

**Part 2A of Form ADV: Firm Brochure**

**KKR ASSET MANAGEMENT LLC**

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This brochure provides information about the qualifications and business practices of KKR Asset Management LLC (“**KKR Asset Management**” or “**KAM**”). If you have any questions about the contents of this brochure, please contact us at (415) 315-3620. 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. KAM is registered as an investment adviser with the SEC. This registration does not, however, imply a certain level of skill or training of any KAM personnel.

Additional information about KAM also is available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

## **Item 2**                      **Material Changes**

KAM's most recent update to Part 2A and Part 2B was made in April 2013. KAM is now updating Part 2A to reflect the following material changes:

- Item 4 – Updated to reflect KAM assets under management as of December 31, 2013 and recent updates to KKR's business and its affiliates.
- Item 5 – Updated information and disclosure regarding Fees and Compensation including Management Fees, other compensation, and expenses with respect to Senior Advisors, Industry Advisors, KKR Capstone, RPM and other consultants.
- Item 6 – Updated information regarding KAM Associates Vehicles.
- Item 8 – Reorganization of investment risks and updated information regarding risks associated with investments in real assets.
- Item 10 – Updated information and disclosure regarding the activities of Affiliated Broker-Dealers and Relying Advisers including Avoca.
- Item 11 – Updated information and disclosure with respect to conflicts of interest regarding affiliates of KKR including proprietary entities of KKR, reporting to KKR's Compliance Group and Allocation of Investments.
- Item 13 – Updated information regarding the composition and description of investment committees, portfolio management committees and oversight over KAM Funds and investment vehicles.
- Item 16 – Updated information with respect to Other Clients.

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

KKR Asset Management LLC (“**KKR Asset Management**” or “**KAM**”) is a Delaware limited liability company founded in August 2004 with \$36.4<sup>1</sup> billion in assets under management as of December 31, 2013, managed on a discretionary basis. KKR Asset Management advises investment funds, collateralized loan obligation vehicles (“**CLOs**”), a publicly-traded specialty finance company, a closed-end management investment company that has filed an election to be treated as a business development company under the U.S. Investment Company Act of 1940, as amended (the “**Investment Company Act**”), both open-end and closed-end investment companies registered under the Investment Company Act and other institutional investors that pursue primarily U.S. and European leveraged credit strategies, such as leveraged loan and high yield bond strategies, alternative credit strategies (including investments in mezzanine debt, structured and illiquid credit, long/short credit, and direct senior loan origination and related instruments), special situations, long/short equity strategies and other assets held by funds or other accounts managed by KKR Asset Management or Kohlberg Kravis Roberts & Co. L.P. (“**KKR**”), including private equity and real assets, such as infrastructure, energy and real estate.

KKR Asset Management is affiliated with KKR and its subsidiaries (see below), which operates under the name of “**KKR**”. KKR advises private equity funds and other investment vehicles (“**KKR Funds**”) that invest capital for long-term appreciation, primarily either through controlling ownership of companies or minority positions. In addition, KKR manages investments in infrastructure assets and in natural resource assets as described above and also invests in real estate assets. KKR also sponsors and manages investment vehicles that facilitate co-investment in specific or multiple portfolio companies and other assets of KKR Funds, a customized platform that may invest in KKR Funds and funds sponsored and managed by unaffiliated investment managers (“**third party funds**”) and related co-investments, and strategic partnership vehicles or other multi-strategy or multi-asset arrangements that invest across multiple KKR Funds and investment strategies. KKR’s Global Institute (“**KGI**”) periodically publishes thought leadership papers, highlighting views from KKR’s portfolio companies and portfolio managers and political, economic and social trends. The Global Macro and Asset Allocation Group (the “**GMAA Group**”) within KGI also publishes commentary on economic trends and related topics and oversees a portfolio of investments in a variety of instruments and securities.

KKR Asset Management is also affiliated with Prisma Capital Partners LP, which conducts business under the name KKR Prisma, (“**KKR Prisma**”). KKR Prisma provides discretionary and non-discretionary investment management services to a number of private funds and managed accounts generally pursuing a “fund of hedge funds” strategy. KKR also has an affiliated capital markets business operated through affiliated broker-dealers (please see Item 10 for additional information regarding KKR’s affiliated broker-dealers) and has a proprietary trading business. In February 2014, an affiliate of KKR acquired Avoca Capital Holdings and its affiliates (“**Avoca**”). Avoca provides discretionary investment management services to a number of private funds, managed accounts and CLOs generally pursuing strategies including European loans and bonds, credit opportunities, long/short credit, convertible bonds and structured and illiquid credit. In December, 2013, KKR & Co. L.P., an affiliate of KKR (“**KKR & Co.**” or the “**Public Company**”) announced the signing of a definitive merger agreement pursuant to which an affiliate of KKR & Co. would acquire KKR Financial Holdings LLC (“**KFN**”) through a stock-for-stock merger. The KFN transaction is subject to approval by KFN’s shareholders as well as customary regulatory approvals and other customary closing conditions. Upon closing of the transaction,

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<sup>1</sup> Represents KAM’s most recently published AUM as disclosed in Part 1. AUM calculations may differ from those used in other regulatory filings by KAM in accordance with applicable requirements and guidelines.

KFN would become a subsidiary of KKR & Co. and would then continue its activity as a KKR proprietary entity.

In January 2014, an affiliate of KKR acquired a minority interest in Vanbridge Holdings Ltd., (“**Vanbridge**”) an insurance intermediary and capital advisory firm that itself holds interests in Sharebridge Private Equity Consolidated (“**Sharebridge**”), an insurance broker serving private equity and hedge fund clients. Sharebridge has provided services to KKR and to KKR Fund portfolio companies in the past and both Sharebridge and Vanbridge may provide such services in the future.

KKR Asset Management does not manage client assets on a non-discretionary basis, although certain clients have consent, or opt-out or opt-in rights with respect to certain investments. U.S. employees of KKR Asset Management, KKR Prisma, and KKR’s affiliated U.S. broker-dealers, KKR Capital Markets LLC and MCS Capital Markets LLC, are dual employees of such entities and KKR.

### **Ownership/Structure**

KKR Asset Management is wholly-owned by KKR. KKR is a subsidiary of KKR Management Holdings L.P. (“**KKR Management Holdings**”) and an indirect subsidiary of KKR & Co., which was listed on the New York Stock Exchange on July 15, 2010. KKR Management LLC serves as the general partner of the Public Company and may be deemed to indirectly control the Public Company’s business for regulatory purposes. KKR Management LLC does not hold any economic interests in the Public Company, and an affiliated entity, KKR Holdings L.P. (“**KKR Holdings**”), holds special voting units in the Public Company (as well as the economic interests described below). Public unit holders hold 100% of the limited partnership interests in the Public Company. As of December 31, 2013, the Public Company indirectly held approximately 41.6 % of the general and limited partnership interests in KKR Management Holdings and KKR Fund Holdings L.P. (together, the “**Group Partnerships**”), which hold the combined business of KKR and its affiliates. As of December 31, 2013, the remaining limited partnership interests in the Group Partnerships were held indirectly by KKR Holdings and KKR Associates Holdings L.P. KKR Holdings and KKR Associates Holdings L.P. are owned by certain KKR senior employees and non-employee operating consultants and their related persons.

### **Nature of KKR Asset Management’s Clients**

KKR Asset Management generally provides investment management, advisory and administrative services through wholly-owned and controlled management entities established with respect to one or more clients for operational and other purposes (“**KAM Managers**”). KKR Asset Management and the KAM Managers generally provide these services (i) through affiliated general partners or managing members (“**KAM GPs**,” and, collectively with KKR Asset Management and the KAM Managers, “**KAM**”) of investment funds, CLOs, a publicly-traded specialty finance company and dedicated investment vehicles established for institutional investors and certain high net worth investors sponsored and managed by KAM (“**KAM Funds**”), (ii) as a sub-adviser to a closed-end investment company that has filed an election to be treated as a business development company (the “**BDC**”) under the Investment Company Act, (iii) as adviser to open-end and closed-end investment companies registered under the Investment Company Act (the “**RICs**”), (iv) as a sub-advisor to an affiliated relying advisor, or (v) directly to other institutional clients, including pension plans (“**Other Clients**”), pursuant to managed account arrangements. Other than the BDC and the RICs, KAM Funds are typically U.S. and non-U.S. investment limited partnerships, companies, limited liability companies and other vehicles that are not registered or required to be registered under the Investment Company Act. The securities of the KAM Funds are also typically not required to be registered under the U.S. Securities Act of 1933, as amended (the “**Securities Act**”) with the exception of KKR Financial Holdings LLC (“**KFN**”), which is a U.S.

publicly traded specialty finance company, the BDC and the RICs. For purposes of this Brochure, the term “KAM Fund” includes KFN, the BDC and the RICs.

KKR Asset Management does not participate as manager in any wrap fee programs.

### **KAM’s Investment Mandates**

The terms upon which KAM or its affiliates serve as investment manager or advisor of a KAM Fund or Other Client are established at the time each KAM Fund or Other Client relationship is established and are generally set out in the governing documents entered into by KAM with respect to the relevant KAM Fund or Other Client, and disclosed in the offering documents for the relevant KAM Fund, as applicable. These terms, which vary as among each KAM Fund and Other Client, may limit the investments KAM may make on behalf of the relevant KAM Fund or Other Client based on security classes, geographies, concentration limits, leverage limits and/or other criteria, among others.

## **Item 5 Fees and Compensation**

### **General**

KAM (including the KAM GPs) generally receives management fees, carried interest allocations and/or performance fees in connection with the investment management and administrative services KAM provides to KAM Funds and Other Clients. Certain co-investment vehicles and KAM Associates Vehicles (as defined under Item 6), as discussed below in Item 6, are not subject to such fees and/or carried interest allocations.

Management fees, carried interest allocations, performance fees and/or other compensation payable to KAM (including KAM GPs) by KAM Funds or Other Clients together with other terms governing the management of KAM Funds or Other Clients by KAM, are established by KAM at the time of the establishment of the relevant KAM Funds (and negotiated with participating investors prior to their investment) or at the beginning of the advisory relationship with the relevant Other Clients, as applicable. Specific details of such compensation and its method of calculation are set out in the offering materials, disclosure documents, advisory agreements, investment management agreements and/or governing documents of the relevant KAM Funds and Other Clients and vary as between KAM Funds and Other Clients. Fee terms of KAM Funds or Other Clients have been and may be changed during the term of the relevant relationship. The share of compensation earned by KAM or its affiliates in respect of a KAM Fund may vary between investors in such KAM Fund pursuant to the terms of the governing documents, side letter agreements or other arrangements with specific investors in such KAM Fund whereby such investors receive direct or indirect reductions of management fees or other compensation otherwise payable with respect to their investments managed by KAM. For example, KAM or KKR has entered into and may in the future enter into strategic partnerships or other multi-strategy or multi-asset class arrangements with investors that commit capital to a range of KAM’s, KKR’s, KKR Prisma’s and Avoca’s platform of products, investment ideas and asset classes. Such arrangements may include KAM, KKR, KKR Prisma or Avoca granting certain preferential terms to such investors, including blended fee and carried interest rates that are lower than those applicable to other investors in a KAM Fund, KKR Fund, Prisma Fund (as defined below) or Avoca Fund (as defined below under Item 10) when applied to the entire strategic partnership. Where a strategic investor participates in a KAM Fund, KKR Fund, Prisma Fund or Avoca Fund through a dedicated investment vehicle or account as part of such arrangement, such vehicle and account may be granted terms, including management fees or carried interest, that are more favorable than those applicable to other investors. Where management fees and carried interest are applicable at the level of such vehicle and account, such terms may include a waiver of

management fees and carried interest on their investment in KAM Funds, KKR Funds, Prisma Funds or Avoca Funds.

### **Management Fees**

Typically, KAM charges management fees at an annual or semi-annual rate of between 0.25% and 1.75% of the capital committed to, the net asset value, the remaining invested capital, the aggregate collateral balance or the collateral pledged by the relevant KAM Fund or Other Client, depending, in particular, on the strategy of the relevant KAM Fund or Other Client, the amount of assets being placed under management with KAM and the point in time in the life cycle of the relevant KAM Fund or Other Client account. Management fees may be paid monthly or quarterly in advance or arrears, depending on the KAM Fund or Other Client. KAM will from time to time accrue management fees for a given payment period but defer collecting such fees until a later payment period primarily for administrative convenience reasons. KAM generally does not charge interest on such deferred management fees. The KAM GPs generally make capital calls on investors in KAM Funds for the amount of management fees payable by the KAM Funds to KAM and then cause the KAM Funds to pay the amounts received from the investors to KAM, consistent with the governing documents of the KAM Funds. KAM generally invoices Other Clients for management fees. In some cases, management fees due to KAM may be deducted from proceeds otherwise distributable to investors in a KAM Fund or Other Client but only if consistent with the governing documents of such KAM Fund or Other Client.

With respect to the BDC, KAM, as sub-adviser, is entitled to receive from the BDC's investment adviser 50% of the management fees the adviser receives for managing the BDC. KAM receives from the RICs a management fee, payable monthly, at either an annual rate of between 0.65% and 1.25% of the respective RIC's net asset value or 1.10% of the RIC's managed assets with respect to RICs which utilize leverage.

Where management fees are paid in advance with respect to a KAM Fund or Other Client, the terms applicable to the relevant KAM Fund or Other Client may not (and in the case of KAM Funds, typically do not) contemplate repayments of fees to the extent that KAM's services terminate (or an investor withdraws or redeems its interests in such KAM Fund or Other Client) prior to the end of the relevant payment period, particularly with respect to closed-end KAM Funds. Where management fees are based on committed capital or the remaining invested capital of a KAM Fund, the management fee payable by such KAM Fund will be due to KAM even if the fair value of the relevant remaining investments is below cost or even zero. Management fees paid by an investor in such KAM Funds generally reduce the carried interest allocations received by KAM GPs from those KAM Funds that provide for such carried interest allocations.

Management fees payable to KAM by certain KAM Funds or Other Clients may also be reduced by certain other compensation received by KAM or its affiliates that relate to the relevant KAM Fund or Other Client and its activities or by certain organizational, offering and other expenses borne by the KAM Fund or Other Client. Certain KAM Funds or Other Clients may invest in securities issued by other KAM Funds (including, in particular, CLOs). Management or advisory fees or performance-based compensation received by KAM from such other KAM Funds generally are but may not be rebated to the investing KAM Fund or Other Client.

### **Performance-Related Compensation**

KAM (including the KAM GPs) also generally receive carried interest allocations or distributions or other performance related compensation from KAM Funds and Other Clients (other than certain co-investment vehicles and KAM Associates Vehicles) of up to 25% of any quarterly or annual increase in the net asset value of the portfolio or the net realized returns of each portfolio investment in excess of the preferred

return or hurdle rate of each portfolio investment of the relevant KAM Fund or Other Client, depending on its strategy and structure. Carried interest allocations may be subject to high water marks, hurdles and/or claw-backs, depending, among other things, on the strategy and structure of the relevant KAM Fund. With respect to the BDC, KAM is entitled to receive from the BDC's investment adviser 50% of the performance fees the adviser receives for managing the BDC. KAM does not receive any performance fees with respect to the RICs.

### **Other Compensation**

KAM Funds and Other Clients also indirectly incur other fees payable to KAM or its affiliates, depending on the nature of the KAM Fund or Other Client and their respective portfolio activities. For example, KAM or its affiliates receive "monitoring fees" in exchange for providing KAM Fund portfolio companies with management, consulting and other services and also receive financial advisory fees, "transaction fees" in connection with acquisitions, sales and other transactions involving portfolio companies, in each case which are generally not negotiated on an arm's length basis. On the occurrence of initial public offerings, sales or other change of control events related to the relevant company, future fee streams, including in particular future monitoring fees (if any) that would otherwise be payable by the relevant portfolio company may be accelerated in accordance with a present value calculation described in the agreement between such portfolio company and KAM or its affiliates relating to such fees. Typically, such accelerated fees are based on the net present value of the monitoring fee over a fixed period calculated using an agreed upon discount rate or yield that represents the U.S. treasury rate, otherwise known as the "risk free rate," over a similar time period. The fixed period of time used in the net present value calculation will typically be tied to the term of the relevant KAM Fund; however in certain instances the calculation period has exceeded and in the future may exceed the relevant KAM Fund's term. Such accelerated fees may alternatively be a fixed amount payable in relation to the transaction that triggered the acceleration of such fees and KAM may receive other fees, such as transaction fees, in connection with the same transaction in which such an accelerated fee is paid. KAM or a subsidiary may also receive fees in respect of administrative services provided to loan syndicates lending to the KAM Fund portfolio companies. KAM or its affiliates may also receive "break up" or similar fees in connection with unconsummated or terminated portfolio transactions. The amount and timing of such fees are generally specified in the agreements relating to the relevant transaction and such agreements may condition or limit such payments to KAM or its affiliates.

Monitoring fees and transaction fees are generally allocated among KAM Funds, Other Clients and KAM Associates Vehicles based on ownership of the relevant company or investment. Break up fees are generally allocated among KAM Funds, Other Clients and KAM Associates Vehicles based on the anticipated ownership of the relevant company or investment had the transaction been consummated. A portion of the monitoring fees, transaction fees and break up fees allocated to KAM Funds and Other Clients will generally reduce or off-set management fees otherwise payable by investors in such KAM Funds and Other Clients as described in the offering materials, disclosure documents and/or governing documents of the relevant KAM Funds and Other Clients. The portion of allocable compensation that reduces or off-sets management fees varies as between KAM Funds and Other Clients. KAM will retain the portion of such compensation that is allocated to KAM Funds and Other Clients that does not reduce or off-set management fees as well as the allocated portion that is attributable to the relevant KAM GP. In addition, KAM retains such compensation to the extent it is allocable to KAM Associates Vehicles (except in the case of certain older KKR Funds) or co-investment vehicles. Certain officers and employees of KAM ("**Employees**") currently do and may in the future also receive directors' fees for serving on the boards of KAM Fund or KKR Fund portfolio companies, holding vehicles and other entities in or through which KAM Funds invest. For older KKR Funds, these directors' fees are generally not offset against KKR Fund management fees and may be retained in whole or in part by the Employees. For newer KAM Funds (generally those established in 2010 and later), directors' fees paid to Employees



generally offset management fees. In addition, from time to time, Employees will serve as interim executives of KAM Fund portfolio companies and other entities in or through which KAM Funds invest, and such Employees may receive compensation in respect of such services.

Affiliated U.S. and non-U.S. broker-dealers of KKR (including their respective related lending vehicles) (or “**Affiliated Brokers**” as defined in Item 10) may manage or otherwise participate in underwriting syndicates and/or selling groups with respect to the securities and debt instruments of portfolio companies and other non-controlled entities in or through which certain KAM Funds or Other Clients invest, including in respect of securities or other instruments of such portfolio companies in which KAM Funds or Other Clients have not invested. Further, Affiliated Brokers may otherwise be involved in the public or private placement of such securities and other instruments, and/or may provide capital markets advisory services to portfolio companies and other non-controlled entities in or through which KAM Funds or Other Clients invest, including in connection with mergers and acquisitions, the syndication of portfolio company co-investment opportunities alongside certain KAM Funds, and may provide acquisition financing and other corporate lending services to such entities in addition to financing provided through a KAM Fund or Other Client’s investment. In addition, Affiliated Brokers may alone or with other lenders (including other KKR entities), arrange lines of credit to portfolio companies and other non-controlled entities in or through which KAM Funds, Other Clients and other third party borrowers invest. Affiliated Brokers (through its respective related lending vehicles) may also provide loans and lines of credit to KAM Fund and Other Client portfolio companies and other third party borrowers. Affiliated Brokers may also provide syndication services to such entities including in respect of co-investments in transactions participated in by KAM Funds or Other Clients. Affiliated Brokers may receive fees, commissions, interest payments and other compensation, which may be payable in cash or securities, in respect of the activities described above and/or may waive such fees. Affiliated Brokers and other KKR entities may, as a consequence of such activities, from time to time hold positions in instruments or securities issued by portfolio companies. While such fees, commissions, interest payments and other compensation are believed by KKR to be reasonable and charged at rates that are at or below market rate for the relevant activities, such compensation are generally determined through negotiations with related parties. KAM Funds and Other Clients have no right to share in any transaction-related compensation received by Affiliated Brokers. Affiliated Brokers do not share in any transaction fees, which are generally allocated among KAM Funds, Other Clients and KAM Associates Vehicles as discussed above.

