

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



**KKR CREDIT ADVISORS (US) LLC**

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This brochure provides information about the qualifications and business practices of KKR Credit Advisors (US) LLC (“**KKR Credit Advisors (US)**”). 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. KKR Credit Advisors (US) is registered as an investment adviser with the SEC. This registration does not, however, imply a certain level of skill or training of any KKR Credit Advisors (US) personnel.

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

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

There have not been material changes to KKR Credit Advisors (US)'s Part 2A since its most recent update on June 2017. However, please note that KKR Credit Advisors (US) is making revisions to the following sections of the Part 2A as part of its 2018 Annual ADV Filing:

- Item 4 – Updated information and disclosure regarding KKR Credit Advisors (US)'s advisory business.
- Item 5 – Updated information and disclosure regarding fees and compensation, including management fees, carried interest, portfolio company-related fees and other compensation, and expenses.
- Item 8 – Updated information and disclosure regarding methods of analysis, investment strategies business practices and the risks related to such activities.
- Item 10 – Updated information and disclosure regarding KKR Credit Advisors (US)'s investment advisory affiliations.
- Item 11 – Updated information and disclosure regarding conflicts of interest that may arise in the course of KKR Credit Advisors (US)'s investment and other activities.

KKR Credit Advisors (US), at any time, may update this Part 2A and either sends you a copy or offers to send you a copy (either by electronic means or in hard copy form).

**Item 3**      **Table of Contents**

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

### **Overview**

KKR Credit Advisors (US) LLC (“**KKR Credit Advisors (US)**”) is a Delaware limited liability company founded in August 2004 and registered as an investment adviser with the U.S. Securities and Exchange Commission (the “**SEC**”). KKR Credit Advisors (US) together with its relying advisers, participating affiliates and other affiliated entities listed in Item 10 are collectively referenced, together with the KKR Credit Managers (as defined below) as applicable, as “**KKR Credit**”. KKR Credit has approximately \$52.1<sup>1</sup> billion in assets under management as of December 31, 2017, managed on a discretionary basis. KKR Credit advises pooled investment vehicles, dedicated separately managed account vehicles, collateralized loan obligation vehicles (“**CLOs**”), a closed-end management investment company (the “**RIC**”) registered under the U.S. Investment Company Act of 1940, as amended (the “**Investment Company Act**”), two closed-end management investment companies that have each filed an election to be treated as a business development company (“**BDCs**”) under the Investment Company Act, discretionary accounts established for third-party institutional investors, and certain investment funds and investment vehicles established and managed by Kohlberg Kravis Roberts & Co. L.P. (“**KKR**”). KKR Credit’s investment management and advisory activities focus on U.S. and European leveraged credit strategies, such as leveraged loan and high yield bond strategies, alternative credit strategies (including investments in mezzanine and mezzanine-like instruments, structured and illiquid credit, and direct senior loan origination investments), specific types of syndicated credit investments (e.g., investments in revolver credit facilities), special situations investments and credit investments relating to other assets held by funds and other investment vehicles and accounts managed by KKR, including private equity and real assets, such as infrastructure, energy and real estate.

KKR Credit is affiliated with KKR & Co. L.P. (“**KKR & Co.**” or the “**Public Company**”) which, through its subsidiaries, acquires stakes in, or seeds, or otherwise holds interests in third-party hedge funds and fund of fund managers (the “**Stakes and Seed Managers**”).

KKR Credit Advisors (Ireland) Unlimited Company (“**KKR Credit Advisors (Ireland)**”) provides discretionary investment management services to a number of pooled investment vehicles, registered funds, separately managed accounts and CLOs generally pursuing strategies including European leveraged loans and high-yield bonds, alternative credit opportunities, including mezzanine and mezzanine-like instruments and direct senior loan origination and specific types of syndicated credit investments (e.g., investments in revolver credit facilities) and structured and illiquid credit.

