailed summary of Bain Capital Credit's proxy voting policies and procedures are available to limited partners and prospective limited partners of a Bain Capital Credit Fund during the investment due diligence process, a copy of which may be obtained by Bain Capital Credit's Compliance Department.

Existing Bain Capital Credit Clients may obtain copies of relevant proxy logs, identifying how proxies were voted in connection with a Bain Capital Credit Client, and copies of proxy voting policies and procedures upon written request to: Bain Capital Credit, LP, 200 Clarendon Street, Boston, MA 02116. Attn: Compliance Department.

#### **Item 18. Financial Information**

Item 18 is not applicable to Bain Capital Credit.

#### **Item 19. Requirements for State-Registered Advisers**

Item 19 is not applicable to Bain Capital Credit.