KAM may also earn fees as a result of its subsidiaries’ providing loan servicing services to certain KAM Funds or Other Clients that invest in loan participations (or to related portfolio companies or lending syndicates), which fees may or may not be shared with the relevant KAM Funds or Other Clients, depending on the applicable offering materials, disclosure documents, investment management agreements and/or governing documents.

Please also see “KKR Capstone and RPM” below with respect generally to fees of Capstone Consulting LLC and its related parties (“**KKR Capstone**”) and fees of RPM Energy Management LLC (“**RPM**”).

### **Other Expenses**

Each KAM Fund (and its underlying investors) or Other Client other than certain KAM Associates Vehicles as discussed below in Item 6, will typically pay or otherwise bear all legal, auditing, accounting, filing expenses (including internal accounting expenses), fees payable for administration, registrar and transfer agent and other professional services, certain KAM overhead incurred in connection with organizing and establishing the KAM Fund and the related KAM GP, operational expenses as agreed to by a particular KAM Fund or Other Client, the marketing and offering of interests in the KAM Fund or Other Client, research expenses and investment and brokerage expenses such as including commissions,

costs, fees, and expenses of any placement agent, markups or markdowns on securities, interest on margin accounts and other indebtedness, borrowing charges on securities sold short, custodial fees, capital raising, travel and accommodation, printing and other similar costs, fees and expenses. Investors in KAM Funds (other than certain co-investment vehicles and KAM Associates Vehicles, which do not bear management fees) or Other Clients will typically receive a reduction in management fees in respect of offering and organizational expenses in excess of specific amounts as described in the offering materials, disclosure documents and/or governing documents of the relevant KAM Fund or Other Client.

In addition, each KAM Fund or Other Client will typically pay broken deal expenses and all fund expenses related to the operation of the KAM Fund or Other Client, including fees, costs, and expenses directly related to the purchase, holding, and sale of investments, diligence expenses (including related travel expenses), expenses of any consultants (including KKR's senior advisors ("**Senior Advisors**") and industry advisors ("**Industry Advisors**"), KKR Capstone and RPM, counsel, and accountants, any insurance (including insurance obtained by KAM which is available for the benefit of funds, investment vehicles and portfolio companies), indemnity, or litigation expenses, custody fees, brokerage fees (if any), underwriting and syndication fees and expenses, financing and bridge financing expenses (which may be payable to another KAM Fund co-investing in the bridged transaction or to KAM or an affiliate, in each case that provides bridge financing to the relevant KAM Fund), certain taxes, expenses of any advisory committee established in respect of the KAM Fund and its members, costs of any information meetings of the KAM Fund's investors, and any fees or other governmental charges levied against the KAM Fund or Other Client. Certain KAM Funds have agreed to bear an allocable portion of KAM's overhead expenses, including office, computer, employee and other internal costs and expenses.

Operational, investment-related and other KAM Fund-related expenses (or an appropriate portion thereof to the extent operational resources giving rise to such costs are also used by KAM for proprietary purposes) will generally be borne by KAM or its affiliates and then reimbursed through a reduction of subsequent distributions by the Fund or by reducing the amount of monitoring fees, transaction fees and break up fees allocated to the relevant KAM Fund that would otherwise reduce management fees. KAM manages certain investment vehicles that are either feeder funds investing in KAM Funds or KAM Associates Vehicles. KAM or one or more of its affiliates may bear the allocable share of organizational costs and other expenses attributable to KAM Associates Vehicles without seeking reimbursement.

KAM and its affiliates generally employ three categories for purposes of allocating expenses to and among KAM Funds, Other Clients, KAM Associates Vehicles, co-investment vehicles and certain KKR proprietary entities. These categories are discussed below under "Specific Fund Expenses," "Investment Strategy Expenses" and "Specific Portfolio Company Expenses."

*Specific Fund Expenses* These are expenses that are specifically attributable to a particular KAM Fund or Other Client. Examples of the types of expenses that fall within this category are professional fees directly attributable to a specific KAM Fund, such as legal fees and audit fees, certain travel expenses and the costs of the annual investors conference for the relevant KAM Fund. These expenses are allocated to the relevant KAM Fund or Other Client.

*Investment Strategy Expenses* These are expenses that relate more generally to an investment strategy. Examples of expenses that fall within this category are broken deal expenses, certain organizational expenses (for example, those related to the establishment of a multi-investment platform for a strategy), fees and expenses of consultants (including Senior Advisors and Industry Advisors, KKR Capstone and RPM) and costs and expenses of research relating to such strategy. These expenses are allocated to the KAM Funds, Other Clients and KAM Associates Vehicles (and if applicable, certain KKR proprietary entities) that participate in the relevant investment strategy. The allocation of expenses among participants in a given strategy is based upon a number of relevant factors (and not on any single

factor such as capital invested or committed), including the capital committed to the strategy, the amount of capital historically invested, or remaining invested, in the relevant strategy, and the percentage of transactions within the strategy in which participants have historically participated (which will be highest in the case of KAM Funds that have minimum investment rights in relation to the relevant strategy). The proportion of such expenses allocated to any relevant KAM Fund, Other Client, KAM Associates Vehicles or KKR proprietary entity may, accordingly, vary from period to period.

*Specific Portfolio Company Expenses* These are expenses that are specifically attributable to a particular KAM Fund portfolio company. Examples of expenses that fall within this category are travel expenses for an Employee to attend a board of directors meeting of a portfolio company, KKR Capstone and RPM expenses for services provided to or on behalf of the respective KAM Fund portfolio company, and expenses of any consultants, counsel, and/or accountants for services provided in connection with a potential acquisition for a KAM Fund portfolio company. The specific entity in the organizational holding structure which bears these expenses impacts the proportional sharing of these expenses. Transaction expenses for consummated investments will typically be borne by the relevant portfolio company or a related investment vehicle through which the investment is made and capitalized as part of the acquisition price of the relevant transaction to the extent not reimbursed by a third party. Ongoing expenses that are specific to a portfolio company may be borne by the relevant portfolio company. When the portfolio company bears an expense directly, each direct and indirect equity owner of the company will indirectly bear a portion of such expenses. However, such ongoing expenses, which may include fees and expenses payable to KKR Capstone, RPM and transaction and monitoring fees payable to KAM among others, may be borne by holding companies or other vehicles through which certain, but not all, of the direct and indirect equity owners of the company invest or by a specific KAM Fund or Other Client. When such expenses are borne by investment vehicles through which a KAM Fund or Other Client invests or by a specific KAM Fund or Other Client (but not all equity owners invest), such KAM Fund or Other Client will bear a greater portion of such expenses than would be the case if such expenses were paid by the relevant portfolio company.

## **Senior Advisors and Industry Advisors**

Senior Advisors and Industry Advisors are consultants rather than Employees or employees of KKR, but are paid fees for services provided to KKR, KKR Funds KKR Fund portfolio companies, KAM, KAM Funds and Other Clients. The terms of engagement, including the financial package, for Senior Advisors and Industry Advisors are generally agreed (“**Senior Advisor Agreement**”) between the Senior Advisor or Industry Advisor and KAM (or one of its affiliates) at the time of engagement. Each Senior Advisor Agreement is negotiated individually, depends upon anticipated advisory services, and may differ as between different individuals. Senior Advisor Agreements may be updated from time to time, taking into account considerations such as, but not limited to, performance or current market practices for similar consulting services.

Senior Advisors and Industry Advisors typically receive a financial package comprised of one or more of the following: (i) an annual fee, (ii) a discretionary performance-related bonus, (iii) a portion of the carried interest received by a general partner(s) of a KKR Fund that are part of KKR’s “carry pool” and (iv) grants of equity in one or more of the parent entities of KKR. Senior Advisors and Industry Advisors are also entitled to reimbursement for expenses incurred while providing services to KKR, KKR Funds and KKR Fund portfolio companies. Some Senior Advisors historically were granted “phantom equity” in certain KKR Fund portfolio companies, which is a form of incentive compensation based on the performance of the relevant KKR Fund portfolio company (“**Phantom Equity**”). Phantom Equity grants were discontinued in 2009; however, certain Senior Advisors continue to receive payments under legacy grants. Certain Senior Advisors also may receive a portion of performance related compensation from certain KKR GPs that in turn receive carried interest allocations from KKR Funds. Senior Advisors and

Industry Advisors also serve on the boards of directors of KKR Fund portfolio companies and may otherwise serve directly as consultants to KKR Fund portfolio companies and may receive directors' fees, consulting fees and other compensation in connection therewith from KKR Fund portfolio companies. Certain Senior Advisor Agreements provide KKR the discretion to determine whether this additional compensation paid to Senior Advisors or Industry Advisors by KKR Fund portfolio companies will offset the cash compensation paid to such Senior Advisors or Industry Advisors under the Senior Advisor Agreement, although KKR typically would not offset such cash compensation.

Senior Advisor and Industry Advisor cash compensation (i.e., the annual fee and cash bonus) and expense reimbursement is allocated according to how the relevant Senior Advisor or Industry Advisor spends his or her time. The time of each Senior Advisor and Industry Advisor is allocated on a quarterly basis among three general categories: (i) investment sourcing activities (which are allocated as investment strategy expenses (see description above in "Other Expenses")); (ii) activities related to monitoring portfolio companies (which are allocated as specific portfolio company expenses (see description above in "Other Expenses")); and (iii) KKR related activities, such as fundraising and strategic planning, which are borne by KKR and its affiliates and not KKR Funds. Currently, a significant majority of allocable cash compensation for Senior Advisors and Industry Advisors that falls within (i) or (ii) above is borne by KKR Funds given the activities of the current roster of Senior Advisors and Industry Advisors. However, KAM Funds and Other Clients do bear allocable cash compensation for Senior Advisors and Industry Advisors that falls within (i) or (ii) above for activities related to KAM Funds or Other Clients. In addition, to the extent that Senior Advisors and/or Industry Advisors are engaged in the future that focus more on activities related to KAM Funds or Other Clients rather than KKR Funds, then the relevant KAM Funds or Other Clients will bear a greater proportion of the allocable cash compensation of such Senior Advisors and Industry Advisors. The expenses related to equity grants in one or more of the parent entities of KKR have historically been borne by KKR (or one of its affiliates) and not allocated to KKR Funds. The expense created by the payment of a legacy Phantom Equity grant is borne indirectly by the KKR Funds that participated in the relevant portfolio company.

### **KKR Capstone and RPM**

Each of KKR Capstone, which provides consulting services to KAM, KAM Funds, Other Clients and certain KAM Fund portfolio companies, holding companies and other entities in or through which the KAM Funds and Other Clients invest, and RPM, which provides operating and consulting services to KAM, KAM Funds, Other Clients and certain KAM Fund portfolio companies and/or assets in the oil and gas industry, is owned by its senior management and neither is a subsidiary of KAM or KKR. KKR Capstone uses the name "KKR" under license from KKR. Generally, KKR Capstone and RPM have master consulting agreements in place with KKR for due diligence work and other projects contracted by KKR on behalf of KAM Funds and Other Clients and they may enter into engagement letters with KAM Fund portfolio companies, holding companies and other entities for consulting services provided to such entities. Under those agreements and engagement letters, KKR Capstone and RPM are generally entitled to fees and expense reimbursement. While such fees and reimbursable expenses and other compensation paid to KKR Capstone and RPM are believed by KAM to be reasonable and generally at market rates for the relevant activities, such compensation is not negotiated at arm's length and from time to time may be in excess of fees, reimbursable expenses or other compensation that may be charged by comparable third parties. KAM may in the future engage technical partners ("**Technical Partners**") in addition to KKR Capstone and RPM, including, but not limited to, for operational consulting, energy industry consulting and property management services in the real estate sector, on terms substantially similar to those described herein.

While neither KKR nor KAM holds any voting/decision making rights or equity interests in KKR Capstone or RPM (or certain other Technical Partners), KKR Capstone and RPM (and certain other

Technical Partners may) generally provide services at the direction of KKR or KAM and their affiliates to portfolio companies or assets on an exclusive basis and also both receive services and support from KKR and its affiliates, which may be provided on favorable or below market rates. For example, KKR has in the past, presently does, and may in the future provide loans to KKR Capstone or RPM (or other Technical Partners), which loans have (or may have) below market interest rates and no stated payment schedule, provide administrative services to KKR Capstone or RPM (or other Technical Partners) at below market rates, enter into arrangements with KKR Capstone or RPM (or other Technical Partners) that provide for below market rent, and allow KKR Capstone and RPM (and other Technical Partners) to participate in KAM's insurance policies and employee benefit plans without passing through the full cost of the coverage to KKR Capstone and RPM (and other Technical Partners). Executives of KKR Capstone have received, and executives of KKR Capstone, RPM and/or other Technical Partners are expected to receive in the future, compensation in the form of (x) grants of equity in one or more of the parent entities of KAM, (y) a portion of the carried interest received by a general partner(s) of a KAM Fund or Other Client that are part of KAM's "carry pool" and/or (z) a profits interest in individual portfolio companies or assets. Executives of KKR Capstone serve on the boards of directors of KAM Fund portfolio companies and receive directors' fees in connection therewith. They also serve from time to time as interim executives of KAM Fund portfolio companies and receive compensation in connection therewith. Fees and compensation received by KKR Capstone and its executives and RPM (and other Technical Partners) will not be shared with KAM Funds or Other Clients or offset against management fees payable by KAM Funds or Other Clients.

In addition, portfolio companies of KAM Funds or Other Clients are counterparties or participants in agreements, transactions or other arrangements with portfolio companies of other KAM Funds or Other Clients (for example a portfolio company of a KAM Fund may retain a portfolio company of another KAM Fund to provide services or may acquire an asset from such portfolio company). Certain of these agreements, transactions and arrangements involve fees and/or servicing payments to KAM, its affiliates, KKR Capstone or RPM. For example, KAM encourages portfolio companies to enter into agreements regarding group procurement and/or vendor discounts. Certain of those agreements provide for commissions or similar payments and/or discounts to be paid to a portfolio company or KKR Capstone, and in the future such payments or discounts may be made directly to KAM, its affiliates and RPM (and other Technical Partners) as well. Such fees are not subject to management fee offsets or otherwise shared with KAM Funds or Other Clients.

KAM Funds and Other Clients, directly or through portfolio companies, holding companies and other entities in which they invest, bear the cost of consulting services provided by KKR Capstone and RPM. The quantum of fees and reimbursable expenses borne by a KAM Fund or Other Client will depend in part upon which entity in the relevant investment structure has agreed to pay the relevant costs to KKR Capstone or RPM. For example, if the relevant KAM Fund portfolio company has agreed to pay such fees and reimbursable expenses, then generally all of the equity owners of the portfolio company will indirectly bear their portion of such fees and reimbursable expenses, whereas if a holding vehicle through which a KAM Fund or Other Client (but not all of the equity owners of the KAM Fund portfolio company) invests pays such fees and reimbursable expenses, then only the investors who invest through the relevant holding vehicle will bear such fees and reimbursable expenses. This may result in a KAM Fund or Other Client bearing a greater portion of the fees and reimbursable expenses of KKR Capstone or RPM (or other Technical Partners) than would be the case if such costs were paid by the relevant portfolio company. If a KAM Fund portfolio company declines to pay for services rendered by KKR Capstone or RPM (or other Technical Partners) which KAM believes benefited a KAM Fund and/or Other Client, then a KAM Fund or Other Client will be charged for such services, which will result in the effect described in the preceding sentence. Fees and reimbursable expenses related to due diligence are generally either capitalized as part of the acquisition price of the relevant investment for consummated investments (but

only to the extent not reimbursed by a third party) or treated as broken deal expenses for investments that are not consummated (see description of investment strategy expenses above in “Other Expenses”).

KKR Capstone executives meet with investors and prospective investors to describe the role of KKR Capstone and provide information regarding KKR Capstone’s activities and arrangements. Typically, KKR Capstone does not charge fees to KAM, KAM Funds or Other Clients in connection with KKR Capstone executives attending meetings with investors (including annual meetings of KAM Funds) or internal KAM meetings. However, KKR Capstone is reimbursed for travel related expenses for attending such meetings. While KAM or KKR bears the expense reimbursement for internal KAM or KKR meetings, KAM Funds bear the relevant expense reimbursement for meetings related to their activities.

In connection with the management and oversight of the KAM Funds and Other Clients, neither KAM nor any of its supervised persons accept compensation from third parties for the sale of securities or other investment products except as described above.

Investor class shareholders in the open-end RIC pay distribution fees under a Rule 12b-1 Plan to cover sales, marketing, and promotional expenses of investor class shares, as well as related ancillary services such as account maintenance and customer service to investor class shareholders. The 12b-1 Plan permits the RIC to pay a distribution fee at an annual rate of 0.25% of net assets attributable to investor class shares.

Shareholders in the closed-end RIC and the institutional class of the open-end RIC pay a shareholder servicing fee for assistance in connection with shareholder services such as account maintenance and customer service. The shareholder servicing plan permits these RICs to pay shareholder service fees at an annual rate of up to 0.10% of net assets to cover the costs of such services.

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

As noted in Item 5 above, KAM (including KAM GPs) generally receives performance-based compensation from KAM Funds and Other Clients. KAM may have an incentive to favor, or take increased investment risk with respect to KAM Funds or Other Clients from which it receives performance-based compensation over KAM Funds or Other Clients from which it does not (for example certain co-investment vehicles). Similarly, KAM may have an incentive to favor, or take increased investment risk with respect to, KAM Funds and Other Clients from which it receives higher performance-based compensation over KAM Funds or Other Clients from which lower or no performance-based compensation is received (and notwithstanding that such accounts may not give rise to performance-based compensation, KAM in any event may have an incentive to favor a certain KKR proprietary entity over any other KAM Fund or Other Client). KAM has in place policies and procedures to address these conflicts, including policies and procedures designed to ensure allocation of trades and securities among all client and KKR proprietary entities on a fair and equitable basis, taking into account the client’s investment objectives. These policies and procedures are described in more detail below in Item 11.

KAM manages certain KAM Funds that are either feeder funds investing in other KAM Funds or side-by-side vehicles investing alongside other KAM Funds that are established primarily for the benefit of Employees, Senior Advisors and Industry Advisors, KKR Capstone and RPM executives and certain other persons associated with KKR and KAM (which may include executives of KKR and KAM portfolio companies, external consultants and their affiliated entities) (“**KAM Associates Vehicles**”). KAM Associates Vehicles are not subject to management fees or carried interest allocations but are generally allocated monitoring fees and transaction fees based on their respective ownership of the relevant company investment as discussed above in Item 5 (except in the case of investments made alongside

certain older KAM Funds). KAM retains such compensation to the extent it is allocable to KAM Associates Vehicles (except in the case of certain older KKR Funds). KAM or its affiliates may also bear any allocable share of KAM Fund organizational costs and other expenses on behalf of the KAM Associates Vehicles. As the investment activities of these vehicles are implemented indirectly through the other KAM Funds in which they invest or alongside other KAM Funds, as applicable, KAM does not view these arrangements as giving rise to the types of conflicts of interest described above.