On December 11, 2017, KKR Credit announced a strategic partnership with Franklin Square (“**FS**”) to combine their respective private credit BDC platforms into an \$18 billion assets under management business. As of March 29, 2018, KKR Credit advises two private credit BDCs (the “**KKR Credit BDCs**”), including Corporate Capital Trust, Inc. and Corporate Capital Trust II, and FS manages \$13.7 billion across four private credit BDCs (the “**FSIC BDCs**”). As part of this transaction, a new investment manager being established as a joint venture between KKR and FS will serve as the sole investment adviser to the KKR Credit BDCs and the FSIC BDCs.

KKR Credit is affiliated with KKR Alternative Investment Management Unlimited Company (“**KKR AIM**”), which is regulated by the Central Bank of Ireland, is an authorized European Union (“**EU**”)

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

alternative investment manager and separately files reports as an exempt reporting adviser with the SEC. KKR AIM may enter into delegation and/or sub advisory agreements with KKR Credit under which KKR will provide certain portfolio management services to KKR AIM in connection with investment funds with respect to which KKR AIM serves as alternative investment fund manager for the purposes of the EU Alternative Investment Fund Managers Directive (“AIFMD”).

KKR Credit Advisors (US) is affiliated with KKR and its subsidiaries, which operate under the name “**KKR**”. KKR advises private equity funds and other investment vehicles, including proprietary entities that invest capital for long-term appreciation, primarily either through controlling ownership of companies or minority positions. In addition, to its traditional private equity strategy, KKR advises funds and other investment vehicles focused on infrastructure, energy and real estate, which invest capital primarily through acquiring interests in companies or acquiring underlying assets. KKR also advises investment funds and other investment vehicles that make growth capital and core investments. KKR also advises vehicles that make real estate debt investments, including real estate investment trusts (“REITs”). KKR also offers and sponsors funds and other investment vehicles that make co-investments alongside KKR proprietary investments or in specific or multiple portfolio companies and other assets invested in by investment funds advised by KKR and its affiliates, a customized platform that may invest in funds advised by KKR and its affiliates and funds sponsored and managed by unaffiliated investment managers (collectively, “third party funds”) and related co-investments, and strategic partnership vehicles or other multi-strategy or multi-asset arrangements that invest across multiple funds and investment strategies advised by KKR and its affiliates. KKR’s Global Institute (“KGI”) periodically publishes papers, highlighting views from KKR’s portfolio companies and portfolio managers and political, economic and social trends. KKR’s Global Macro and Asset Allocation Group also periodically publishes commentary on macro-economic trends and related topics through KGI and oversees a proprietary portfolio of investments in a variety of instruments and securities.

KKR Credit 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 (please see Item 11 for additional information regarding KKR’s proprietary investment activities).

With limited exceptions in connection with its customized platform investing in KKR funds and third party funds and related co-investments, KKR Credit does not manage client assets on a non-discretionary basis as of December 31, 2017, although certain clients have consent, or opt-out, or opt-in rights with respect to certain investments.

## **Ownership/Structure**

KKR Credit Advisors (US) is wholly-owned by KKR. KKR is a subsidiary of KKR Management Holdings L.P. (“**KKR Management Holdings**”) and an indirect subsidiary of the Public Company, which was listed on the New York Stock Exchange on July 15, 2010. KKR Management LLC (“**Managing Partner**”) serves as the general partner of the Public Company and may be deemed to control indirectly the Public Company’s business for regulatory purposes. KKR Management LLC does not hold any economic interests in the Public Company, and KKR Holdings L.P. (“**KKR Holdings**”), holds special voting units in the Public Company (as well as the economic interests described below). Holders of the common and preferred units of the Public Company (which may include KKR affiliates, employees, non-employee operating consultants and their related persons) hold 100% of the limited partnership interests in the Public Company. As of December 31, 2017, the Public Company indirectly held approximately 59.1% of the general and limited partnership units in KKR Management Holdings, KKR Fund Holdings L.P. and KKR International Holdings L.P. (collectively, the “**Group**”).

**Partnerships**”), which hold the operating businesses of the Public Company’s subsidiaries. As of December 31, 2017, 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. On February 8, 2018, the Public Company announced that its senior management and the Managing Partner’s board of directors are evaluating whether to convert from a partnership to a corporation.

KKR Credit Advisors (Ireland) is an indirect subsidiary of KKR Fund Holdings L.P., which is in turn, an indirect subsidiary of the Public Company.

### **Nature of KKR Credit’s Clients**

KKR Credit provides investment management, advisory and administrative services directly and indirectly through wholly-owned and controlled management entities established with respect to one or more Clients for operational and other purposes (“**KKR Credit Managers**”). KKR Credit generally provides these services (i) through affiliated general partners or managing members (“**KKR Credit GPs**”) and/or through KKR AIM, as applicable, in respect of investment funds, and dedicated investment vehicles established for institutional investors and certain high net worth investors sponsored and managed by KKR Credit (“**KKR Credit Funds**”), (ii) as adviser to a BDCs, (iii) as adviser to the RIC, (iv) as adviser to a number of CLO vehicles, (v) as sub-adviser to another BDC and discretionary accounts established for third party institutional investors, and (vi) as adviser directly to other institutional clients, including U.S. and non-U.S. pension plans and sovereign wealth funds (“**Other Clients**”), pursuant to contractual relationships, such as investment management agreements. KKR Credit 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 with the exception of the BDCs and the RIC. The offering of the securities of the KKR Credit 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 the BDCs and the RIC. For purposes of this brochure, the term “**KKR Credit Fund**” includes the BDCs and the RIC. KKR Credit Funds and the Other Clients are collectively referred to in this brochure as KKR Credit’s “**Other Clients**”. KKR Credit also through affiliated general partners provides certain operational and administrative services to co-investment vehicles that are not advisory clients of KKR, such as syndicated capital co-investment vehicles and syndication side cars, as described in Item 11 – “Allocation of Investment Opportunities,” through which third-party investors co-invest alongside KKR Funds and Other Clients.

KKR Credit Advisors (US) does not participate as a manager in any wrap fee programs.

### **Investment Mandates**

The terms upon which KKR Credit serves as investment manager or advisor of a KKR Credit Fund or Other Client are established at the time each KKR Credit Fund or Other Client relationship is established and are generally set out in the governing documents entered into by KKR Credit with respect to the relevant KKR Credit Fund or Other Client and disclosed in the offering or disclosure documents for the relevant KKR Credit Fund or Other Client, as applicable. These terms, which vary among each KKR Credit Fund and Other Client, may limit the investments KKR Credit may make on behalf of the relevant KKR Credit 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**

KKR Credit (including the KKR Credit GPs) generally receives management fees, carried interest allocations and/or performance fees in connection with the investment management and administrative services KKR Credit provides to KKR Credit Funds or Other Clients. Certain co-investment vehicles and KKR Credit Associates Vehicles (as defined under Item 6), as discussed below in Item 6, are not subject to such fees and/or carried interest allocations. The allocation of a portion of the profits of a KKR Credit Fund, whether allocated to the capital account of a KKR Credit GP or distributed to a KKR Credit GP is referred to herein as “**carried interest**.”

Management fees, carried interest, performance fees and other compensation payable to KKR Credit (including KKR Credit GPs) by KKR Credit Funds or Other Clients together with other terms governing the management of KKR Credit Funds or Other Clients by KKR Credit, are established by KKR Credit at the time of the establishment of the relevant KKR Credit 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 KKR Credit Funds or Other Clients and vary among KKR Credit Funds or Other Clients. Fee terms of KKR Credit Funds or Other Clients have been and may be changed during the term of the relevant relationship. The share of compensation earned by KKR Credit or its affiliates in respect of a KKR Credit Fund or Other Client varies among investors in such KKR Credit Fund pursuant to the terms of the governing documents, side letter agreements or other arrangements with specific investors in such KKR Credit Fund whereby such investors receive direct or indirect reductions of management fees or other compensation otherwise payable with respect to their investments managed by KKR Credit. For example, each of KKR Credit, and KKR has entered into, or 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 KKR Credit’s, and KKR’s platform of products, investment ideas and asset classes. Such arrangements include KKR Credit or KKR 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 particular KKR Credit Fund and/or investment fund managed by KKR, as applicable, when applied to the entire strategic partnership. Where a strategic investor participates in a KKR Credit Fund, investment fund managed by KKR 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. In cases where a strategic investor’s management fees and carried interest are due at the level of such vehicle and account, such terms may include a waiver of management fees and carried interest on such strategic investor’s investment in KKR Credit Funds, investment funds managed by KKR. In addition, where a strategic partner enters into such an arrangement with KKR Credit or KKR, other investors in KKR Credit Funds will not be notified or receive documentation of such an arrangement. Please refer to Item 11 – “Other Conflicts of Interest” for further information regarding strategic partnerships.