## **Item 7           Types of Clients**

KAM provides investment management, advisory and administrative services, as described above in response to Item 4, to the KAM Funds and Other Clients. With limited exceptions (including with respect to a KAM Fund established as an employee securities company, the BDC, KAM Associates Vehicles and KFN), investment in KAM Funds is generally only available to institutional investors and certain high net worth investors that are “accredited investors” and “qualified purchasers” or non-“U.S. persons” or in the case of Employees, “knowledgeable employees”, within the meaning of the Securities Act and the Investment Company Act, as applicable. KAM Funds generally have a specified minimum investment amount as set forth in their offering materials, disclosure documents for the BDC and the RICs, shares of the BDC and the RICs and/or governing documents. These minimum amounts are subject to discretion, on the part of KAM or the relevant KAM GP, to permit investments of a smaller amount generally or with respect to any investor. Investment minimums with respect to the RICs, and the circumstances under which they may be waived, are set forth in their respective prospectuses.

A broad range of U.S. and non-U.S. institutional investors, including, among others, governmental and corporate pension and profit sharing plans (including investors regulated under the U.S. Employee Retirement Income Security Act of 1976, as amended (“ERISA”)), endowments and foundations, insurance companies, financial institutions, sovereign wealth funds, funds of funds, private wealth and other third party distribution platforms and certain high net worth individuals and family offices, invest in KAM Funds and Other Clients. Additionally, Employees and other persons associated with KAM and/or its affiliates and portfolio companies, including, for example, current or former portfolio company executives, and certain KKR proprietary entities, may make capital contributions to KAM Funds including, in particular, KAM Associates Vehicles.

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

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

The investment strategies employed by KAM in respect of the KAM Funds and Other Clients focus, primarily, on global leveraged credit strategies, such as leveraged loan and high yield bond strategies, alternative credit strategies (including mezzanine debt, special situations instruments, structured and illiquid credit, long/short credit, and direct senior loan origination and related instruments), long/short equity and real assets. Certain KAM Funds may also accommodate co-investments alongside KKR Funds including private equity funds and funds that invest in real assets. In pursuit of these strategies, KAM may, on behalf of KAM Funds and Other Clients, from both a long or short investment perspective, invest in a broad range of securities and other financial instruments including: U.S. and non-U.S. debt securities including public and privately placed corporate and government bonds and other debt securities, equity securities, hybrid securities, stock market indices, exchange traded funds, convertibles, asset backed and other structured debt securities, emerging market debt, warrants, bank loans and participations in bank loans, repurchase agreements, foreign currency and interest rate forward contracts, swap agreements (including credit default swaps), options, commodities, futures contracts on intangibles and interests in partnerships investing in oil and gas and real estate interests and other derivative or synthetic investment instruments, and joint venture equity investments.

KAM employs both “top-down” and “bottom-up” analyses when making investments. KAM’s top down analysis involves a macro analysis of relative asset valuations, long-term industry trends, business cycles, interest rate expectations, credit fundamentals and technical factors to target specific industry sectors and asset classes in which to invest. KAM’s bottom-up analysis includes, in the case of credit/debt strategies, a rigorous analysis of the credit fundamentals and capital structure of each credit considered for investment and a thorough review of the impact of credit and industry trends and dynamics and dislocation events on such potential investment and in the case of equity strategies, company-specific, industry-level and macroeconomic research in order to evaluate the merits of a long or short investment opportunity. In implementing its long/short equity and credit and special situations investment strategies, KAM also uses internally developed proprietary industry and company-specific models as a basis for forecasting market and company specific trends.

KAM utilizes multiple sources of information in analyzing investments, including financial newspapers and magazines, inspections of corporate activities, research material prepared by others, corporate rating services, annual reports, prospectuses, filings with the SEC, and company press releases. KAM also uses industry magazines, third party consultants, lawyers, accountants, asset operators, regulatory filings filed with U.S. and non-U.S. regulators, its global network of contacts at major companies and corporate executives, commercial and investment banks, financial intermediaries, other investment and advisory institutions and its direct and indirect contacts through its affiliation with KKR. KAM personnel may participate in on-site visits, industry group and portfolio company management meetings, creditors’ committees, steering committees or on the boards of directors of portfolio companies, which will also be a source of information in respect of such companies subject to policies and procedures related to nonpublic and proprietary information.

In addition, KKR Capstone, RPM, Senior Advisors and Industry Advisors often provide supplemental insights to KKR and KAM from a management consulting perspective and from the perspective of a C-level executive (i.e., “chief” executive officers or other senior officers) or board of directors. KKR has a roster of active Senior Advisors and Industry Advisors globally, many of whom have extensive corporate management expertise, having served as Chief Executive Officer, Chief Financial Officer, Chairman of the Board, or other comparable positions at large, industry-leading companies or governmental regulatory agencies. In conducting due diligence on investments in third party funds, KAM will use many of the above due diligence methods, as appropriate, in addition to a detailed review of fund governing documents in conjunction with external counsel and consultants.

### **Material Risk Relating to Methods of Investment Analysis**

KAM seeks to conduct reasonable and appropriate analysis and due diligence of its investments based on the facts and circumstances applicable to each investment. The objective of such analysis and due diligence is to identify attractive investment opportunities based on the facts and circumstances surrounding an investment, to identify possible risks associated with that investment and in the case of private equity and real asset investments, to prepare a framework that may be used from the date of an acquisition to drive operational achievement and value creation. When conducting due diligence and making an assessment regarding an investment, KAM relies primarily on publicly available information and resources. In certain circumstances, for example, in connection with certain alternative credit strategies, KAM may also rely on information provided by the target of the investment and, in some circumstances, third-party investigations. As a result, the due diligence process may at times be subjective with respect to newly organized companies for which only limited information is available. Accordingly, KAM cannot be certain that its due diligence investigations with respect to any investment opportunity will reveal or highlight all relevant facts (including fraud) that may be necessary or helpful in evaluating such investment opportunity. Also, KAM cannot be certain that its due diligence



investigations will result in investments being successful or that the actual financial performance of an investment will not fall short of the financial projections used when evaluating that investment.

For investments where KAM structures the investment in which the KAM Funds or Other Clients participate, KAM will generally establish the capital structure of an investment (including in particular, with respect to credit/debt investments) and the terms and targeted returns of such investment (including short positions) on the basis of financial and other applicable projections. Projected operating results will normally be based primarily on investment professional judgments or third-party advice and reports. In all cases, projections are only estimates of future results that are based upon assumptions made at the time that the projections are developed. There can be no assurance that the projected results will be achieved, and actual results may vary significantly from the projections. General market, economic, environmental, and other conditions, which are not predictable, can have an adverse impact on the reliability of such projections. Valuation models used to determine whether a position presents an attractive opportunity may become outdated and inaccurate as market conditions change. Assumptions or projections about asset lives; the stability, growth, or predictability of costs; demand; or revenues generated by an investment or other factors associated therewith may, due to various risks and uncertainties including those described herein, differ materially from actual results.

### **Material Risks of Significant Investment Strategies**

The risk factors briefly summarized below may not be applicable to all KAM Funds or their investors or Other Clients. Such summary does not purport to be a complete list or explanation of the risks involved in an investment in a KAM Fund or Other Client. The offering materials, disclosure documents and/or governing documents of each KAM Fund (other than certain co-investment vehicles) or Other Client will typically include a more detailed summary of material risks applicable to the KAM Fund or Other Client and its investment strategy and structure and should be read in conjunction with the risks below.

*Debt Securities* KAM Funds and Other Clients invest in various types of debt securities and instruments on behalf of the KAM Funds and Other Clients. In the absence of appropriate hedging measures, changes in interest rates generally will cause the value of debt investments to vary inversely to such changes. The obligor of a debt security or instrument may not be able or willing to pay interest or to repay principal when due in accordance with the terms of the associated agreement. Commercial bank lenders and other creditors may be able to contest payments to the holders of other debt obligations of the same obligor in the event of default under their commercial bank loan agreements.

KAM Funds or Other Clients may invest in loans and other forms of debt that are not marketable securities. Loans are usually not securities, are usually not listed on a recognized exchange and are usually less liquid or not liquid than securities. Loans may be subject to transfer or assignment restrictions and approvals, and are generally treated and traded differently than debt securities. In addition, a loan may involve a syndication with members of the syndicate having different and sometimes superior rights to those of a KAM Fund or Other Client. Where KAM Funds and Other Clients invest as a sub-participant in syndicated debt and/or loans, it may be subject to certain risks as a result of having no direct contractual relationship with the underlying borrower and will be generally dependent on the lender to enforce its rights and obligations and will not have any direct rights against the underlying borrower, any direct rights in the collateral, if any, securing such borrowing, or any right to deal directly with such borrower.

*Credit Risk* Debt Investments are subject to the risk of non-payment of scheduled interest or principal by the borrowers with respect to such investments, which amounts may not be satisfied out of available collateral, or satisfied in a timely manner. Certain investments in secured debt may be unperfected for a variety of reasons, including the failure to make required filings by lenders and a KAM Fund or Other

Client may not have priority over other creditors. A KAM Fund or Other Client's right to payment and any security interests may be subordinated to those of a senior lender. The principal amount of certain investments may remain outstanding and at risk until the maturity of the investment, in which case the relevant portfolio company's ability to repay the principal may be dependent upon a liquidity event or the long-term success of the company. The credit worthiness of portfolio companies may deteriorate as a result of a variety of factors that may adversely affect their business.

*High Yield Securities* KAM Funds and Other Clients invest in debt securities and instruments that are classified as "higher-yielding" (and, therefore, higher-risk) investments than other types of instruments and/or securities. In most cases, such investments will be rated below investment grade by recognized rating agencies or will be unrated and face ongoing uncertainties and exposure to adverse business, financial or economic conditions and the issuer's failure to make timely interest and principal payments. These investments are generally not exchange-traded and, as a result, trade in the over the counter marketplace, which is less transparent than the exchange-traded marketplace. In addition, a KAM Fund or Other Client may invest in bonds of issuers that do not have publicly traded equity securities, making it more difficult to hedge the risks associated with such investments. The market for high yield securities has recently experienced periods of significant volatility and reduced liquidity. The market values of certain of these lower-rated and unrated debt investments tend to reflect individual corporate developments to a greater extent and tend to be more sensitive to economic conditions than those of higher-rated investments. Companies that issue such securities are often highly leveraged and may not have available to them more traditional methods of financing. Major economic recessions such as those recently (and in some cases, currently) experienced globally may disrupt severely the market for such securities, and may have an adverse impact on the value of such securities and the ability of the issuers of such securities to repay principal and interest thereon, thereby increasing the incidence of default of such securities. Adverse publicity and investor perceptions, whether or not based on fundamental analysis, may also decrease the value and liquidity of these high yield debt securities.

*Interest Rate Risk* KAM Fund and Other Client investments may expose it to interest rate risks, meaning that changes in prevailing market interest rates could negatively affect the value of such investments. Factors that may affect market interest rates include, without limitation, inflation, slow or stagnant economic growth or recession, unemployment, money supply, governmental monetary policies, international disorders and instability in domestic and foreign financial markets. KAM Funds or Other Clients may periodically experience imbalances in the interest rate sensitivities of its assets and liabilities and the relationships of various interest rates to each other. In a changing interest rate environment, a KAM Fund or Other Client may not be able to manage this risk effectively. If a KAM Fund or Other Client is unable to manage interest rate risk effectively, a KAM Fund or Other Client's performance could be adversely affected.

*Inflation Risk* The market price of fixed-income investments generally falls as inflation increases because the purchasing power of the future income and repaid principal is expected to be worth less when received by the KAM Funds or Other Clients. Fixed-income investments that pay a fixed rather than a variable interest rate are especially vulnerable to inflation risk because variable-rate securities may be able to participate, over the long term, in rising interest rates which have historically corresponded with long-term inflationary trends. Most high yield investments pay a fixed rate of interest and are therefore vulnerable to inflation risk.

*Counterparty Risk* Certain KAM Fund and Other Client investments will be exposed to the credit risk of the counterparties with which, or the dealers, brokers and exchanges through which, a KAM Fund or Other Client deals, whether in exchange-traded or over the counter transactions. KAM Funds and Other Clients may be subject to the risk of loss of assets on deposit or being settled or cleared with a broker in the event of the broker's bankruptcy, the bankruptcy of any clearing broker through which the broker

executes and clears transactions, the bankruptcy of an exchange clearing house or the bankruptcy of any other counterparty. Certain investments may be structured through the use of over the counter options and swaps or other indirect investment vehicles such as structured products. Such transactions may be entered into by a KAM Fund or Other Client with a small number of counterparties resulting in a concentration of counterparty risk. The exercise of counterparty rights under such arrangements, including forced sales of securities, may have a significant adverse impact on a KAM Fund or Other Client.

*Distressed Debt* KAM Funds and Other Clients may invest in securities and other obligations and assets of companies that are in special situations involving significant financial or business distress, including companies involved in bankruptcy or other reorganization and liquidation proceedings. Such investments involve a substantial degree of risk. The level of analytical sophistication, both financial and legal, necessary for successful investment in distressed assets is unusually high. There is no assurance that a KAM Fund or Other Client will correctly evaluate the value of the assets collateralizing an investment or the prospects for a successful reorganization or similar action in respect of any company. In any reorganization or liquidation proceeding, KAM Funds or Other Clients may lose their entire investment, be required to accept cash or securities or assets with a value less than their original investment and/or be required to accept payment over an extended period of time. Troubled company investments and other distressed asset-based investments require active monitoring and may, at times, require participation in business strategy or reorganization proceedings by a KAM Fund or Other Client. To the extent that a KAM Fund or Other Client becomes involved in such proceedings, KAM Funds or Other Clients may have a more active participation in the affairs of the company than that assumed generally by an investor. In addition, involvement by a KAM Fund or Other Client in a company's reorganization proceedings could result in the imposition of restrictions limiting the ability of KAM Funds or Other Clients to liquidate positions in the company.

*Bankruptcy and Other Proceedings* There are a number of significant risks when investing in companies involved in bankruptcy proceedings. Many of the events within a bankruptcy litigation are adversarial and often beyond the control of the creditors. Generally, the duration of a bankruptcy case can only be roughly estimated. The reorganization of a company can involve substantial legal, professional and administrative costs to a company and any investor; is subject to unpredictable and lengthy delays; and during the process the company's competitive position may erode, key management may depart and the company may not be able to invest adequately. In some cases, the company may not be able to reorganize and may be required to liquidate assets. U.S. bankruptcy law permits the classification of "substantially similar" claims in determining the classification of claims in reorganization for the purpose of voting on a plan of reorganization. Because the standard for classification is vague, there exists a significant risk that a KAM Fund or Other Client's influence with respect to a class of claims can be lost by the inflation of the number and the amount of claims in, or other gerrymandering of, the class. In addition, certain administrative costs and claims that have priority by law over the claims of certain creditors (for example, claims for taxes) may be quite high. KAM may serve on creditors' committees or other groups to ensure preservation or enhancement of the position of KAM Funds or Other Clients as creditors and may owe certain obligations generally to similarly situated parties represented by the committee. If such obligations conflict with the interests of the KAM Funds or Other Clients, KAM may resign from that committee or group and the KAM Funds or Other Clients may not realize the benefits, if any, of participation on the committee or group. In addition, if KAM Funds or Other Clients are represented on a committee or group, they may be restricted or prohibited under applicable law from disposing of their investments in such company while they continue to be represented on such committee or group.

*Fraudulent Conveyance, Lender Liability, Equitable Subordination and Recharacterization* Investments in the debt of distressed companies could be subject to U.S. state and federal bankruptcy laws

and state fraudulent transfer laws, which may vary from state to state, if the debt obligations relating to such investments were issued with the intent of hindering, delaying or defrauding creditors or, in certain circumstances, if the issuer receives less than reasonably equivalent value or fair consideration in return for issuing such debt obligations. If the debt is used for a buyout of shareholders, this risk is greater than if the debt proceeds are used for day-to-day operations or organic growth. If a court were to find that the issuance of debt obligations held by KAM Funds or Other Clients was a fraudulent transfer or conveyance, the court could void or otherwise refuse to recognize the payment obligations under the debt obligations or the collateral supporting such debt obligations, further subordinate the debt obligations or the liens supporting such obligations to other existing and future indebtedness of the issuer or require the KAM Funds or Other Clients to repay any amounts received by them with respect to the debt obligations or collateral. In the event of a finding that a fraudulent transfer or conveyance occurred, KAM Funds or Other Clients may not receive any repayment on the debt obligations. Under Title 11 of the United States Code, as amended (the “**Bankruptcy Code**”), lenders engaging in certain types of inequitable or inappropriate conduct may have their claims subordinated or disallowed or may be found liable for damages suffered by parties as a result of such actions. A lender’s investment may also be recharacterized or treated as equity if it is deemed to be a contribution to capital or if the lender attempts to control the outcome of the business affairs of a company prior to its filing under the Bankruptcy Code. There can be no assurance that such claims will not be asserted against, or will be successfully defended by KAM Funds or Other Clients. In addition to placing representatives on creditors’ committees, KAM Funds or Other Clients may from time to time seek to place representatives on the boards of directors of certain companies in which they invest or may invest in portfolio companies in which certain other KAM Funds, Other Clients or other affiliated investment vehicles already have representatives on the boards. While such representation may enable the KAM Funds or Other Clients to enhance the sale value of their debt investments in a company, such involvement may also prevent the KAM Funds or Other Clients from freely disposing of their debt investments and may subject them to additional liability or result in recharacterization of their debt investments as equity. The above risks are enhanced to the extent a KKR Fund or other affiliated investment vehicle has a material equity stake in the relevant portfolio company.

*Non-U.S. Law; Developments in Bankruptcy Law* Insofar as the KAM Funds and Other Clients’ investments include securities and obligations of non-U.S. companies, the laws of certain foreign jurisdictions may be undeveloped or untested and may provide for avoidance remedies under factual circumstances similar to those described above or under different circumstances, with consequences that may or may not be analogous to those described above under U.S. federal and state laws. Changes in bankruptcy laws (including U.S. federal and state laws and applicable non-U.S. laws) may adversely impact KAM Funds or Other Clients. As noted above, a lender’s investment may be re-characterized or treated as equity in certain circumstances. This risk is particularly relevant in certain jurisdictions with respect to investments where a KKR Fund or other affiliated entity has a substantive equity investment.

*Mezzanine Debt Securities* Mezzanine debt is typically junior to the obligations of a company to senior creditors, trade creditors and employees. The ability of KAM to influence a company's affairs, especially during periods of financial distress or following an insolvency, will be substantially less than that of senior creditors. Mezzanine debt securities are 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. Default rates for mezzanine debt securities have historically been higher than for investment grade securities. In the event of the insolvency of a portfolio company or similar event, the investment therein will be subject to fraudulent conveyance, subordination and preference laws. Mezzanine debt investments may also be subject to early redemption features, refinancing options, prepayment options or similar provisions which, in each case, could result in the issuer repaying the principal on an obligation earlier than expected. In addition, mezzanine debt investments may include enhanced information rights or other involvement with a company’s board of

directors that could result in limiting the ability of KAM funds or Other Clients to liquidate positions in the company.

*Private/Illiquid Investments* KAM Funds and Other Client accounts may invest significantly in securities that are not publicly traded or for which an active secondary market does not otherwise exist. In many cases, KAM Funds or Other Clients may be prohibited by contract or by applicable securities laws from selling such securities for a period of time or otherwise until such securities are publicly registered under applicable securities laws, or an exemption from such registration is available. Even where securities are publicly traded, large holdings of such securities can often be disposed of only over a substantial length of time, exposing the investment returns of the relevant KAM Funds or Other Clients to risks of downward movement in market prices during the intended disposition period. Accordingly, under certain conditions, KAM Funds or Other Clients may be forced to either sell securities at lower prices than they had expected to realize or defer sales that they had planned to make, potentially for a considerable period of time.