In addition, KKR Credit may enter into arrangements with one or more third-party sponsors to establish conduit investment vehicles and other dedicated feeder vehicles to facilitate the indirect participation in a KKR Credit Fund by certain “high net worth” investors and other qualified Clients of such sponsor (each a “**Dedicated Feeder**”). Such third party sponsor may also solicit a direct investment in a KKR Credit Fund by certain of its Clients in consideration of the payment of a placement fee from KKR Credit or such KKR Credit Fund (each, a “**Placed Investor**”). In connection with the admission of any Dedicated Feeder to a KKR Credit Fund, the applicable KKR Credit GP will determine, in its discretion, whether to aggregate the indirect capital commitments of the investors in such Dedicated Feeder, including, without

limitation, for purposes of calculating any management fee discount to which such Dedicated Feeder may be entitled. In connection with the foregoing, there may be circumstances in which discounts, if any, are provided on an aggregated basis with respect to some, but not all, Dedicated Feeders, which would have the effect of establishing more favorable economic terms with respect to such Dedicated Feeders as compared to those applicable to other comparably-sized Dedicated Feeders. Further, discounts in management fees generally do not apply to Placed Investors but may be granted to any Placed Investor in KKR Credit's sole discretion.

## **Management Fees**

Management fees compensate KKR Credit generally for the various services KKR Credit's business professionals provide in managing KKR Credit Funds or Other Clients. Typically, KKR Credit charges management fees at an annual rate of between 0.33% and 1.75% of the capital committed to, the net asset value of, the invested capital of, the aggregate collateral balance of or the collateral pledged by the relevant KKR Credit Fund or Other Client, depending, in particular, on the strategy of the relevant KKR Credit Fund or Other Client, the amount of assets being placed under management with KKR Credit and the point in time in the life cycle of the relevant KKR Credit Fund or Other Client account. For example, for certain KKR Credit Funds, investors in the same fund pay different management fees based on whether they invested in an early or later round of fundraising and the amount of their investment or the amount invested by investors with the same discretionary manager or consultant, with earlier or larger investors (or groups of investors) potentially paying lower management fees than other investors. Management fees may be paid monthly or quarterly in advance or arrears, depending on the KKR Credit Fund or Other Client. KKR Credit 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. KKR Credit generally does not charge interest on such deferred management fees. The KKR Credit GPs generally make capital calls on investors in KKR Credit Funds for the amount of management fees payable by the KKR Credit Funds to KKR Credit and then cause the KKR Credit Funds to pay the amounts received from the investors to KKR Credit, consistent with the governing documents of the KKR Credit Funds. KKR Credit generally invoices Other Clients for management fees. In some cases, management fees due to KKR Credit may be deducted from proceeds otherwise distributable to investors in a KKR Credit Fund or Other Client or paid out of the assets of such KKR Credit Fund or Other Client, consistent with the governing documents of such KKR Credit Fund or Other Client. Management fees due from a KKR Credit Fund may also be paid by drawdowns by KKR Credit (or relevant KKR Credit GP) under such KKR Credit Fund's subscription credit facility (which drawdowns are subsequently repaid through capital calls or investment proceeds).

With respect to the BDC where KKR Credit acts as sole investment advisor, KKR Credit is entitled to receive the management fees for managing the BDC. With respect to the BDC where KKR Credit acts as a sub-adviser, KKR Credit is entitled to receive from its investment adviser 50% of the management fees such adviser receives for managing the applicable BDC. KKR Credit receives from the RIC a management fee, payable monthly, at an annual rate of 1.10% of the RIC's managed assets, as defined in the RIC's prospectus.

For some KKR Credit Funds or Other Clients where management fees are paid in advance with respect to a KKR Credit Fund or Other Client, the terms applicable to the relevant KKR Credit Fund or Other Client may not (and in the case of KKR Credit Funds, typically do not) contemplate repayments of fees to the extent that KKR Credit's services terminate (or an investor withdraws or redeems its interests in such KKR Credit Fund or Other Client) prior to the end of the relevant payment period, particularly with respect to closed-end KKR Credit Funds. Where management fees are based on committed capital or the remaining invested capital of a KKR Credit Fund, the management fee payable by such KKR Credit Fund



will be due to KKR Credit even if the fair value of the relevant remaining investments is below cost or even zero.

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

### **Carried Interest Allocations and Performance Fees**

KKR Credit (including the KKR Credit GPs) also generally receives carried interest allocations or other performance related compensation from KKR Credit Funds or Other Clients (other than certain co-investment vehicles and KKR Credit Associates Vehicles) of up to 20% of profits third-party investors earn on their investments in KKR Credit Funds. Carried interest allocations in particular may be subject to preferred return hurdles, catch-up allocations, and/or claw-backs, depending, among other things, on the strategy and structure of the relevant KKR Credit Fund. KKR Credit GP's typically receive carried interest allocations on a deal-by-deal basis for profitable portfolio company investments. Profitable investments realized early in the life of a KKR Credit Fund or Other Client may be followed by the poor performance of investments realized later in the life of a KKR Credit Fund or Other Client, which would reduce the KKR Credit Fund's or Other Client's overall profitability or cause it to be unprofitable. If this were to result over the life of a KKR Credit Fund or Other Client in KKR Credit having received more than the agreed-upon percentage of the relevant KKR Credit Fund's or Other Client's total profits, or the hurdle performance rate required by the KKR Credit Fund's or Other Client's terms not being met, KKR Credit will typically be required to reimburse (i.e., have clawed back) all or an appropriate portion of the carried interest allocations received by it, net of taxes, to ensure that KKR Credit does not receive a greater share of profits than agreed upon with the relevant KKR Credit Fund's or Other Client's investors.

With respect to KKR Credit Funds structured as hedge funds and other comparable open-ended investment vehicles, KKR Credit may receive performance fees based on realized and unrealized profits generated by such KKR Credit Fund in the relevant performance period. The terms of such KKR Credit Funds will typically not require any reimbursement or claw-back of performance fees if such unrealized profits are reversed in whole or in part during subsequent performance periods however in order for performance fees to be earned in subsequent performance periods, previous negative performance may need to be recovered, consistent with the terms of the organizational documents with respect to such KKR Credit Funds.

With respect to the BDCs, KKR Credit is entitled to receive from each BDC's investment adviser 50% of the performance fees such adviser receives for managing the applicable BDC. KKR Credit does not receive any performance fees with respect to the RIC.

### **Portfolio Company-Related Fees**

In addition to management fees for operating KKR Credit Funds or Other Clients, KKR Credit or its affiliates may, from time to time, receive fees for work on the development and execution of core strategies for portfolio companies and for projects to increase portfolio company value. These fees may be borne by (i) a specific portfolio company, (ii) holding companies or other vehicles through which certain,

but not all, of the direct and indirect equity owners of the portfolio company invest or (iii) a specific KKR Credit Fund or Other Client and can be broken down generally into two categories: shared fees and non-shared fees (see discussion below). When such fees are borne by such holding companies or other vehicles or by a specific KKR Credit Fund or Other Client, such KKR Credit Fund or Other Client will bear a greater portion of such fees than would be the case if the relevant portfolio company paid such fees as only the investors in the holding company (or KKR Credit Funds or Other Client) will bear the cost of such fees. In addition, if a portfolio company is unable to pay or declines to pay for certain services (including services rendered by Consultants (defined below) or Affiliated Brokers), then the relevant KKR Credit Fund or Other Client, as applicable, will be charged for such services, which may also result in a greater portion of such fees being borne by such KKR Credit Fund or Other Client than would otherwise have been the case.

A portion of the shared fees are generally offset against management fees payable by KKR Credit Funds or Other Clients, while non-shared fees do not reduce management fees. The overall amount of shared fees may also be reduced by certain sourcing and diligence expenses incurred by KKR Credit pursuing unconsummated transactions for KKR Credit Funds or Other Clients. Portfolio company-related fees are paid regardless of a KKR Credit Fund or Other Client's profitability and are not negotiated with investors in KKR Credit Funds or Other Clients and may be capitalized as part of the acquisition price of the relevant investment for consummated investments.