*Convertible Securities* The value of a convertible security is a function of its investment value and its conversion value. 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, by the credit standing of the issuer and other factors. 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 may be 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 KAM Fund or Other Client is called for redemption, the relevant KAM Fund or Other 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, which may adversely effect it.

*Credit Default Swaps* KAM Funds or Other Clients may invest in credit default swaps for hedging and investment purposes. The credit default swap market in high yield securities is comparatively new and rapidly evolving compared to the credit default swap market for more seasoned and liquid investment grade securities. Swap transactions dependent upon credit events are priced incorporating many variables, including the pricing and volatility of the underlying credit, potential loss upon default, counterparty risk and the shape of the U.S. Treasury yield curve, among other factors. As such, there are many factors upon which market participants may have divergent views.

*Total Return Swaps* KAM Funds or Other Clients may enter into total return swap agreements. A total return swap is subject to market risk, liquidity risk and risk of imperfect correlation between the value of the total return swap and the loans and/or bonds underlying the total return swap. In addition, KAM Funds or Other Clients may incur certain costs in connection with the total return swap that could in the aggregate be significant. A total return swap is also subject to the risk that a counterparty will default on its payment obligations under the arrangements or that one party will not be able to meet its obligations to the other. The party making periodic payments based on a fixed or variable interest rate would typically have to post collateral to secure its obligations to the other party to the total return swap. In addition, the party making periodic payments based on a fixed or variable interest rate bears the risk of depreciation with respect to the value of the assets underlying the total return swap and may be required under the terms of the total return swap to post additional collateral on a dollar-for-dollar basis in the event the value of the loans and/or bonds underlying the total return swap depreciate more than the amount of any cash collateral previously posted by such party. In the event that the party owning the assets underlying the total return swap chooses to exercise its termination rights under the total return swap, it is possible that the counterparty will owe more to such party or, alternatively, will be entitled to receive less from

such party than it would have if such counterparty controlled the timing of such termination due to the existence of adverse market conditions at the time of such termination. In addition, because a total return swap is a form of synthetic leverage, such arrangements are subject to risks similar to those associated with the use of leverage.

*Asset-Backed Securities* KAM Funds or Other Clients may invest in asset-backed securities and other structured products, which are securities and instruments backed by mortgages, including CMBS, trade claims, installment sale contracts, credit card receivables or other assets and which include collateralized debt obligations as described below. Such investments are “pass-through” investments, meaning that principal and interest payments, net of expenses, made by the borrower on the underlying assets are passed through to KAM Funds and Other Clients. The value of such investments, like that of traditional fixed income securities, typically increases when interest rates fall and decreases when interest rates rise. However, such investments differ from traditional fixed income securities because of their potential for prepayment. The price paid by KAM Funds and Other Clients for such investments, the yield KAM Funds and Other Clients expect to receive from such investments and the average life of such investments are based on a number of factors, including the anticipated rate of prepayment of the underlying assets. KAM Funds or Other Clients may, in particular, invest in mortgage-backed securities, including CMBS. Mortgage-backed securities are also subject to the general risks associated with investing in real estate securities; that is, they may lose value if the value of the underlying real estate to which a pool of mortgages relates declines.

*Equity Securities* KAM Funds or Other Clients may invest in equities and equity-linked securities. The value of these securities generally will vary with the performance of the issuer and movements in the equity markets. As a result, KAM Funds or Other Clients may suffer losses if they invest in equity securities of issuers whose performance diverges from a KAM Fund or Other Client’s expectations or if equity markets generally move in a single direction and KAM Funds or Other Clients have not hedged against such a general move. KAM Funds and Other Clients also may be exposed to risks that issuers will not fulfill contractual obligations such as, in the case of convertible securities or private placements, delivering marketable common stock upon conversions of convertible securities and registering restricted securities for public resale (see also “Convertible Securities” and “Market and Economic Risks” below).

KAM Funds and Other Clients may invest in preferred stock which generally has a preference as to dividends and upon the event of liquidation over an issuer's common stock, but it ranks junior to debt securities in an issuer's capital structure. Preferred stock generally pays dividends in cash (or additional shares of preferred stock) at a defined rate, but unlike interest payments on debt securities, preferred stock dividends are payable only if declared by the issuer's board of directors. Dividends on preferred stock may be cumulative, meaning that, in the event the issuer fails to make one or more dividend payments on the preferred stock, no dividends may be paid on the issuer's common stock until all unpaid preferred stock dividends have been paid. Preferred stock may also be subject to optional or mandatory redemption provisions.

*Public Securities* KAM Funds and Other Clients may invest in publicly traded debt and equity securities. Such investments are subject to the risks inherent in investing in public securities. A KAM Fund or Other Client may be unable to obtain financial covenants or other contractual rights, including management rights, that it might otherwise be able to obtain in making a privately-negotiated investment and may not have the same access to information in connection with public debt or equity investments, either when investigating a potential investment or after making an investment, as compared to a privately-negotiated investment.

*Market and Economic Risks* The success of a KAM Fund or Other Client’s investment strategies may be materially affected by market, economic and political conditions globally and in the jurisdictions and

sectors in which KAM Funds and Other Clients invest or operate, including factors affecting interest rates, the availability of credit, currency exchange rates and trade barriers. Ongoing events that began approximately six years ago in the subprime mortgage market and other areas of the fixed income markets have caused significant dislocations, illiquidity and volatility in global financial markets. Although financial markets have shown intermittent signs of improvement, global economic conditions remain tenuous, and to the extent that they do not improve, this may adversely impact the investments of KAM Funds or Other Clients.

Furthermore, KAM Funds and Other Clients may invest from time to time in European companies and companies that have operations that may be affected by the Eurozone economy. Recent concerns regarding the sovereign debt of various Eurozone countries and proposals for investors to incur substantial write-downs and reductions in the face value of certain countries' sovereign debt have given rise to new concerns about sovereign defaults, the possibility that one or more countries might leave the European Union or the Eurozone and various proposals (still under consideration and unclear in material respects) for support of affected countries and the Euro as a currency. The outcome of this situation cannot yet be predicted. Sovereign debt defaults and European Union and/or Eurozone exits, could have material adverse effects on investments by a KAM Fund or Other Client in European companies, including, but not limited to, the availability of credit to support such companies' financing needs, uncertainty and disruption in relation to financing, customer and supply contracts denominated in Euro and wider economic disruption in markets served by those companies, while austerity and other measures introduced in order to limit or contain these issues may themselves lead to economic contraction and resulting adverse effects for a KAM Fund or Other Client and its investments. It is possible that a number of KAM Fund and Other Client investments will be denominated in Euro. Legal uncertainty about the funding of Euro denominated obligations following any break up of or exits from the Eurozone (particularly in the case of investments in companies in affected countries) could also have material adverse effects on a KAM Fund or Other Client.

*Shadow Banking Regulation* In October 2011, the Financial Stability Board issued a report that recommended strengthening oversight and regulation of the so-called "shadow banking" system in Europe, broadly described as credit intermediation involving entities and activities outside the regular banking system. The report outlined initial steps to define the scope of the shadow banking system and proposed general governing principles for a monitoring and regulatory framework. While at this stage it is difficult to predict the scope of any new regulations, if such regulations were to extend the regulatory and supervisory requirements, such as capital and liquidity standards, currently applicable to banks, or KAM Funds or Other Clients engaged in lending and other credit related activities were considered to be engaged in "shadow banking," the regulatory and operating costs associated therewith could adversely impact the implementation of their investment strategy and may become prohibitive.

*Long/Short Investment Strategy/Short Sales* KAM manages long/short equity and credit portfolios. The identification of investment opportunities in the implementation of a long/short equity or credit investment strategy is a difficult task, and there are no assurances that such opportunities will be successfully recognized or acquired. In the event of market disruptions, significant losses can be incurred which may force KAM to close out one or more positions. Valuation models used to determine whether an equity position presents an attractive opportunity consistent with long/short investment strategy may become outdated and inaccurate as market conditions change. A short sale creates the risk of a theoretically unlimited loss, in that the price of the underlying security or instrument could theoretically increase without limit, thus increasing the cost of buying those securities to cover the short position. There can be no assurance that the security necessary to cover a short position will be available for purchase. Purchasing securities to close out the short position can itself cause the price of the security to rise further, thereby exacerbating the loss.

*Preferred Stock* KAM Funds or Other Clients may invest in preferred stock which generally pays dividends at a defined rate. Unlike interest payments on debt securities, preferred stock dividends are payable only if declared by the issuer's board of directors. Dividends on preferred stock may be cumulative, meaning that, in the event the issuer fails to make one or more dividend payments on the preferred stock, no dividends may be paid on the issuer's common stock until all unpaid preferred stock dividends have been paid. Preferred stock may also be subject to optional or mandatory redemption provisions.

*Investments in Initial Public Offerings* Investments in initial public offerings invested in by KAM Funds or Other Clients may involve higher risks than investments issued in secondary public offerings or purchases on a secondary market due to a variety of factors, including, without limitation, the limited number of securities available for trading, unseasoned trading, lack of investor knowledge of the issuer and limited operating history of the issuer.

*Activist Strategy* KAM Funds or Other Clients may seek to pursue an activist role in effectuating corporate change with respect to an investment in a portfolio company. The costs in time, resources and capital involved in such activist investments depend on the circumstances, which are only in part within a KAM Fund or Other Client's control. The expenses associated with an activist investment strategy, including potential litigation or other transactional costs, will be borne by a KAM Fund or Other Client. Such expenses may reduce returns or result in losses.

The success of an activist investment strategy may require, among other things: (i) that a KAM Fund or Other Client properly identifies portfolio companies whose equity prices can be improved through corporate and/or strategic action; (ii) that a KAM Fund or Other Client acquires sufficient shares of the securities of such portfolio companies at a sufficiently attractive price; (iii) a positive response by the management of portfolio companies to shareholder engagement; (iv) a positive response by other shareholders to shareholder activism and a KAM Fund or Other Client's proposals; and (v) a positive response by the markets to any actions taken by portfolio companies in response to shareholder activism. None of the foregoing can be guaranteed. Securities that a KAM Fund or Other Client believes are fundamentally undervalued or incorrectly valued may not ultimately be valued in the capital markets at prices and/or within the time frame a KAM Fund or Other Client anticipates, even if a corporate governance strategy is successfully implemented.

*Investment in Small and Micro Cap Companies and Early Stage Businesses* There may be no limitation on the size or operating experience of the companies in which a KAM Fund or Other Client invests and a KAM Fund or Other Client may from time to time invest in or otherwise be exposed to performance of small and micro cap companies including for example where a KAM Fund or Other Client provides financing to businesses and management or operating teams spinning out of distressed or forced sellers or other "special situations" issuers. Such investments involve greater risks in many respects than do investments in larger or more seasoned companies. Such companies may lack management depth and experience or the ability to generate internally or obtain externally the funds necessary for growth notwithstanding a KAM Fund or Other Client's investment. Such companies may have, or may develop, only a regional market for products or services and may be adversely affected by purely local events. Further, such companies may be small factors in their industries and may face intense competition from larger companies. The prices of the securities of small and micro cap companies are generally more volatile than prices of the securities of companies with large market capitalizations and the risk of bankruptcy or insolvency of such companies is generally higher than for larger companies. Due to thin trading in securities of many small and micro cap companies, an investment in these companies may be relatively more illiquid than is the case for larger companies.

*Exchange Traded Funds* KAM Funds or Other Clients may invest in exchange traded funds ("ETFs"), i.e., shares of publicly-traded investment vehicles, or depository receipts that seek to track the



performance and dividend yield of specific indices or companies in related industries. ETF investors are generally subject to the same risk as holders of the underlying securities being tracked and are also subject to certain additional risks, including, without limitation, the risk that their prices may not correlate perfectly with changes in the prices of the underlying index or securities and the risk of trading in an ETF halting due to market conditions.

*Trading Cash and Physical Commodities* KAM Funds or Other Clients may from time to time trade physical or cash commodities for immediate or deferred delivery. Cash transactions relate to the purchase and sale of specific physical commodities and such contracts may differ from each other with respect to terms such as quantity, grade, mode of shipment, terms of payment, penalties and risk of loss. There is no limit on daily price movements of cash commodities and banks, brokerage firms, and dealers in cash commodities are not required to continue to make markets in any commodity. Cash transactions are also subject to the risk of the foregoing entities' failure, inability or refusal to perform with respect to such contracts.

*Event-Driven Investing* Event-driven investing by KAM Funds or Other Clients requires KAM Funds or Other Clients to make predictions about the likelihood that an event will occur and the impact such event will have on the value of a company's securities. If the event fails to occur or it does not have the effect foreseen, losses can result.

*Capital Structure Arbitrage* KAM Funds or Other Clients may from time to time identify and exploit the relationships between movements in different financial instruments within an issuer's capital structure, which involve uncertainty. There can be no assurance that a KAM Fund or Other Client will be able to locate investment opportunities or to correctly exploit price discrepancies.

*Availability of Investment Opportunities; Competition* The activity of identifying, completing and realizing the types of investment opportunities targeted by KAM is highly competitive and involves a significant degree of uncertainty. KAM Funds and Other Clients compete for investment opportunities with other private investment vehicles, including KKR Funds, as well as participants in the public debt markets, individuals and financial institutions, including investment banks, commercial banks and insurance companies, business development companies, strategic industry acquirers, hedge funds and other institutional investors, investing directly or through affiliates. Such supply-side competition may adversely affect the terms upon which investments can be made by KAM Funds or Other Clients. Moreover, private equity sponsors unaffiliated with KAM or KKR may be reluctant to present investment opportunities to KAM Funds or Other Clients because of its affiliation with KKR.

*Regulatory Approvals* There can be no assurance that a portfolio company targeted by a KAM Fund or Other Client will be able to (i) obtain all required regulatory approvals that it does not yet have or that it may require in the future; (ii) obtain any necessary modifications to existing regulatory approvals; or (iii) maintain required regulatory approvals. Delay in obtaining or failure to obtain and maintain in full force and effect any regulatory approvals, or amendments thereto, or delay or failure to satisfy any regulatory conditions or other applicable requirements could prevent a portfolio company from operating in accordance with a KAM Fund or Other Client's expectations in respect of such company, the completion of a previously announced acquisition or sales to third parties, or could otherwise result in additional costs to a portfolio company and an adverse impact on any investment by a KAM Fund or Other Client in such company.

*Leverage* KAM Fund and Other Client investments are expected to include portfolio companies whose capital structures may have significant leverage. Such investments are inherently more sensitive to declines in revenues and to increases in expenses and interest rates. A leveraged entity may be subject to restrictive covenants imposed by other lenders restricting its activity, or may be limited in making

strategic acquisitions or obtaining additional financing. In addition, leveraged entities may be subject to restrictions on making interest payments and other distributions. If an event occurs that prohibits a portfolio company from making distributions for a particular period, this may affect the levels and timing of a KAM Fund or Other Client's returns. Leverage may also be applied with respect to the portfolio of a KAM Fund or Other Client as a whole or with respect to one or more investments. The presence of such borrowings may magnify the volatility of such portfolios and may substantially increase the risk profile of the portfolio and its investments.

*Minority Investments* KAM Funds and Other Clients will typically invest in securities issued by companies that KAM does not control (notwithstanding that certain KAM Funds and Other Clients, other than the BDC, RICs or certain Other Funds or Clients, may invest in portfolio companies that are controlled by private equity funds managed by KKR). Such investments are subject to the risk that the relevant portfolio company may make business, financial or management decisions that a KAM Fund or Other Client does not agree with, or that the majority stakeholders or the management of the company may take risks or otherwise act in a manner that does not serve the interests of KAM Funds or Other Clients.

*Currency Risk* Although most of the KAM Funds and Other Client accounts are denominated in U.S. dollars, investments that are denominated in a non-U.S. currency will be subject to the risk that the value of the relevant investment will change in relation to the U.S. dollar. Among the factors that may affect currency values are trade balances, levels of short-term interest rates, differences in relative values of similar assets in different currencies, long-term opportunities for investment and capital appreciation and political developments. KAM Funds or Other Clients may employ hedging techniques to minimize these risks, but can offer no assurance that such strategies will be effective.

*Non-U.S. Investments* Investing in companies that are based in countries outside the United States and, in particular, in emerging markets such as Africa, Asia, Latin America and the Middle East, involves risks and considerations that are not typically associated with investments in companies established in the United States. These risks may include (i) the possibility of exchange control regulations, restrictions on repatriation of profit on investments or of capital invested, political and social instability, nationalization or expropriation of assets; (ii) the imposition of non-U.S. taxes; (iii) differences in the legal and regulatory environment or enhanced legal and regulatory compliance; (iv) limitations on borrowings to be used to fund acquisitions or dividends; (v) political hostility to investments by foreign or private investment fund investors; (vi) less liquid markets; (vii) reliance on a more limited number of commodity inputs, service providers and/or distribution mechanisms; (viii) adverse fluctuations in currency exchange rates and costs associated with conversion of investment principal and income from one currency into another; (ix) higher rates of inflation; (x) less available current information about an issuer; (xi) higher transaction costs; (xii) less government supervision of exchanges, brokers and issuers; (xiii) less developed bankruptcy and other laws; (xiv) difficulty in enforcing contractual obligations; (xv) lack of uniform accounting, auditing and financial reporting standards; (xvi) less stringent requirements relating to fiduciary duties; (xvii) fewer investor protections; and (xviii) greater price volatility.

*Complex Transactions/Contingent Liabilities/Guarantees and Indemnities* KAM Funds and Other Clients often pursue complex investment opportunities, which may involve substantial business, regulatory or legal complexity. Such complexity presents risks, as such transactions can be more difficult, expensive and time-consuming to finance and execute; it can be more difficult to manage or realize value from the assets acquired in such transactions; and such transactions sometimes entail a higher level of regulatory scrutiny or a greater risk of contingent liabilities. Additionally, in connection with certain transactions, including transactions involving affiliates, a KAM Fund or Other Client may be required to make representations about the business and financial affairs of a portfolio company, provide guarantees in respect of payments by portfolio companies and other third parties and provide indemnities

against losses caused by portfolio companies and other third parties. These arrangements may result in the incurrence of contingent liabilities by a KAM Fund or Other Client, even after the disposition of an investment and ultimately in material losses.

*Hedging Transactions/Derivatives* When managing exposure of certain KAM Funds or Other Client accounts to market risks, a KAM Fund or Other Client may employ hedging strategies or certain forms of derivative instruments to limit exposure to changes in the relative values of investments that may result from market developments, including changes in prevailing interest rates and currency exchange rates. The scope of such risk management activities varies based on the level and volatility of interest rates, prevailing foreign currency exchange rates, the types of investments that are made and other changing market conditions. The use of hedging transactions and other derivative instruments to reduce the effects of a decline in the value of a position does not eliminate the possibility of fluctuations in the value of the position or prevent losses if the value of the position declines. However, such activities can establish other positions designed to gain from those same developments, thereby offsetting the decline in the value of the position. Such transactions may also limit the opportunity for gain if the value of a position increases. Moreover, it may not be possible to limit the exposure to a market development that is so generally anticipated that a hedging or other derivative transaction cannot be entered into at an acceptable price.