#### *Shared Fees*

Shared fees are fees for KKR Credit services which offset management fees paid by KKR Credit Funds or Other Clients, and include transaction, monitoring, break-up and directors' fees. KKR and its affiliates charge monitoring fees and transaction fees to portfolio companies, which are not generally negotiated on an arm's length basis. KKR Credit Funds and Other Clients may in certain instances indirectly bear the costs of these fees. KKR Credit or its affiliates receive "monitoring fees" in exchange for providing KKR Credit Fund portfolio companies with management, consulting, financial and other services.

Monitoring fee agreements are typically renewed automatically on an annual basis and typically include annual fee increases. A portfolio company's EBITDA (earnings before income, taxes, depreciation, and amortization) is generally taken into account in determining the amount of applicable monitoring fees. Monitoring fees may also be based on a percentage of EBITDA or a specific dollar amount.

On the occurrence of initial public offerings, sales or other change of control events related to the relevant company, KKR (or an affiliate) is typically entitled to all unpaid monitoring fees plus any unreimbursed expenses plus the net present value of future monitoring fees that would otherwise be payable by the relevant portfolio company (the "**NPV Payment**"). The NPV Payment is based on the net present value of the monitoring fees payable over a future fixed period calculated using discount rates equal to the yield on U.S. Treasury securities of like maturity based on the dates fee payments would have been due. The fixed period of time used in the net present value calculation will typically be tied to the term of the relevant KKR Credit Fund or portfolio investment or in more recent agreements, a period within that term; however, in certain instances the calculation period has exceeded the relevant KKR Credit Fund's (or investment's) term. Under more recent monitoring fee agreements for portfolio companies of KKR Credit Funds and Other Clients, the fixed period of time used in the NPV Payment calculation described above will be the lesser of (i) the remaining term of the relevant monitoring agreement (the term for each monitoring agreement generally will be fixed as the end of the last year of a KKR Credit Fund's term) and (ii) three-and-a-half-years from the date of termination of the monitoring agreement (the three-and-a-half-year-period reflects the average length of time that it took for KKR Credit's recent mature private equity funds to exit portfolio companies fully following an initial public offering or strategic sale where the fund continued to own securities, reflecting what KKR Credit believes is a reasonable approximation

for the average number of years during which KKR Credit has historically remained actively involved with such companies). An NPV Payment will generally only be taken in respect of a portfolio company or other issuer where KKR Credit (or KKR or another affiliate) expects to continue to provide ongoing services and advice to the issuer after there has been an initial public offering, sale or other change of control event. As such, an NPV Payment generally will only be taken if (i) the relevant KKR Credit Fund, Other Client, co-investment vehicles and KKR Credit proprietary entities retain, directly or indirectly, 10% or more of the stock or other equity interests in the issuer (or the surviving entity) immediately following the relevant event and (ii) an employee of KKR Credit, KKR or another affiliate or a co-investor employee or designee serves or is expected to serve as a member of, or observer at, the board of directors or similar governing body of the issuer (or the surviving entity) (or in the absence of such service or expected service, KKR Credit, KKR or another affiliate retains the right to appoint or nominate such a director or observer) immediately following the relevant event. The contractual provisions described above and the KKR Credit methodology may be amended from time to time.

KKR Credit or an affiliate (including KKR) may also receive transaction fees for the work performed by KKR Credit or such affiliate in structuring investments in portfolio companies and with respect to significant transactions or exits for those portfolio companies or portfolio investments. Transaction fees may be received in connection with the same portfolio company in which payments under a monitoring fee agreement are received. KKR Credit and its affiliates, such as an Affiliated Broker, may also receive fees in respect of administrative services provided to loan syndicates lending to the KKR Credit Fund or Other Client portfolio companies. Transaction fees may be calculated as a percentage of the total enterprise value, or as a percentage of the aggregate price paid for the securities that are acquired by a KKR Credit Fund or Other Client. KKR Credit or its affiliates may also receive “break-up” or similar fees in connection with unconsummated, canceled or terminated portfolio transactions. The agreements relating to the relevant transaction generally specify the amount and timing of such fees and such agreements may condition or limit such payments to KKR Credit or its affiliates.

KKR Credit periodically discloses to investors in certain KKR Credit Funds (and may disclose to investors in Other Clients, if applicable) the amount of monitoring fees, transaction fees and break-up fees allocated to the KKR Credit Funds or Other Clients in which they have invested. Monitoring fees (including NPV Payments) and transaction fees are generally allocated among KKR Credit Funds, Other Clients and KKR Credit Associates Vehicles (and other participating KKR proprietary entities and co-investment vehicles, if applicable) based on ownership of the relevant portfolio company or investment to which they are charged. The amount of break-up fees is generally allocated among KKR Credit Funds, Other Clients, KKR Credit Associates Vehicles (and other participating KKR proprietary entities and co-investment vehicles, if applicable) based on the anticipated ownership of the relevant company or investment had the transaction been consummated. If the expected equity source is not known for such deal, the waterfall methodology for allocating sourcing and diligence expenses for the strategy of such deal will generally be used to allocate the breakup fee.

In addition to the fees described above, certain officers and employees of KKR Credit (“**Employees**”) currently do and may in the future receive directors’ fees for serving on the boards of portfolio companies, holding vehicles and other entities in or through which KKR Credit Funds or Other Clients invest. For older KKR Credit Funds, these directors’ fees are generally not offset against KKR Credit Fund management fees and may be retained in whole or in part by the Employees. For newer KKR Credit Funds or Other Clients (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 portfolio companies and other entities in or through which KKR Credit Funds or Other Clients invest, and an Employee serving as an interim executive would either not receive additional compensation for his or her service or KKR Credit would share any compensation received by such Employee with the relevant KKR Credit Funds or Other Clients (i.e., via a management fee offset) in the

same manner and extent as monitoring fees offset management fees for such KKR Credit Funds or Other Clients.

A portion of the monitoring fees, transaction fees and break-up fees allocated to KKR Credit Funds or Other Clients will generally reduce or offset management fees otherwise payable by investors in such KKR Credit Funds or Other Clients as described in the offering materials, disclosure documents and/or governing documents of the relevant KKR Credit Funds or Other Clients. The portion of allocable compensation that reduces or offsets management fees varies between KKR Credit Funds and Other Clients. KKR Credit will retain the portion of such compensation that is allocated to KKR Credit Funds or Other Clients that does not reduce or offset management fees as well as the allocated portion that is attributable to the relevant KKR Credit GP. KKR Credit retains such compensation to the extent it is allocable to KKR Credit Associates Vehicles (except in the case of certain older investment funds managed by KKR and its affiliates) or co-investment vehicles. Fees allocated to co-investment vehicles and KKR Credit Associates Vehicles will not offset the management fees payable by KKR Credit Funds or Other Clients.

#### *Non-Shared Fees*

In addition to the shared fees described above, KKR Credit, its affiliates and its KKR Capstone, RPM and other Consultants will also receive fees for services provided to portfolio companies. KKR Credit Funds and Other Clients indirectly bear the cost of these fees. Such fees do not offset management fees due from KKR Credit Funds or Other Clients. Examples of non-shared fees for services include fees for third-party replacement services (i.e. fees received by KKR's Consultants and Affiliated Brokers that would have otherwise have been provided by other Consultants or broker dealers).

#### **KKR Capstone, RPM and Other Consultants**

Each of KKR Capstone Americas LLC (collectively with its related parties, "**KKR Capstone**"), which provides consulting services to KKR and KKR Credit, investment funds managed by KKR and its affiliates and KKR Credit Funds, Other Clients and portfolio companies, holding companies and other entities in or through which investment funds managed by KKR and its affiliates, KKR Credit Funds or Other Clients invest, and RPM Energy Management LLC (collectively with its related parties, "**RPM**"), which provides operating and consulting services to KKR, KKR Credit, investment funds managed by KKR and its affiliates, KKR Credit Funds or Other Clients and certain portfolio companies and/or assets of the foregoing in the oil and gas industry, is owned by its senior management and is neither a subsidiary nor an affiliate of KKR Credit or KKR. KKR Capstone uses the name "KKR" under license from KKR. Each of KKR Capstone and RPM currently has an exclusive relationship with KKR. KKR Capstone and RPM (and other Consultants) provide replacement services to our portfolio companies that KKR's and KKR Credit's investment professionals do not otherwise provide. Other companies provide similar services as KKR Capstone, RPM and other Consultants, but they are less customized to the business of KKR Funds and Other Clients and are not exclusive to their portfolio companies.