The success of any hedging or other derivative transactions that a KAM Fund or Other Client enters into generally will depend on its ability to correctly predict market changes. As a result, while KAM Funds or Other Clients may enter into such transactions in order to reduce the exposure of a KAM Fund or Other Client to market risks, unanticipated market changes may result in poorer overall investment performance than if the hedging or other derivative transaction had not been executed. In addition, the degree of correlation between price movements of the instruments used in connection with hedging activities and price movements in a position being hedged may vary. Moreover, for a variety of reasons, a KAM Fund or Other Client may not seek or be successful in establishing a perfect correlation between the instruments used in hedging or other derivative transactions and the positions being hedged. An imperfect correlation could prevent a KAM Fund or Other Client from achieving the intended result and could give rise to a loss. In addition, it may not be possible to fully or perfectly limit the exposure of a KAM Fund or Other Client against all changes in the value of its investments, because the value of investments is likely to fluctuate as a result of a number of factors, some of which will be beyond a KAM Fund or Other Client's control or ability to hedge.

Certain of a KAM Fund or Other Client's non-hedged equity strategies rely on the financial markets to differentiate prices of derivatives based on corporate performance, corporate events and other factors. High price correlation in the market and movement of such derivatives in tandem with each other regardless of fundamental merit, may increase the adverse impact to which a KAM Fund or Other Client may be subject.

*Private Equity Investments* Most private equity investments are highly illiquid, and there can be no assurance that a KAM Fund or Other Client will be able to realize these investments in a timely manner. The realizable value of a highly illiquid investment at any given time may be less than its intrinsic value. Although certain of these investments may generate current income, the return of capital, and the realization of gains, if any, with respect to most of these investments will occur only upon the partial or complete disposition of the investment. While an investment may be sold at any time, typically this will occur a number of years after the investment is made and there can be no assurance that a KAM Fund or Other Client will be able to dispose of an investment at the price and time it wishes to do so. Certain private equity investments may be in securities that are or become publicly traded. These investments may involve economic, political, interest rate, and other risks, any of which could result in an adverse change in their market price.

### *Real Assets Investments*

Real asset investments made by KAM Funds or Other Clients generally involve the types of material risks discussed above. In addition, certain other material risks may be particularly relevant to these investments as summarized below:

*Environmental Matters* Ordinary operation or the occurrence of an accident with respect to a real asset could cause major environmental damage, which may result in significant financial distress to such asset if not covered by insurance. In addition, persons who arrange for the disposal or treatment of hazardous materials may also be liable for the costs of removal or remediation of these materials at the disposal or treatment facility, whether or not that facility is or ever was owned or operated by those persons. Certain environmental laws and regulations may require that an owner or operator of an asset address prior environmental contamination, which could involve substantial cost. Such laws and regulations often impose liability without regard to whether the owner or operator knew of, or was responsible for, the release or presence of environmental contamination and may impose liability on a KAM Fund or Other Client.

Furthermore, changes in environmental laws or regulations or the environmental condition of an investment may create liabilities that did not exist at the time of its acquisition and that could not have been foreseen. Community and environmental groups may protest about the development or operation of real assets, which may induce government action to the detriment of the relevant KAM Fund or Other Client. New and more stringent environmental or health and safety laws, regulations, and permit requirements, or stricter interpretations of current laws, regulations, or requirements, could impose substantial additional costs on a portfolio company, or could otherwise place a portfolio company at a competitive disadvantage compared to alternative forms of investment, and failure to comply with any such requirements could have an adverse effect on a portfolio company.

Even in cases where a KAM Fund or Other Client is indemnified by the seller with respect to an investment against liabilities arising out of violations of environmental laws and regulations, there can be no assurance as to the financial viability of the seller to satisfy such indemnities or the ability of a KAM Fund or Other Client to achieve enforcement of such indemnities.

*Construction* KAM Funds or Other Clients may make real asset investments that may include both existing assets or businesses and in “Greenfield” assets. These real asset investments may face construction risks typical for businesses in infrastructure, energy or real estate, including, without limitation: (i) labor disputes, shortages of material and skilled labor, or work stoppages; (ii) slower than projected construction progress and the unavailability or late delivery of necessary equipment; (iii) less than optimal coordination with public utilities in the relocation of their facilities; (iv) adverse weather conditions and unexpected construction conditions; (v) accidents or the breakdown or failure of construction equipment or processes; (vi) catastrophic events such as explosions, fires, and terrorist activities, and other similar events and (vii) risks associated with holding direct or indirect interests in undeveloped land or underdeveloped real property. These risks could result in substantial unanticipated delays or expenses (which may exceed expected or forecasted budgets) and, under certain circumstances, could prevent completion of construction activities once undertaken.

Certain real asset investments may remain in construction phases for a prolonged period and, accordingly, may not be cash generative for a prolonged period. While the intention of a KAM Fund or Other Client in respect of any investment may be for construction works to be contracted to a construction contractor on a fixed price basis with liquidated damages payable to a KAM Fund or Other Client where delay is caused that is attributable to the contractor, the related contractual arrangements made by a KAM Fund or Other

Client may not be as effective as intended and/or contractual liabilities on the part of a KAM Fund or Other Client may result in unexpected costs or a reduction in expected revenues for a KAM Fund or Other Client. In addition, recourse against the contractor may be subject to liability caps or may be subject to default or insolvency on the part of the contractor.

*Force Majeure* The operations of a KAM Fund or Other Client investments in real assets are exposed to potential unplanned interruptions caused by significant catastrophic or force majeure events, including, without limitation, wars, labor strikes, cyclones, earthquakes, landslides, floods, tsunamis, explosions, fires, terrorist attacks, major plant breakdowns, pipeline or electricity line ruptures, failure of technology, defective design and construction, accidents, demographic changes, government macroeconomic policies, toll rates, social instability, and competition from other forms of infrastructure. These risks could, among other effects, adversely impact the cash flows available from investments in real assets, cause personal injury or loss of life, damage property, or instigate disruptions of service. In addition, the cost of repairing or replacing damaged assets could be considerable. Repeated or prolonged service interruptions may result in permanent loss of customers, substantial litigation, or penalties for regulatory or contractual non-compliance. Force majeure events that are incapable of, or too costly to, cure may also have a permanent adverse effect on a portfolio company.

*Asset-Level Management* The management of the business or operations of a real asset may be contracted to a third-party management company unaffiliated with KAM, a KAM Fund or Other Client. Although it would be possible to replace any such operator, the failure of such an operator to adequately perform its duties or to act in ways that are in the portfolio company's best interest, or the breach by an operator of applicable agreements or laws, rules, and regulations, could have an adverse effect on the portfolio company's financial condition or results of operations. A third-party management company may suffer a business failure, become bankrupt, or engage in activities that compete with a portfolio company. These and other risks, including the deterioration of the business relationship between KAM, a KAM Fund or Other Client and the third-party management company, could have an adverse effect on a portfolio company. Should a third-party management company fail to perform its functions satisfactorily, it may be necessary to find a replacement operator, which may require the approval of a government or agency that has granted a concession with respect to the relevant portfolio company. It may not be possible to replace an operator in such circumstances, or do so on a timely basis, or on terms that are acceptable to a KAM Fund or Other Client.

*Subcontractors* Real asset investments may involve the subcontracting of design and construction activities in respect of projects. The subcontractors responsible for the construction of a project asset will normally retain liability in respect of design and construction defects following the construction of the asset, subject to liability caps and statutory limitations. The contractual arrangements made by a KAM Fund or Other Client or a third-party management company may not be as effective in passing on risks to its subcontractors as intended and this may result in unexpected costs or a reduction in expected revenues for a KAM Fund or Other Client. Certain provisions in sub-contracts intended to pass risk could be ineffective. In addition to this financial liability, the construction subcontractors may also have an obligation to return to site in order to carry out any remedial works required for a pre-agreed period. A KAM Fund or Other Client may not normally have recourse to any third party for any defects which arise after the expiry of limitation periods. If a subcontractor to a third-party management company fails to perform the services which it has agreed to provide, a KAM Fund or Other Client may fail to meet the service standards it has agreed with certain counterparties and there may be a reduction in the actual income received that was anticipated by a KAM Fund or Other Client and/or claims by the counterparties against a KAM Fund or Other Client for damages. These reductions and/or claims are typically passed on to the relevant subcontractor, subject to any contractual liability caps. If there is a subcontractor service failure and the relevant subcontractor or its guarantors or insurers fail to meet their obligations in respect of the liabilities that have been passed on to them, then, to the extent the liability cannot be set off, a

KAM Fund or Other Client will not be compensated for any reductions in payments and/or claims made by counterparties which they may suffer as a result of the subcontractor's service failure. Ultimately such service failure could lead to termination of a project agreement.

In some instances a single subcontractor may be responsible for providing services to various real asset investments. In such instances, the default or insolvency of such single subcontractor could adversely affect a number of the real asset investments. If there is a subcontractor service failure which is sufficiently serious to cause a KAM Fund or Other Client or third-party management company to terminate a subcontract, or an insolvency in respect of a subcontractor, or a counterparty requires a KAM Fund or Other Client to terminate a sub-contract in such event, there may be a loss of revenue during the time taken to find a replacement subcontractor and the replacement subcontractor may levy a surcharge to assume the subcontract or charge more to provide the services. There will also be costs associated with the re-tender process. These may not be recoverable from the defaulting subcontractor.

### *Third Party Fund Investment*

Investment in third party private equity and related funds and co-investments made by KAM Funds or Other Clients generally involve the types of material risks discussed above in respect of direct investments in private equity and real assets. In addition, certain other material risks may be particularly relevant to these investments as summarized below:

*Secondary Investments in Third Party Fund* A KAM Fund or Other Client may acquire interests in third party funds through secondary market transactions. The due diligence costs involved in such investments may be higher than those involved in direct subscriptions to such funds. Secondary market transactions may also require the relevant KAM Fund or Other Client to assume related contingent liabilities associated with events occurring prior to the investment and, in particular, which may require a KAM Fund or Other Client to make "return" payments of distributions made by a third party fund to the seller of the third party fund interest. The overall performance of a third party fund interest acquired through a secondary transaction will depend in large part on the purchase price paid by the relevant KAM Fund or Other Client. Such price will be negotiated by a KAM Fund or Other Client on the basis of information regarding the relevant third party fund provided by the seller and such third party fund, which may not be accurate or complete.

*Business and Financial Risks of Third Party Fund Managers; Risk of Fraud* A KAM Fund or Other Client will conduct due diligence reviews of third party fund managers and investments managed by them that it believes is sufficient to invest in funds sponsored by such managers. However, due diligence is not a perfect process and may not uncover problems associated with a particular third party manager or any fund sponsored by it. Third party managers may be operating at a loss or have significant variations in operating results, may be engaged in a rapidly changing business, may require additional capital to support their operations or maintain their competitive position or otherwise have a weak financial condition that may ultimately adversely impact any KAM Fund or Other Client investing with them. The potential that a third party manager may engage in improper conduct or fraud cannot be eliminated. A KAM Fund or Other Client may rely on representations with respect to a third party manager made by such manager, its accountants, attorneys and other associated investment professionals or service providers. If any such representations are misleading, incomplete or false, this may result in the selection of third party managers by a KAM Fund or Other Client that might otherwise have been eliminated from consideration.

## **Item 9                    Disciplinary Information**

Neither KAM nor any of its executive officers, members of its investment committees or portfolio management committees or other “management persons” as defined in Form ADV has been subject to the legal or disciplinary events related to this Item or otherwise is required to disclose any event required by this Item.

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

### **Affiliated Broker-Dealers**

KAM is an affiliate of KKR Capital Markets LLC and MCS Capital Markets LLC, each of which is registered as a broker-dealer in the U.S. with the SEC and FINRA. KAM is also affiliated with KKR Capital Markets Limited located in London, which is authorized by the U.K. Financial Conduct Authority to conduct broker-dealer activities in the United Kingdom, with KKR Capital Markets Japan Limited, which is licensed by the Japanese Financial Supervisory Agency to conduct limited securities private placement activities, with KKR Capital Markets Asia Limited, which is licensed by the Hong Kong Securities and Futures Commission to conduct certain broker-dealer activities, with KKR India Financial Services Private Limited, which is licensed by the Reserve Bank of India as a non-deposit taking non-banking financial company that is authorized to undertake lending and financing activities and with KKR Capital Markets India Private Limited, which is licensed by the Securities and Exchange Board of India as a merchant bank that is authorized to execute capital market mandates, underwrite issues, offer investment advisory and other consultancy/advisory services. In addition, KAM is affiliated with KKR Australia Pty Limited, KKR Australia Investment Management Pty Limited, KKR MENA Limited, KKR Singapore Pte. Ltd. and KKR Saudi Limited, which hold financial services licenses from the Australian Securities and Investment Commission, the Dubai Financial Services Authority, the Monetary Authority of Singapore and the Capital Market Authority in Saudi Arabia, respectively, permitting them among other things to conduct capital raising and other broker-dealer activities (collectively, the “**Affiliated Brokers**”).

Certain of the Affiliated Brokers (including their respective related lending vehicles) may, from time to time, manage or otherwise participate in underwriting syndicates and/or selling groups with respect to the securities and debt instruments of portfolio companies and other non-controlled entities in or through which KAM Funds or Other Clients invest, including in respect of securities or other instruments of such portfolio companies in which KAM Funds or Other Clients have not invested. Affiliated Brokers may otherwise be involved in the public or private placement of such securities and other instruments, and/or may provide capital markets advisory services to portfolio companies and other non-controlled entities in or through which KAM Funds or Other Clients invest, including in connection with mergers and acquisitions, the syndication of portfolio company co-investment opportunities alongside certain KAM Funds, and may provide acquisition financing and other corporate lending services to such entities in addition to financing provided through a KAM Funds or Other Client’s investment. In addition, Affiliated Brokers may alone or with other lenders (including other KKR entities), arrange lines of credit to portfolio companies and other non-controlled entities in or through which KAM Funds Other Clients and other third party borrowers invest. Affiliated Brokers (through its respective related lending vehicles) may also provide loans and lines of credit to KAM Funds and Other Client portfolio companies and other third party borrowers. Affiliated Brokers may also provide syndication services to such entities including in respect of co-investments in transactions participated in by KAM Funds or Other Clients. Such Affiliated Brokers may receive fees, commissions, financing fees, interest payments and other compensation, which may be payable in cash or securities, in respect of the activities described above and/or may waive such fees. Affiliated Brokers and other KKR entities may, as a consequence of such activities, from time to time hold positions in instruments or securities issued by portfolio companies.

An Affiliated Broker also may act as placement agent or underwriter of securities of a third party that a KAM Fund or Other Client may purchase (for example, a co-investment vehicle). An Affiliated Broker may act as the placement agent for a KAM Fund in certain jurisdictions and such Affiliated Broker does not generally receive compensation for such service, however if compensation is received, such compensation would be made on a fully disclosed basis, for example the open end RIC, which pays fees to Affiliated Brokers in accordance with Rule 12b 1 under the Investment Company Act. The Affiliated Brokers do not otherwise execute transactions on behalf of KAM Funds or Other Clients. While fees, commissions, interest payments and other compensation paid to the Affiliated Brokers are generally believed by KAM to be reasonable and charged at rates that are at or below market rate for the relevant activities, such compensation are generally determined through negotiation with related parties. KAM Funds or Other Clients generally do not have the right to share in the compensation received by an Affiliated Broker for its role in any transaction. Affiliated Brokers do not share in any transaction fees, which are generally allocated among KAM Funds, Other Clients and KAM Associates Vehicles as discussed in Item 5.

The relationship KAM has with its Affiliated Brokers may give rise to a potential conflict of interest between KAM and KAM Funds or Other Clients that have an interest in any portfolio companies or investment vehicles with respect to which the Affiliated Brokers provide services (please see the discussion below for further information as to how such conflicts are addressed). In particular, KAM may be seen as incentivized to seek to influence the decision by a portfolio company's management to retain an Affiliated Broker, or to borrow from or otherwise transact with an Affiliated Broker, instead of other unaffiliated broker-dealers or other service providers or counterparties that may be more appropriate or offer better terms. Where an Affiliated Broker (or another KKR entity) acts as a lender to a portfolio company in which a KAM Fund or Other Client holds investments in the same or different levels of the capital structure, the arrangement may lead to a conflict between the Affiliated Broker and the KAM Fund or Other Client in the event of a default by, or the liquidation of, the portfolio company or a restructuring or renegotiation of the terms of the loan (similar conflicts may also arise where KKR is a lender to a portfolio company out of its proprietary assets). KAM could also be seen as incentivized to structure portfolio company transactions, including related co-investment opportunities, so that they require the use of a broker-dealer (and consequently provide an opportunity for an Affiliated Broker to be retained by a portfolio company or acquisition company established for the relevant transaction and generate commissions, syndication fees, arranging fees or other compensation for such an Affiliated Broker).

Affiliated Brokers also provide financing and capital markets services to third parties that are not portfolio companies including third parties that are competitors of portfolio companies of particular KAM Funds or Other Clients, or that are service providers, suppliers, customers, or other counterparties with respect to such companies ("**competitor companies**") and may act as placement agent in respect of investment funds that are sponsored and managed by other third party investment managers, including funds that may compete with KAM Funds or Other Clients. Affiliated Brokers also act as placement agent in respect of investment funds that are sponsored and managed by third parties (for example, certain affiliates of KAM as described in Item 4) and receives consideration for such services. In providing such services to, or with respect to, such funds or companies, Affiliated Brokers will not take into consideration the interests of the relevant portfolio companies or KAM Funds or Other Clients. In addition, Affiliated Brokers may also be engaged to provide financing or other capital markets services to third parties in connection with transactions that may also be appropriate for a KAM Fund or for Other Clients. In some cases, these services offered to third parties in connection with a transaction may be provided concurrently with services being provided in a similar manner to a KAM Fund or Other Client even if the KAM Fund or Other Client has a competing interest with the third party. Affiliated Brokers providing services to third parties, including to competitor companies, may come into possession of



information that they are prohibited from acting on (including on behalf of a KAM Fund or Other Client) or disclosing to KAM as a result of applicable confidentiality requirements or applicable law, even though such action or disclosure would be in the best interests of a KAM Fund or of Other Client.

An Affiliated Broker's ability to receive commissions or other transactional compensation in certain capital markets transactions on the basis of a KAM Fund or Other Client's participation may be limited in certain circumstances. As a result, in the event that such services are provided to an issuer that is or becomes a potential investment opportunity for a KAM Fund or Other Client, KAM, through the Affiliated Brokers, may have a conflict of interest between a KAM Fund or Other Client investment opportunity or a related capital markets transaction. Where an Affiliated Broker serves as underwriter with respect to a security in which a KAM Fund or Other Client invests, such KAM Fund or Other Client may be subject to a "lock-up" period following the offering under applicable regulations during which time its ability to sell the security that it continues to hold is restricted. This may prejudice the KAM Fund or Other Clients' ability to dispose of such security at an opportune time. Affiliated Brokers may have access to confidential and/or material non-public information regarding KAM Funds, Other Clients or their portfolio companies and, subject to applicable law and confidentiality agreements, may use such information in connection with financing and other services provided by the Affiliated Brokers.

KAM senior investment personnel will evaluate any such transactions on a case-by-case basis with the KAM Conflicts Committee to address any such conflicts which may be further escalated to KKR's Global Conflicts Committee to the extent deemed appropriate by the KAM senior investment personnel or KAM Conflicts Committee and in any event, transactions involving a KAM Fund or Other Client and an Affiliated Broker are reported to KKR's Global Conflicts Committee. In addition, KAM generally reviews such transactions to ensure that the requirements of Section 206(3) of the U.S. Investment Advisers Act of 1940, as amended (the "**Advisers Act**") in respect of principal transactions between any KKR Fund or Other Client and KKR or its affiliates (including any Affiliated Broker) are complied with in the context of such transactions.

## **Other Investment Advisers**

### *Relying Advisers*

KAM has established the following wholly-owned subsidiaries in the U.S., the United Kingdom and the Cayman Islands, through which it provides investment management and administration services to certain KAM Funds and Other Clients:

- KKR Asset Management Asia Limited
- KKR Strategic Capital Management LLC
- KKR Strategic Capital Holdings GP, Ltd.
- KKR Strategic Capital Partners L.L.C.
- KKR Financial Advisors LLC
- KKR Financial Advisors II, LLC
- KKR FI Advisors LLC
- KKR FI Advisors III LLC
- KKR FI Advisors IV LLC
- KKR FI Advisors V Limited
- KKR FI Advisors VI LLC
- KKR CS Advisors I LLC
- KKR Mezzanine I Advisors LLC
- KKR FI Advisors Cayman Ltd.

- KAM Advisors LLC
- KAM Credit Advisors LLC
- KAM Fund Advisors LLC
- KKR Asset Management Partners LLP

Each of the above entities, together with Avoca, is a “**Relying Adviser**” of KAM. Each Relying Adviser (other than Avoca) provides management and administration services to specific KAM Funds or Other Clients and provides certain operational and other efficiencies with respect to such services. The Relying Advisers are subject to KAM’s regulatory oversight and its Code of Ethics (see response to Item 11 below) together with its other compliance policies and procedures as adopted by KAM pursuant to the requirements of the Advisers Act. More particularly, KAM officers and Employees serve as dual personnel of both KAM and one or more Relying Advisers (not including Avoca). Additionally, KAM treats all officers and other personnel of the Relying Advisers as its “associated persons” and access persons for purposes of the Advisers Act (including Avoca).

In addition, as discussed in Item 4, an affiliate of KKR acquired Avoca in February 2014. KAM and KKR Asset Management Partners LLP (“**KAM UK**”) have entered into a Memorandum of Understanding to provide advisory resources to certain of KAM’s clients. Pursuant to this memorandum, KAM UK will be subject to KAM’s supervision as a “Participating Affiliate” and KAM UK, and any of its employees who provide services to KAM’s clients, will be considered “associated persons” of KAM and access persons for purposes of the Advisers Act.

#### *Kohlberg Kravis Roberts & Co. L.P.*

KAM is also affiliated with KKR, which is its parent company, and KKR’s other subsidiaries and affiliated entities that manage KKR’s private equity funds and other funds, investment vehicles and accounts (i.e., KKR Funds). KKR is separately registered under the Advisers Act as an investment adviser. Certain executives of KKR serve on investment committees established by KAM. KAM may also, from time to time, act as sub-adviser in respect of capital allocated within KKR Funds to strategies implemented by KAM and may delegate sub-advisory authority to KKR in respect of capital allocated within certain KAM Funds or Other Clients to strategies implemented by KKR (in each case, at no incremental cost to the relevant KKR Fund, KAM Fund or Other Client). See Item 11 for a discussion of the relationship of KAM, KAM Funds and Other Clients and the KKR Funds. Following its acquisition in February 2014, KKR is affiliated with Avoca and its affiliates. Following the acquisition, certain employees of Avoca have become employees of KKR. Certain Avoca personnel may also participate in KAM Associates Vehicles. Private funds, managed accounts and CLOs managed and advised by Avoca (“**Avoca Funds**”) generally pursue strategies including European loans and bonds, credit opportunities, long/short credit, convertible bonds and structured and illiquid credit. See Item 11 for a discussion of the relationship of KAM, KAM Funds, Other Clients and Avoca Funds.

#### *Prisma Capital Partners LP*

KKR Prisma became an affiliate of KAM in October 2012 when KKR acquired 100% of the direct and indirect interests of Prisma Capital Partners LP. KKR Prisma operates as a part of KKR’s public markets business, which includes the asset management activities of KAM. KKR Prisma is separately registered as an investment adviser under the Advisers Act. Certain employees of KKR Prisma are employees of KKR and certain former employees of KKR Prisma are Senior Advisors of KKR. Certain KKR Prisma personnel may also participate in KAM Associates Vehicles. Commingled funds, vehicles and other accounts managed and advised by KKR Prisma (“**Prisma Funds**”) invest and may invest in a broad range

of hedge funds and other similar funds, vehicles and accounts (“**KKR Prisma Portfolio Funds**”). See Item 11 for a discussion of the relationship of KKR, KKR Funds, Other Clients and, Prisma Funds and KKR Prisma Portfolio Funds.

#### *Commodity Pool Operators and Commodity Trading Advisors*

As a result of providing investment advisory services to certain KAM Funds that invest in commodity futures and other commodity interests, KAM, certain KAM GPs and other related entities may from time to time constitute commodity trading advisors and/or commodity pool operators for the purpose of the rules and regulations issued by the U.S. Commodity Futures Trading Commission (“**CFTC**”) under the U.S. Commodity Exchange Act and as such, will rely on certain exemptions from registration with the CFTC under that Act or, in the event that such exemptions cease to apply, register under the applicable regulatory regime. As such status is incidental to KAM’s investment management activities with respect to the relevant KAM Funds, KAM does not view such status as giving rise to a material conflict of interest in respect of such KAM Funds or any other KAM Funds or Other Clients.

#### *Pooled Investment Vehicles and Regulated Subsidiaries and Sponsors of Limited Partnerships*

KKR, KAM, KKR Prisma, Avoca and certain of their respective affiliates serve as sponsors or syndicators of a number of limited partnerships, including KKR Funds, KAM Funds, Prisma Funds and Avoca Funds. KKR also primarily serves as investment adviser to KKR Funds that are pooled investment vehicles. In addition, its affiliates, KAM, KKR Prisma and Avoca also serve as investment advisers of investment vehicles and accounts (i.e., KAM Funds, Prisma Funds and Avoca Funds) that are, for the most part, pooled investment vehicles. While primarily unregulated, certain of such pooled vehicles may be registered with regulatory authorities in their home jurisdiction such as the Cayman Islands or Ireland or in jurisdictions in which interests in such pooled investment vehicles are marketed, such as Korea or Japan. As discussed more fully above and in response to Item 11, KKR Funds, KAM Funds, Prisma Funds and Avoca Funds may engage in transactions with or alongside each other that may give rise to material conflicts of interest. KKR has adopted policies and procedures designed to address conflicts of interest arising between KKR Funds, KAM Funds, Prisma Funds and Avoca Funds. Certain KKR Funds have established regulated subsidiaries as required under applicable law in order to permit such KKR Funds to make portfolio investments in certain jurisdictions, including, in particular, India. As discussed in Item 11, KAM’s relationship with KKR, KKR Prisma and Avoca may also give rise to additional conflicts of interest.

Please refer to Item 11 for a discussion of the potential conflicts that may be raised by KAM’s relationship with these affiliates and the policies and procedures KAM has adopted to address these conflicts.

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

#### **Code of Ethics**

KAM is subject to a Code of Ethics (the “**Code**”) in accordance with Rule 204A-1 under the Advisers Act.

The Code has been established by its affiliate, KKR, for all of its investment advisory subsidiaries, including KAM. The Code sets out standards of business and personal conduct for each Employee (which for these purposes includes other persons as set out in the Code, including certain consultants, advisors, temporary employees and other persons designated by KKR’s Global Chief Compliance Officer) and

addresses conflicts that may arise from personal trading by such persons and provides for disciplinary sanctions for Code violations. The Code is available upon written request of current or prospective investors in KAM Funds and Other Clients.

The policies and procedures set forth in the Code recognize that as an investment adviser, KAM is in a position of trust and confidence with respect to the KAM Funds and Other Clients and has a duty to place the interests of the KAM Funds and Other Clients before the interests of KAM and its Employees (which for these purposes includes other persons as set out in the Code, including certain consultants, advisors, temporary employees and other persons designated by KKR's Global Chief Compliance Officer). This duty includes an obligation to address or mitigate both conflicts of interest and the appearance of any conflicts of interest. The Code also recognizes that as an investment adviser registered under the Advisers Act, KAM has a further obligation to comply with the provisions of the Advisers Act as well as the other U.S. federal securities laws.

The Code includes a code of conduct adopted by KAM which requires Employees to (i) act with integrity, honesty, competence, and in an ethical manner when dealing with the public, regulators, clients, investors, prospective investors and their fellow Employees, (ii) adhere to the highest standards with respect to any potential material conflicts of interest with KAM Funds and Other Clients, and (iii) preserve the confidentiality of information that they may obtain in the course of KAM's business and use such information properly, consistent with applicable legal standards, and not in any way adverse to the interests of any KAM Funds or Other Clients.

Under the Code and Firm policy, Employees are prohibited from trading in securities of any company while in possession of material, non-public information regarding the company. This prohibition applies to KKR-related securities and the securities of KKR affiliates, as well as other issuers. The Code also includes a personal securities investment and reporting policy. This policy, among other things, significantly restricts an Employee's ability to engage in personal securities transactions and requires Employees to disclose all brokerage or securities accounts held in the Employee's name or over which the Employee has any direct or indirect beneficial ownership, including accounts over which investment discretion is exercised either directly or indirectly.

Certain investment personnel of KAM maintain personal private fund investment holdings. Certain of these investments are maintained with third-party investment managers who sponsor investment vehicles that compete with KKR or KAM, or that KKR, KAM or certain affiliates may recommend to its clients. Furthermore, certain of these personal investments may have terms that are more favorable than those routinely offered by the unaffiliated investment manager (for example, reduced fees). These personal investments may give rise to potential or actual conflicts of interest between KKR, KAM or certain affiliate's clients on the one hand, and KKR, KAM or certain affiliates, on the other hand. Accordingly, KAM's personal securities investment and reporting policies, which require the pre-approval from KKR's Compliance Group on any personal private fund investments, seek to address any potential or actual conflicts of interest attendant to this topic.

The Code restricts Employees' ability to conduct activities outside the Firm that may conflict with the interests of the KAM Funds or Other Clients, requires preapproval for gifts and entertainment in excess of certain values that may be received and/or provided by Employees and restricts Employees' ability to make political donations. Employees, Senior Advisors, Industry Advisors, KKR Capstone, RPM and other consultants may also serve as directors or interim executives, or otherwise be associated with companies that are competitors of portfolio companies of certain KAM Funds or Other Clients (as discussed below).

KKR's Compliance Group receives and reviews trading and other reports and Employee certifications submitted pursuant to the Code to determine that personal trading (as well as other activities subject to compliance oversight) conducted by Employees and other covered persons is consistent with the requirements and restrictions set forth in the Code and does not otherwise indicate any improper trading activities. Employees also engage in outside business activities, including serving on boards of directors of third party entities, which may give rise to certain conflicts of interests. KKR's Compliance Group reviews Employee certifications to identify such conflicts of interest.

Additionally, KAM has adopted inside information barrier policies and procedures to provide for the proper handling of confidential information (i.e., nonpublic information received or created by KKR in connection with its activities) to prevent violations of laws and regulations prohibiting the misuse of such information and to avoid situations that might create an appearance of such misuse. KKR's Compliance Group is responsible for monitoring the information barriers established by the Firm, administering the information sharing policies and procedures and overseeing potential conflicts of interest.

The Code is available upon written request of KAM Funds or Other Clients and their current or prospective investors.

## **Participation or Interest in Client Transactions**

### *Principal Transactions*

In accordance with the anti-fraud provisions of the Advisers Act and with KAM's internal compliance policies and procedures, KAM and its affiliates will not, as principal, sell a security to, or buy a security from, any KAM Fund or Other Client without providing appropriate disclosure and obtaining the informed consent of such KAM Fund or Other Client prior to the settlement of each such transaction, as well as the prior authorization of KKR's Chief Compliance Officer. The BDC, and the RICs and other regulated entities will generally not engage in principal transactions except as permitted under the Investment Company Act and SEC guidance thereunder.

Principal transactions may occur, for example, where KAM (i) warehouses an investment, in whole or in part, in one of its proprietary entities for the benefit of one or more KAM Funds, (ii) seeds the initial portfolio of a KAM Fund by making the initial commitment and capital contributions to the KAM Fund pending the admission of third party investors to such KAM Fund and the acquisition by the KAM Fund of the investment from the proprietary entity or the participation of such third party investors in such seeded initial portfolio of investments as applicable, or (iii) have a large enough ownership interest in a KAM Fund to constitute a principal account for the purposes of Section 206(3) of the Advisers Act and such principal account sells securities to another KAM Fund, as applicable. In these cases, a KAM Fund or Other Client may, for example, require that (i) the transaction price be determined to be fair by an independent valuation expert or be calculated in accordance with a formula provided for in the governing documents of the KAM Fund or Other Client or (ii) the consent of the respective KAM Fund's limited partner advisory committee, independent client representative or limited partners be obtained prior to the completion of the relevant transaction or in connection with the limited partners' subscriptions to the KAM Fund or Other Client. As indicated in Item 10, Affiliated Brokers may act as principal in underwriting or placing the securities of KAM Funds.

Prior to the receipt by a KAM Fund of capital contributions from its investors for which a capital call notice has been given, a KAM GP may fund such amounts on a temporary basis in order to permit the KAM Fund to make an investment. Such amounts will be reimbursed to the KAM GP at cost as and when such capital contributions are made by the investors in the KAM Fund. KAM does not consider such temporary arrangements to be principal transactions.

An affiliate of KAM has a significant ownership interest in the parent company of Nephila and Nephila Advisors LLC (collectively, the “**Nephila Entities**”) and in Vanbridge, which itself holds interests in Sharebridge (“**Vanbridge Entities**”). KKR may therefore be deemed to have a financial interest in transactions involving products sponsored or advised by the Nephila Entities or services provided by Vanbridge Entities. However, because KKR does not have a controlling interest in the Nephila Entities or the Vanbridge Entities, KKR does not consider such transactions to be principal transactions. Accordingly, KKR does not make trade-by-trade disclosures or obtain client consent before the completion of such transactions. In addition, because of a KKR affiliate’s financial interest in the Nephila Entities or Vanbridge Entities, another affiliate of KKR will receive additional compensation related to such transactions. Such additional compensation will not be shared with KAM Funds, Other Clients, KKR Funds and KAM Associates Vehicles.

### *Cross Trades*

Under certain circumstances, KAM may arrange for purchases and sales of securities between two KAM Funds and/or Other Clients (a “**cross transaction**”) (see also discussion of “**Rebalancing Transactions**” below). KAM has adopted a specific cross-trading policy for such transactions, under which a cross transaction may only be effected if the cross transaction provides a clear benefit to each participating KAM client and certain procedures are followed prior to the execution of the cross transaction. Additional compliance procedures exist for handling and documenting such transactions. Except as otherwise provided in the relevant limited partnership agreements or as established by law, KAM will not arrange for a cross transaction to be implemented unless the requirements of the cross transaction policy are fulfilled. KAM will not engage in agency cross transactions. In an agency cross transaction, KAM or one of its affiliates including, in particular, an Affiliated Broker, earns a fee for arranging a transaction between KAM clients.

From time to time a KKR proprietary entity may acquire an asset of a portfolio company on terms negotiated with the management of the portfolio company. These transactions do not constitute principal transactions or cross trades that are subject to the restrictions and policies detailed above. To the extent that such transactions are appropriate investments for KAM Funds or Other Clients as well as a KKR proprietary entity, KAM will allocate such transactions in accordance with the procedures described in “Allocation of Investments” below.

### *Real Estate Transactions*

KAM for its own account or the account of an affiliate including a KAM Fund or Other Client, may enter into real-estate related transactions, which may arise out of real estate, energy, infrastructure or other strategies, with KAM Fund or KAM Fund portfolio companies. Such transactions may include, for example, buying or selling real estate assets, acquiring or entering into leasing arrangements or amending such arrangements, or transferring options or rights of first refusal to acquire real estate assets. In addition, KAM may cause a KAM Fund or Other Client to enter into such transactions with KAM Fund or KAM Fund portfolio companies. Such transactions, which generally do not involve securities, are not governed by the principal transaction and cross transaction restrictions and policies described above but are subject to guidelines established by KAM to properly manage related conflicts.

### *Rebalancing Transactions*

Subject to certain terms and conditions, on occasion and to the extent permitted by law and specific KAM policies, KAM may effect rebalancing transactions between a KAM Fund and another KAM Fund or one or more Other Clients pursuing similar investments. In such case, a KAM Fund may purchase a security

held by another KAM Fund or Other Client or may sell a security to another KAM Fund or Other Client (each a “**Rebalancing Client**”). KAM will determine, in its sole discretion, whether a particular KAM Fund or Other Client is a Rebalancing Client and will not undertake a rebalancing transaction with a Rebalancing Client if it determines, in its sole discretion, that such a transaction is not in the best interests of the Rebalancing Clients involved. KAM effects these transactions based on the then-current independent market price and consistent with valuation procedures established by KAM. Neither KAM nor any of its affiliates receive any compensation in connection with such rebalancing transactions. These rebalancing transactions generally will be effected without brokerage commissions being charged. To the extent that such transactions may be viewed as principal transactions due to KAM’s or its affiliates’ ownership interest in a particular KAM Fund, KAM will either not effect such transaction or comply with the requirements of Section 206(3) of the Advisers Act.

#### *Participation of Affiliated Broker-Dealers in KAM Fund or Other Client Transactions*

As described in response to Item 10, KAM is affiliated with several broker-dealers. As further noted, these Affiliated Brokers (including their respective related lending vehicles) may manage or otherwise participate in underwriting syndicates and/or selling groups with respect to securities and debt instruments issued by portfolio companies, holding companies and other non-controlled entities in or through which the KAM Funds or Other Clients invest. Further, Affiliated Brokers may otherwise be involved in the public or private placement of such securities and other instruments, and/or may provide capital markets advisory services to portfolio companies and other non-controlled entities in or through which KAM Funds or Other Clients invest, including in connection with mergers and acquisitions, the syndication of portfolio company co-investment opportunities alongside certain KAM Funds, and may provide acquisition financing and other corporate lending services to such entities in addition to financing provided through a KAM Fund or Other Client’s investment. In addition, Affiliated Brokers may alone or with other lenders (including other KKR entities), arrange lines of credit to portfolio companies and other non-controlled entities in or through which KAM Funds or Other Clients invest, KAM Funds, Other Clients and other third party borrowers. Affiliated Brokers (through its respective lending related vehicles) may also provide loans and lines of credit to KAM Fund and Other Client portfolio companies and other third party borrowers. As discussed in Item 10, transactions involving a KAM Fund or Other Client and an Affiliated Broker or its respective lending vehicles are reported to the KKR’s Global Conflicts Committee. In addition, KKR reviews such transactions to ensure that the requirements of Section 206(3) of the Advisers Act and Rule 206(3)-2 under the Advisers Act, as applicable, in respect of principal transactions between any KAM Fund or Other Client and KKR or its affiliates (including any Affiliated Broker) are complied with in the context of such transactions. Affiliated Brokers may have access to confidential and/or material non-public information regarding KAM Funds, Other Clients or their portfolio companies and, subject to applicable law, may use such information in connection with financing and other services provided by the Affiliated Brokers.

#### *Financial Interest in KAM Fund or Other Client Transactions*

As described in Item 5, KAM and its affiliates (including, in particular, KKR) may receive monitoring fees, financial advisory fees, transaction fees, and other compensation for services provided to portfolio companies, holding companies and other entities in or through which a KAM Fund or Other Client invests. Such parties may also receive break-up fees and other compensation with respect to KAM Fund or Other Client portfolio company investments (including unconsummated or terminated transactions). As noted above, such compensation may be shared with the relevant KAM Funds or Other Clients, as described in their offering materials, documents and/or the governing documents. KAM may also earn fees as a result of its subsidiaries’ providing loan servicing services to certain KAM Funds or Other Clients that invest in loan participations, which fees may or may not be shared with KAM clients, depending on the particular governing documents of a particular KAM Fund or Other Client. In

negotiating originated loans and certain other originated credit investments on behalf of KAM Funds and or Other Clients and accounts, KAM or its affiliates may have the ability to negotiate the payment of arranging and other transaction related fees by the relevant counterparty to KAM and its affiliates and/or an original issue discount (“OID”). In such circumstances, KAM will face a conflict of interest to the extent that a portion of any arranging or transaction related fees payable to KAM and its affiliates may be retained by KAM and its affiliates, whereas any OID provided by the relevant counterparty would solely benefit a KAM Fund or Other Client. As noted above, such compensation may be shared with the relevant KAM Funds or Other Clients, as described in their offering materials, disclosure documents and/or governing documents.

KAM Funds and Other Clients portfolio companies may be counterparties to or participants in agreements, transactions or other arrangements with the portfolio companies of another KAM Fund or Other Client (for example a portfolio company of a KAM Fund may retain a company in which another KAM Fund has invested to provide services or products). Agreements, transactions and other arrangements entered into by portfolio companies of different KAM Funds or Other Clients indirectly benefit the respective KAM Fund or Other Client as an investor of such companies or may adversely impact the other KAM Fund or Other Client portfolio companies with which they do business. One KAM Fund or Other Client’s interest in maximizing its return on such investments may give rise to a conflict of interest in particular, but not limited to, where the KAM Fund or Other Client has the ability through its investments to influence the activities of such companies or encourages another KAM Fund or Other Client portfolio companies to transact therewith.

KAM Funds and Other Clients portfolio companies may also compete with another KAM Fund or Other Client’s investments. For example, one KAM Fund may invest in a company which competes with another KAM Fund portfolio company. In providing advice and recommendations to, or with respect to such portfolio companies’ business dealings a KAM Fund or Other Client will not take into consideration the interests of the other relevant KAM Fund or Other Client or their portfolio companies and other investments. Accordingly, such advice, recommendations to such business dealings may result in adverse consequences to such other KAM Funds or Other Clients or their investments.

Certain KKR proprietary entities and Affiliated Brokers, on behalf of their proprietary and client accounts, make investments in minority or majority interests in companies, businesses or other investments in which KAM Funds or Other Clients have no interest but which may be counterparties to or participants in agreements, transactions or other arrangements with portfolio companies of, a KAM Fund or Other Client (for example a portfolio company of a KAM Fund may retain a company in which KKR or KAM has a proprietary interest to provide services or products or may acquire an asset from such company). KKR’s ownership (indirect) of KKR Capital Markets LLC (see Item 10) is an example. Another example is a KKR affiliate’s ownership interest in Vanbridge, an insurance intermediary and capital advisory firm that itself holds interests in Sharebridge, an insurance broker; both have provided services to KAM Fund or KKR Fund portfolio companies in the past and both firms are expected to provide such services in the future. Agreements, transactions and other arrangements entered into by KAM Fund or Other Client portfolio companies and any such companies may indirectly benefit KAM as an owner of such companies or may adversely impact any KAM Fund portfolio companies with which they do business. KAM’s interest in maximizing its return on such investments may give rise to a conflict of interest in particular, but not limited to, where KAM has the ability through its investments to influence the activities of such companies or encourages KAM Fund portfolio companies to transact therewith. Services that may be provided to KAM Fund portfolio companies by companies in which KAM acquires such proprietary interests are generally not expected to constitute the types of services that will entitle such companies to fees that will reduce management fees payable by the KAM Fund to the extent such companies are an affiliate of KAM. For example, insurance brokerage fees or IT licensing fees payable by a KAM Fund portfolio company for related services of an affiliate of KAM are not expected to reduce



management fees. To the extent such companies are not affiliates of KAM, fees and other compensation for services paid by a KAM Fund portfolio company to such companies are not expected to reduce management fees payable by the KAM Fund or Other Client, regardless of the nature of the relevant services.

Certain KKR proprietary entities and Affiliated Brokers, on behalf of their proprietary and client accounts, may also make investments in minority or majority interests in companies, businesses or other investments that compete with a KAM Fund or Other Client's investments. For example, KAM or its affiliates may invest in a company which competes with a KAM Fund or Other Client portfolio company. In providing advice and recommendations to, or with respect to such investments and in dealing in such investments on behalf of the relevant proprietary or client accounts, KAM and its affiliates will not take into consideration the interests of the relevant KAM Fund or Other Client or their portfolio companies and other investments. Accordingly, such advice, recommendations and dealings may result in adverse consequences to such KAM Funds or Other Clients or their investments (see also Item 10 for a discussion of services provided by Affiliated Brokers to competitor companies).

As noted in response to Item 5, Employees, Senior Advisors, Industry Advisors, KKR Capstone, RPM and other consultants may serve on the boards of KAM Fund or Other Client portfolio companies and in such capacity currently and may in the future receive director's fees, which may be retained in whole or in part by the relevant Employee, Senior Advisors, Industry Advisors, KKR Capstone, RPM and other consultants. Serving in such capacity may give rise to conflicts to the extent that an Employee's fiduciary duties to a portfolio company as a director may conflict with the interests of KAM Funds or Other Clients. As the KAM Funds or Other Clients will generally be significant investors in such companies, it is expected that such interests will generally be aligned. Employees, Senior Advisors, Industry Advisors, KKR Capstone, RPM and other consultants may also serve as directors or interim executives, or otherwise be associated with, companies that are competitors of portfolio companies of certain KAM Funds or Other Clients. It would be expected that the interests of a competitor company would often not be aligned with those of a KAM Fund, Other Client or their portfolio company, and consistent with the fiduciary duty owed by Employees, KKR Capstone and Senior Advisors to such competitor companies when serving on their boards, they will act in the best interests of the competitor companies, and not in the best interests of KAM Funds or Other Clients. In addition, portfolio companies of KAM Funds or Other Clients may, from time to time, make discounts and other benefits available to Employees in connection with products or services offered by such companies. Having KAM Employees serve as directors or interim executives of a portfolio company of a KAM Fund or Other client or another company (including a portfolio company of another KAM Fund, Other Client or KAM proprietary entity) may restrict the ability of a KAM Fund to invest directly in an investment opportunity that also constitutes an investment opportunity for such company.

As discussed below under "KAM Purchases/Sales of Securities Recommended to KAM Funds or Other Clients", Employees and other persons associated with KAM and executives of KAM Fund portfolio companies may be permitted to invest in KAM Associates Vehicles established as co-investment vehicles to facilitate participation by such persons in portfolio investments made by KAM Funds or Other Clients (which vehicles typically will not be charged management fees or performance related compensation or certain expenses). Certain KKR proprietary entities may also make capital contributions to KAM Funds. The Public Company indirectly holds limited partnership interests in a number of KAM Funds, which it may transfer or sell (in whole or in part) to third parties (including other investors in KAM Funds) in negotiated transactions.

## **Investments in which KAM, KAM Funds, Other Clients, KKR and/or KKR Funds Invest in Different Securities of the Same Issuer**

Certain KKR Funds have, and KKR Funds established in the future may have, an investment focus that is, at least in part, similar to the focus of certain KAM Funds, Other Clients, KAM Associates Vehicles or certain KKR proprietary entities). In particular, certain KAM Funds or Other Clients may co-invest in private equity and other investments made by KKR Funds or Other Clients alongside such KKR Funds or Other Clients. The overlap of investment focus may be viewed as giving rise to conflicts of interest between clients of KKR and KAM Funds or Other Clients. See the allocation discussion below for further information on how such conflicts are addressed.

Certain KAM Funds and KKR Funds (including KAM Associates Vehicles and other KKR proprietary entities) or Other Clients, and KKR affiliates, including an Affiliated Broker, may also invest in different parts of the capital structure of the same portfolio company. For example, KAM Funds or a KAM affiliate, including an Affiliated Broker, may invest in debt securities issued by a portfolio company in which a KAM Fund or Other Client has a controlling or other equity interest. The interests of the KAM Fund or Other Client and such KAM Funds or KAM affiliate, including any Affiliated Broker, may not always be aligned, which may give rise to actual or potential conflicts of interest, or the appearance of such conflicts of interest. Actions taken for a KAM Fund or KAM affiliate, including an Affiliated Broker, may be adverse to a KAM Fund or Other Client, or vice versa.

With respect to private equity investments, certain KAM Funds or Other Clients will typically seek to acquire controlling or other significant influence positions in its investments. As a result, it may have the ability to elect some or all of the members of the board of directors of its portfolio companies and thereby control their policies and operations, including the appointment of management, future issuances of common stock, or other securities, the payments of dividends, if any, on their common stock, the incurrence of debt, amendments to their certificates of incorporation and bylaws, and entering into extraordinary transactions. Certain actions of a portfolio company that KKR is in a position to control or influence by reason of a KKR Fund or Other Client's interest in such company may be in the interests of the KKR Fund or Other Client but adverse to the interests of a KAM Fund, or vice versa. For example, a KKR Fund could have an interest in pursuing an acquisition that would increase indebtedness, a divestiture of revenue-generating assets, or another transaction that, in KKR's judgment, could enhance the value of the KKR Fund's investment, but would subject debt investments made by a KAM Fund to additional or increased risk.

In addition, to the extent that a KKR Fund is the controlling shareholder of a portfolio company, KKR or a KKR affiliate is likely to have the ability to determine the outcome of all matters requiring stockholder approval and to cause or prevent a change of control of such company or a change in the composition of its board of directors and could preclude any unsolicited acquisition of that company. A KKR Fund or Other Client's interests with respect to the management, investment decisions, or operations of a portfolio company may at times be in direct conflict with those of KAM Funds that do not have the same level of control or influence over the company. As a result, KKR may face actual or apparent conflicts of interest, in particular in exercising powers of control over KKR Fund portfolio companies.

Where KAM Funds or Other Clients invest in different parts of the capital structure of a portfolio company, their respective interests may diverge significantly in the case of financial distress of the company. For example, a KKR Fund may hold equity interests in a portfolio company in which a KAM Fund or Other Client holds debt securities or of which it is otherwise a creditor. In a bankruptcy proceeding, the KKR Fund's interest may be subordinated or otherwise adversely affected by virtue of KAM's and/or such KAM Fund or Other Client's involvement and actions relating to their debt investment. This may result in loss or substantial dilution of the KKR Fund or Other Client's investment,

while the KAM Fund or Other Client recovers all or part of the amount due to it. In addition, where a KAM Fund or Other Client is a creditor of a portfolio company in which a KKR Fund holds more junior securities, KAM or such KAM Fund or Other Client may take actions in its own interests with respect to its rights as a creditor (for example, with respect to breaches of covenants) that may be adverse to the interests of the KKR Fund as an equity holder or junior debt holder.

KAM has established policies and procedures intended to address conflicts of interest inherent in investments by KKR Funds, Other Clients and KAM Funds in portfolio companies of other KKR Funds or Other Clients. These policies and procedures, which include limitations on both the maximum amounts and types of such investment and procedures relating to transacting in the securities of such companies when they become distressed, are intended to supplement such restrictions and other requirements relating to such investments as may be disclosed in the offering materials, disclosure documents and/or governing documents of any KAMKKR Fund or Other Client.

To the extent KAM Funds, Other Clients or KAM Funds (including dedicated single or multiple asset co-investment vehicles) co-invest in the same securities of the same issuer, KKR also will generally seek to ensure that all participants in such co-investments participate on comparable terms. This may not be practicable or appropriate in all circumstances, however, and, subject to applicable law, a KAM Fund or Other Client may participate in such investments on different and potentially less favorable terms than other participants if KAM deems such participation as being otherwise in the best interests of such KAM Fund or Other Client.

### **Investments of KKR Prisma Portfolio Funds**

KKR Prisma's Portfolio Funds may pursue a broad range of investment strategies and invest in a broad range of securities and instruments and other assets globally. KKR Prisma Portfolio Funds may invest in funds or securities in which KKR Funds or Other Clients may have an interest. While it is not KKR Prisma's general intention to invest Prisma Funds in KAM Funds, KAM (including, for these purposes, KKR, KKR Funds, Other Clients, KAM, KAM Funds, KKR Prisma, Prisma Funds, Avoca, the Affiliated Brokers and their respective affiliates), as a major participant in the global markets may frequently, or from time to time, be actively engaged in transactions in the same financial instruments in which KKR Prisma Portfolio Funds are invested. Subject to applicable law, KKR, KKR proprietary entities and KAM Funds or Other Clients may purchase or sell the securities and financial instruments of, or otherwise invest, finance, advise and control, portfolio companies and other issuers in which a KKR Prisma Portfolio Fund has an interest or which are competitors of such companies. Actions taken by the respective managers of KKR Prisma Portfolio Funds in respect of any of the foregoing may adversely impact a KAM Fund or Other Client. Any such investments and actions will be controlled by the underlying KKR Prisma Portfolio Fund managers and will be outside the control of KKR Prisma or KAM.

### **CLO Transactions**

Many of KFN's investments are held in CLOs managed by KAM. Affiliates of KAM and KKR may invest in these CLOs and may hold interests with priority and other rights different (and in some cases, better) than those held by unaffiliated investors in different levels of the CLO's capital structure. The differences in rights may create a conflict of interest for KAM in determining whether to take certain actions on behalf of the CLO, as a KAM client, as a whole which may have a different impact on a particular investor. KAM has adopted a policy designed to avoid any such conflicts, or to mitigate a conflict that arises. In addition, as part of KAM's investment process, KAM's senior management will, on a case-by-case basis, discuss and resolve any conflicts that arise among KAM Funds, Other Clients

and CLOs and will take into account various factors in determining whether a particular transaction for a KAM Fund (including a CLO) or Other Client is in the best interests of that client.

### **KKR/KAM Purchases/Sales of Securities Recommended to KAM Clients**

As noted above in response to Item 4, KKR sponsors and manages a number of KKR Funds that are dedicated co-investment vehicles that invest in single or multiple portfolio companies alongside other KAM Funds. These include investment vehicles that are only open to investment by Employees, Senior Advisors, KKR Capstone, RPM and other persons associated with KKR (which may include executives of KKR portfolio companies and external consultants) (i.e. KAM Associates Vehicles). These vehicles will typically invest in portfolio companies at the same time and price and on the same terms as the other participating KAM Funds to the extent practicable. KAM does not generally charge management, performance fees or performance related compensation for its services to KAM Associates Vehicles and KAM retains any allocated monitoring fees and transaction fees based on their respective ownership of the relevant company or investment as discussed above in Item 5 (except in the case of investments made alongside certain older KKR Funds). KAM may also bear any allocable share of expenses on behalf of these vehicles. KAM Funds and KKR proprietary entities also from time to time co-invest in KKR Funds', other KAM Funds' or Other Clients' portfolio companies. KAM does not generally charge management, performance fees or performance related compensation for its services to such other KAM Funds and KKR proprietary entities for co-investment opportunities and KAM retains any allocated monitoring fees and transaction fees based on their respective ownership of the relevant investment in a portfolio company. KAM may also bear any allocable share of expenses on behalf of these vehicles.

As indicated above, KAM or its affiliates may establish, through various investment vehicles, investment accounts that are funded with the proprietary assets of KAM or its affiliates. KAM may manage such proprietary entities pursuant to investment strategies that mirror, or are similar to in whole or in part, investment strategies implemented by KAM on behalf of KAM Funds or Other Clients. KAM may also manage proprietary entities according to investment strategies that are inconsistent with, or deviate in material aspects from, the investment strategies pursued by KAM Funds or Other Clients. From time to time, KAM or its affiliates may also make and hold, through various entities, including without limitation, accounts through which it invests primarily for its own investment purposes and subject to specific criteria relating to, among other things, capacity and holding period, proprietary investments for the purpose of developing, evaluating and testing potential investment strategies or products ("**Seed Investments**"). The foregoing proprietary entities, including Seed Investments and KFN, following the closing of KKR & Co.'s acquisition of KFN, (or in the case of KKR Prisma, portfolio funds of its funds and accounts), may invest in similar or the same types of securities, properties or other assets in which KAM Funds or Other Clients may invest or otherwise do or may in the future, investment objectives, programs, strategies and positions that are similar to, or may conflict with, those of KAM Funds or Other Clients and may compete with, and have interests adverse to a KAM Fund or Other Client. The existence of Seed Investments and KKR proprietary entities, including KFN following the closing of the acquisition by KKR & Co., investing in the same or similar investments that may be made by KAM Funds or Other Clients could, among other adverse consequences, affect the prices of the investments, securities, properties or other assets in which a KAM Fund or Other Client invests and will affect the availability of such assets. In such circumstances, KAM's interest in maximizing the investment return of its proprietary entities and those of its affiliates creates a conflict of interest in that KAM may be motivated to allocate more attractive investments to the proprietary entities under its management, and allocate less attractive investments to the KAM Funds or Other Clients. Similarly, KAM may be motivated to allocate scarce investment opportunities to the KKR proprietary entities under its management rather than to the KAM Funds or Other Clients. KAM seeks to address these conflicts through the investment allocation process described below.

## Allocation of Investments

KAM has adopted policies and procedures designed to ensure allocations of opportunities among KAM Funds, Other Clients, KAM Associates Vehicles and KKR proprietary entities, to the extent practicable and in accordance with each KAM Fund's, Other Client's, KAM Associates Vehicle's and KKR proprietary entity's applicable investment strategies, are made over time on a fair and equitable basis. These policies and procedures are in addition to policies and procedures adopted by KKR that seek to allocate investment opportunities and related co-investment opportunities among KAM Funds, Other Clients, KKR proprietary entities or KKR Funds, in the event there is an overlap of investment strategies. Allocations of investment opportunities among KAM Funds, Other Clients and KKR proprietary entities managed by KAM are overseen by KAM's Allocation Committee and Conflicts Committee. Allocations of investment opportunities that involve the investment by KAM Funds, Other Clients and KKR proprietary entities managed by KAM in or alongside KKR Funds and other KAM affiliates, including Affiliated Brokers are reported to the KAM Conflicts Committee and/or escalated to KKR's Global Conflicts Committee to the extent determined appropriate by the KAM Conflicts Committee. The KAM Conflicts Committee and the KKR Global Conflicts Committee are responsible for analyzing and addressing new or potential conflicts of interest that may arise in KAM's or KKR's businesses, including conflicts relating to one or more KKR and/or KAM Fund or Other Client, specific transactions and circumstances as well as those implicit in the overall activities of KKR and its various businesses. Notwithstanding the application of the foregoing policies and procedures, KKR proprietary entities may over any particular time period, and over all time periods, have better performance than the KAM Funds and Other Clients.

In order to fairly manage the allocation of investment opportunities, and to maintain the integrity of the investment strategy and track record of any Seed Investment or a KKR proprietary entity, investments will be allocated in a manner consistent with and pursuant to KAM Funds and Other Clients' allocation procedures. Under these procedures, which treat these KKR proprietary entities the same as KAM Funds and Other Clients, the conflicts inherent in making such allocation decisions may not always be resolved to the advantage of the KAM Funds and Other Clients.

KAM's allocation methodology may be based on a *pro rata* allocation or any other method deemed appropriate by the investment committee responsible for the KAM Fund or Other Client investment strategy for which a particular investment is made, provided that the method is designed to achieve a fair and equitable allocation of investment opportunities among KAM Funds, Other Clients, Seed Investments and other KKR proprietary entities over time. A *pro rata* allocation generally incorporates, to the extent appropriate, the parameters set by the investment committees with respect to a KAM Fund or Other Client investment strategy as well as the investment criteria of KAM Funds, Other Clients and Seed Investments and other KKR proprietary entities participating in a particular KAM Fund or Other Client investment strategy. Under a *pro rata* allocation, investments will be allocated among participating KAM Funds, Other Clients, Seed Investments and other KKR proprietary entities *pro rata* based on requested order size or, for KAM Funds managed on a parallel basis (e.g., onshore and offshore KAM Funds that share substantially similar investment objectives and strategies), taking into account any relevant investment criteria. Such criteria includes, without limitation, investment objectives; available capital, the timing of capital inflows and outflows and anticipated capital commitments and subscriptions; applicable concentration limits and other investment restrictions; mandatory minimum investment rights and other contractual obligations applicable to participating funds, vehicles and accounts and/or to their investors; portfolio diversification; tax efficiencies and potential adverse tax consequences; regulatory restrictions applicable to participating funds, vehicles and accounts and investors that could limit a KAM Fund's ability to participate in a proposed investment; policies and restrictions applicable to participating funds, vehicles and accounts; the avoidance of odd-lots or a *de minimis* allocation to one or more participating funds, vehicles and accounts; the potential dilutive effect of a new position; the overall risk profile of a

portfolio; the potential return available from a debt investment as compared to an equity investment; and any other considerations deemed relevant by KAM and its affiliates.

Under certain circumstances, a KAM Fund, Other Client, Seed Investment or other KKR proprietary entities may have ultimate priority over another KAM Fund, Other Client, Seed Investment or other KKR proprietary entities, for example, when a particular investment opportunity falls within such KAM Fund's, Other Client's, Seed Investment's or KKR proprietary entity's core investment strategy. In such circumstances, KAM may allocate the investment according to such priority. The application of relevant factors and other considerations discussed above in determining allocations of investment opportunities between a KAM Fund or Other Client and other KKR proprietary entities may result in a KKR proprietary entity taking a non-pro rata (including a greater than pro rata) allocation of any particular investment opportunity relative to a KAM Fund or Other Client in either the same or different parts of the target's capital structure or may result in a KKR proprietary entity taking an allocation of an investment opportunity which is not then made available to a KAM Fund or Other Client. In addition, from time to time, an allocation range with a minimum and maximum investment amount may be deemed appropriate for a KAM Fund, Other Client, Seed Investment or other KKR proprietary entity, with the investment amount above the minimum being offered to third parties in order to facilitate a transaction. In the event the third parties do not participate fully in the offered investment amount, the KAM Fund, Other Client, Seed Investment or other KKR proprietary entity will be allocated the balance, up to its maximum allocation. Allocations, including reallocations, involving the BDC and the RICs will be consistent with applicable requirements under the Investment Company Act and relevant SEC staff guidance. Reallocations are permitted only when in the best interests of all KAM Funds, Other Clients, Seed Investments and other KKR proprietary entities concerned, as determined by the portfolio manager seeking to reallocate.

From time to time, KAM may be given an opportunity to purchase securities in initial public offerings and such offerings are expected to be over-subscribed. Such "new issues" often trade at a premium in the secondary market, which may provide the potential of an immediate profit. As a result, all investments in new issues subject to FINRA Rules 5130 and 5131 will be allocated pro rata only to those KAM Funds, Other Clients or KKR proprietary entities qualified to invest in such new issues. The determination of the eligibility of a KAM Fund, Other Client or KKR proprietary entity to invest in new issues will be made by KAM's legal and compliance department through, among other things, questionnaires contained in subscription agreements and other documentation obtained from investors therein designed to elicit specific information regarding investor eligibility.

KAM personnel, through their participation on one or more of KAM's internal investment or allocation and conflicts committees, will periodically review and approve allocations among KAM Funds, Other Clients, and KKR proprietary entities in order to assess compliance with KAM's allocation policies and guidelines. As noted above, allocation decisions are also regularly reviewed by KAM's Allocation Committee and Conflicts Committee on an ad hoc basis. KAM's Allocation Committee and Conflicts Committee also periodically reviews KAM's allocation policies and their effectiveness.

#### *Seed Investments*

From time to time, KAM or its affiliates may make and hold through various entities, including without limitation, Seed Investments. In order to maintain the integrity of the investment strategy and track record of any Seed Investment, Seed Investments will not be considered proprietary entities for purposes of KAM's allocation policy, and will instead be allocated investments consistent with KAM client allocations.

To the extent KAM determines in good faith that an opportunity is most appropriate for the proprietary principal investment activities of KKR & Co. or its direct or indirect subsidiaries due to the strategic nature of the opportunity as it relates to the business of KKR & Co. or its direct and indirect subsidiaries, such investment opportunity will not be within the investment focus of the KKR Funds or Other Clients and will be allocated accordingly.

### *Co-Investments*

As indicated above, certain KKR Funds and KAM Funds that facilitate co-investments alongside other KAM Funds (including KKR Funds, KKR proprietary entities and KAM Associates Vehicles, which are not subject to management fees and carried interest allocations, performance fees or other performance-related compensation) and Other Clients may co-invest in the same securities of a portfolio company along side such other KAM Funds and Other Clients to the extent KAM has determined such co-investment opportunities are available. KKR and KAM have adopted policies and procedures that seek to allocate such investment opportunities among the relevant KAM Funds and Other Clients in a fair and equitable manner or otherwise in accordance with related disclosure provided to the relevant KAM Funds and Other Clients and their underlying investors or as may otherwise have been agreed in the limited partnership agreements or other documents governing such KAM Funds and Other Clients. KAM may offer co-investment opportunities to investors in KAM Funds, Employees and other associated persons permitted to invest in KAM Associates Vehicles and to other third parties including third parties who KAM believe will be of strategic benefit to KAM Funds or Other Clients or who may provide broader capital raising opportunities to KAM.

### **Other Conflicts of Interest**

KAM Funds, Other Clients, certain co-investment vehicles, KAM Associates Vehicles, KKR Funds, Prisma Funds and Avoca Funds will generally engage common legal counsel and other advisors to represent all of the parties in a particular transaction, including a transaction in which such funds 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 one or more KAM Funds, Other Clients, certain co-investment vehicles, KAM Associates Vehicles, KKR Funds, Prisma Funds and Avoca Funds, such as in a work-out or other distressed situation, separate representation may become desirable, in which case KAM may hire separate counsel in its sole discretion, and in litigation and other circumstances, separate representation may be required. Partners of the law firms and other advisor and service providers engaged to represent KAM Funds, Other Clients, certain co-investment vehicles, KAM Associates Vehicles, KKR Funds, Prisma Funds and Avoca Funds may be directly or indirectly investors in such funds, and may also represent one or more portfolio companies or limited partners of such funds.

## **Item 12 Brokerage Practices**

### **Selecting or Recommending Broker-Dealers**

To the extent required by applicable law, it is KAM's policy to seek to obtain best execution of trades (if any) in public equity and debt securities and other marketable securities traded on behalf of the KAM Funds and Other Clients by a selected broker-dealer. In seeking best execution, the determinative factor is not always the lowest possible per security price or commission but whether, in KAM's view, the transaction represents the best overall qualitative and quantitative execution for the KAM Fund or Other Client. KAM's process of determining best execution involves not only an assessment of brokerage commissions or bid/offer spreads, but also an evaluation of broker-dealer ancillary services. KAM will consider the full range of a broker-dealer's services in assessing best execution, including:

- competitiveness of commission rates and spreads;
- promptness of execution;
- past history in executing orders;
- clearance and settlement capabilities;
- research capabilities and quality;
- access to markets, investments (including access to new issues) and distribution network;
- trade error rate and ability or willingness to correct errors;
- anonymity/confidentiality;
- market impact;
- liquidity;
- speed of execution;
- expertise with complex transactions;
- trading style and strategy; and
- geographic location.

Although KAM will seek competitive commissions and spreads, it may not necessarily obtain the lowest possible rates for portfolio transactions. The commissions, spreads or other transaction or financial advisory fees charged by an executing broker-dealer may be higher or lower than those charged by other broker-dealers.

As noted above in Item 10, the Affiliated Brokers do not execute transactions on behalf of KAM Funds and Other Clients. In addition, such Affiliated Brokers do not maintain client accounts.

#### *Research and Other Commission Sharing Arrangements*

KAM does not currently make use of any commission sharing arrangements where brokerage business is promised in exchange for proprietary or third party services (“soft dollar” arrangements) although it may do so in the future. KAM, however, may receive research, brokerage products and other services in ordinary course of trading on behalf of KAM Funds and Other Clients. These bundled services are made available to KAM on an unsolicited basis, without regard to the rates of commissions charged or paid by clients or the volume of business directed to such broker-dealers. To the extent that client brokerage commissions (or markups or markdowns) are used to obtain research, brokerage products or other services, KAM would receive a benefit because it may, in that case, not need to produce or pay for the research, brokerage products or other services received.

To the extent KAM changes its current policy and enters into a relationship that could be viewed as a “soft dollar” arrangement KAM intends to comply with the safe harbor provided under Section 28 of the Securities and Exchange Act of 1934. KAM may have an incentive to select or recommend a broker-dealer based on its interest in receiving the research or brokerage products or other services, rather than on its clients’ interest in receiving most favorable execution.

#### *Brokerage for Client Referrals*

KAM may engage broker-dealers or affiliates of broker-dealers with whom it engages in securities transactions on behalf of KAM Funds and Other Clients to place securities issued by KAM Funds. Similarly, such entities may be underwriters of, or otherwise involved in the placement of securities issued by KAM or KKR portfolio companies. In addition, KKR has partnered with Deutsche Bank AG (“DB”) in the establishment of KKR Master Index Fund L.P., which is distributed by DB (and KAM may effect securities transactions through DB or its affiliates). The foregoing relationships with broker-dealers and their affiliates may give rise to a conflict of interest to the extent that such relationships could be



viewed as influencing KAM's selection of broker dealers and other trading counterparties. KAM, however, takes into account a number of factors in attempting to satisfy its fiduciary obligation to seek best execution for its clients' securities transactions.

#### *Directed Brokerage*

KAM does not recommend, request or require that a client direct KAM to execute transactions through a specified broker-dealer.

#### **Aggregation of Client Orders (Bunched Trades)**

In order to minimize execution costs and obtain best execution for KAM Fund and Other Client transactions in marketable securities, KAM may bunch orders for KAM Funds and Other Clients (subject to KAM's obligation to obtain best execution for KAM Funds and Other Clients and otherwise treat KAM Funds and Other Clients in a fair and equitable manner). Allocations of bunched trades are made consistent with KAM's allocation policies and procedures described above in Item 11.

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

KAM has an internal structure which allocates responsibility for oversight of KAM Fund and Other Client portfolios and/or specific KAM Fund or Other Client portfolio investments to the respective KAM investment committees and for certain Other Clients, as it relates to strategic investment oversight, to appropriate senior investment professionals. All investments of KAM Funds and Other Clients are ultimately overseen by established investment committees, including the Leveraged Credit Investment Committee, consisting of the KAM's Head of Credit Strategies, and representatives of KAM's Portfolio Management and Trading, the Special Situations Investment Committee, consisting of representatives of KAM's Portfolio Management and Trading as well as certain of KKR's senior investment professionals, and the Private Credit Investment Committee, consisting of the Head of Credit Strategies and representatives of KAM's Portfolio Management. Long/short equities strategies are overseen by the Head of Equity Strategies at KAM. Long/short credit strategies are overseen by the Head of Credit Strategies and the respective Portfolio Managers for long/short credit strategies. Additionally, certain KAM Portfolio Managers oversee the investment process for Other Clients investing in certain strategies (please see Item 16 for additional information regarding Investment Discretion with respect to Other Clients).

KAM Funds and Other Clients portfolios and portfolio investments are reviewed and monitored with respect to historic and anticipated performance and market developments and compliance with the investment mandate of the relevant KAM Fund or Other Client on an ongoing basis, both informally and formally through scheduled periodic meetings of the relevant investment professionals and investment committees.

The nature and frequency of regular reports to KAM Funds and Other Clients and to investors in KAM Funds depends on the terms of the governing documents of such KAM Funds and/or the requirements of any exchange or market on which their securities are admitted to trade or the relevant management agreement. Typically investors in KAM Funds are provided with written quarterly unaudited financial reports and annual audited financial statements.

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

### **Economic Benefits from Non-Clients**

As described in more detail under Item 5 and Item 10, Employees, Affiliated Brokers, other KKR proprietary entities and KKR Capstone and RPM receive economic benefits from portfolio companies of KAM Funds and Other Clients.

Please see response to Item 5, “Fees and Compensation” “Other Compensation” with respect to monitoring fees, financial advisory fees, transaction fees, accelerated fees, break up fees and other compensation.

Please see response to Item 5, “Fees and Compensation” “Other Compensation” with respect to directors’ fees for Employees serving on boards of portfolio companies.

Please see response to Item 5, “Fees and Compensation” “Other Compensation” and Item 10, “Other Financial Industry Activities and Affiliations” with respect to compensation received by Affiliated Brokers.

Please see response to Item 5, “Fees and Compensation” “KKR Capstone and RPM” with respect to portfolio companies of KAM Funds or Other Clients and fees and/or servicing payments payable to KKR, its affiliates, KKR Capstone or RPM.

### **Compensation to Non-Supervised Persons for Client Referrals**

KAM may enter into solicitation agreements pursuant to which it compensates a third-party intermediary for client referrals that result in the provision of investment advisory services by KAM. Any cash solicitation agreements will comply with Rule 206(4)-3 under the Advisers Act. Solicitors introducing clients to KAM may receive compensation from KAM, such as a retainer and/or a percentage of introduced capital. Such compensation will be paid pursuant to a written agreement with the solicitor and generally may be terminated by either party from time to time. The cost of any such fees will be borne entirely by KAM or KKR and not by any affected client.

## **Item 15**      **Custody**

KAM has custody of the assets of certain KAM Funds and KAM Associates Vehicles, and these KAM Funds and their investors receive annual audited financial statements from the KAM Funds’ auditor. Other KAM Funds and Other Clients of KAM receive account statements from broker-dealers, banks or other qualified custodians with respect to the assets managed by KAM. KAM sends certain account and performance information to KAM Funds and Other Clients, and KAM urges the KAM Funds and Other Clients to compare the information they receive from KAM with the information received from KAM Fund auditors or broker-dealers, banks or other qualified custodians.

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

KAM, including through the KAM GPs, generally has discretionary authority based on its investment management agreements with KAM Funds and Other Clients and the governing documents of the KAM Funds and Other Clients to buy and sell securities or other investments on behalf of the KAM Funds and Other Clients and to determine the amount of such investments to be bought and sold, subject to such restrictions as may be specified with respect to each KAM Fund and Other Clients in such management

agreements and governing documents and as otherwise may be required pursuant to the rules and regulations of any exchange or market on which the securities of a KAM Fund or Other Client account are admitted to trade. The terms upon which KAM serves as investment manager of a KAM Fund or Other Client are established at the time each KAM Fund or Other Client relationship is established and are generally set out in an investment management agreement and/or limited partnership agreement or other governing document entered into by KAM with respect to the relevant KAM Fund or Other Client, and disclosed in the offering documents for the relevant KAM Fund, as applicable. These terms, which vary as among each KAM Fund and Other Client, may limit the investments KAM may make on behalf of the relevant KAM Fund or Other Client based on security classes, geographies, concentration limits, leverage limits and/or other criteria, among others. Generally, such investment management agreements and governing documents contain only limited investment restrictions and requirements as to diversification of fund investments, either by geographic region or asset type.

In addition to the conflicts of interest described under Item 11, as a general matter, KAM may exercise its investment discretion to give advice or take action (including entering into short sales or other “opposite way trading” activities) with respect to the investments held by, and transactions of KAM Funds, Other Clients or KKR proprietary entities that may be different from or otherwise inconsistent with the advice given or timing or nature of any action taken with respect to the investments held by, and transactions of, other KAM Funds, Other Clients or KKR proprietary entities. Such different advice and/or inconsistent actions may be due to a variety of reasons, including, without limitation, differences between the investment objectives, programs, strategies and tax treatment of certain KAM Funds, Other Clients or KKR proprietary entities or the regulatory status of other KAM Funds or Other Clients and any related restrictions or obligations imposed on KAM as a fiduciary thereof (including for example KAM Funds or Other Clients that are registered as investment companies under the Investment Company Act). Such advice and actions may adversely impact KAM Funds and Other Clients. For example, another KAM Fund, Other Client, Seed Investment or other KKR proprietary entity may establish a short position in a security held by a KAM Fund, Other Client, Seed Investment or other KKR proprietary entity (for example as collateral) and such short sale may result in a decrease in the price of the security that the relevant KAM Fund, Other Client, Seed Investment or other KKR proprietary entity hold. Similarly, KAM may seek to buy or sell a security for a KAM Fund or Other Client and, concurrently or in close proximity in time, seek to buy or sell the same securities or similar securities in the opposite direction; this can benefit the execution quality of the second account to execute such a trade. KAM has established policies and procedures intended to address conflicts of interest inherent in effecting long and short positions in the same security (i.e., opposite way trading) with respect to KAM Funds, Other Clients, Seed Investments and other propriety accounts. These policies and procedures are designed to ensure that KAM will treat all accounts (including Seed Investments and other KKR proprietary entities) on equal footing and not favor long trading or short trading, or short trading over long trading; and also ensure that opposite way trading is the result of independent investment theses and is executed in an orderly and equitable fashion.

To the extent KAM provides investment advisory or management services to KAM Funds or Other Clients that are subject to ERISA (“**ERISA Clients**”), KAM will be acting as an ERISA fiduciary to such ERISA Clients. KAM’s fiduciary relationships with ERISA Clients may cause conflicts of interest, as described herein, and independently may affect the actions KAM is permitted to take with respect to any other KAM Funds or Other Clients in certain situations where an ERISA Client may be negatively affected. The terms of, or the return on, an investment by a KAM Fund or Other Client may not be equivalent to, or better than, the terms of, or the returns obtained by, other KAM Funds or Other Clients or KKR proprietary entities. In addition, a KAM Fund or Other Client or KKR proprietary entity with similar investment objectives, programs or strategies of any other KAM Fund or Other Client may not hold the same positions, obtain the same financing or perform in a substantially similar manner as such other KAM Fund or Other Client.

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

KAM has adopted policies with respect to voting client securities, and has engaged an independent third party proxy voting specialist, Institutional Shareholder Services, Inc. (“ISS”), to assist KAM in certain proxy votes. The services provided by ISS include in-depth research, global issuer analysis, and voting recommendations as well as vote execution, reporting and recordkeeping with respect to both U.S. and non-U.S. securities. KAM, however, retains ultimate voting discretion with respect to client securities. It is the general policy of KAM to vote client proxies in the interest of maximizing shareholder value. To that end, KAM will vote in a way that it believes is consistent with its obligations to the KAM Funds and Other Clients, and will cause the value of the relevant investment to increase the most or decrease the least.

KAM recognizes that there may be a potential conflict of interest when voting a proxy solicited by an issuer that is an investor in a KAM Fund, for example, or with whom KAM has another business relationship that may affect how it votes the issuer’s proxy. KAM has adopted policies to address these and other issues that could give rise to a conflict, including referring the matter to the KAM Conflicts Committee to address issues raised from potential conflicts, including referring the proxy to ISS to exercise. KAM maintains documentation to support its proxy voting position on such other proxy matters. KAM may depart from these guidelines in order to avoid voting decisions believed to be contrary to the best interests of the KAM Funds and Other Clients or if it has agreed otherwise with the relevant client. Any such exceptions will be documented by KAM and reviewed by the Chief Compliance Officer.

A KAM Fund or Other Client or investor in a KAM Fund may obtain a copy of KAM’s Proxy Voting policies and procedures and information on how KAM voted proxies on behalf of such party on written request to KAM.

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

KAM does not require the payment of management fees or other compensation six months or more in advance. There exists no financial condition of which KAM is currently aware that would impair KAM’s ability to meet contractual commitments to its clients.

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

KAM is not registering, nor is currently registered, as an investment adviser with any state securities authorities.