KKR Credit engages persons to provide various consulting services to KKR Credit Funds and other Clients ("**Consultants**") including and in addition to KKR Capstone and RPM, including, without limitation, for sourcing, operational consulting, industry consulting, asset level consulting and operating services, debt servicing, engineering services, construction management, leasing management, development management, environmental compliance and remediation, purchasing and other property management or loan services, and general and administrative services, on terms substantially similar to those described with respect to KKR Capstone and RPM. KKR Capstone, RPM and other Consultants are often involved in due diligence in connection with KKR Credit's investment sourcing. Generally, KKR

Capstone, RPM and certain other Consultants have master consulting agreements in place with KKR and/or KKR Credit for due diligence work and other projects (including non-implementation advisory or scoping work to identify and evaluate the potential for consulting or similar arrangements with existing portfolio companies and related operational changes and improvements) contracted by KKR Credit on behalf of KKR Credit Funds or Other Clients and they may enter into engagement letters with KKR Credit Fund portfolio companies, holding companies and other entities for consulting services provided to such entities. Under those agreements and engagement letters, KKR Capstone, RPM and certain other Consultants are generally entitled to fees, other compensation and expense reimbursement (outside of the U.S., expenses may be determined as a fixed percentage of KKR Capstone's fee for a specific engagement). Compensation for KKR Capstone (and other Consultants) may include a success fee (in the form of cash or equity) based on pre-agreed targets or milestones. While such fees and reimbursable expenses and other compensation paid to KKR Capstone and RPM are believed by KKR Credit to be reasonable and generally at or below 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.

Fees and compensation received by KKR Capstone and RPM (and other Consultants) are not shared with KKR Credit Funds or Other Clients or offset against management fees payable by KKR Credit Funds or Other Clients. Moreover, under the terms of more recent KKR Credit Funds or Other Clients, fees received by KKR Capstone, RPM or any Other Consultant would not be shared with KKR Credit Funds or Other Clients or offset against management fees payable by KKR Credit Funds or Other Clients in the event that KKR Capstone, RPM or any Other Consultant became a subsidiary or an affiliate of KKR. KKR Credit is in the process of evaluating a potential acquisition of KKR Capstone.

KKR Capstone and RPM (and certain other Consultants) may receive services and support from KKR and at the direction of KKR, its affiliates, portfolio companies and other issuers. For example, KKR has in the past, presently does, and is expected to in the future provide loans to KKR Capstone, 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 Consultants) at below market rates, enter into arrangements with KKR Capstone or RPM (or other Consultants) that provide for below market rent, and allow KKR Capstone and RPM (and other Consultants) to participate in KKR's insurance policies and employee benefit plans without passing through the full cost of the coverage to KKR Capstone (and other Consultants). Executives and employees of KKR Capstone, RPM and other Consultants have received, and executives of KKR Capstone, RPM and/or other Consultants are expected to receive in the future, compensation in various forms for services provided to KKR Credit, Other Clients and other KKR Credit investment vehicles and portfolio entities, as described in Item 8 "*Operating Partners*". Executives and employees of KKR Capstone serve on the boards of directors of KKR Credit Fund portfolio companies and receive directors' fees and other compensation (including in the form of fixed and incentive compensation) in connection therewith. KKR Capstone executives also serve from time to time as interim executives of KKR Credit Fund portfolio companies and receive directors' fees and other compensation (including in the form of fixed and incentive compensation) in connection therewith. Fees and compensation received by KKR Capstone and its executives and employees and RPM (and other Consultants) are not shared with KKR Credit Funds or Other Clients and do not offset management fees payable by KKR Credit Funds or Other Clients.

KKR Credit Funds, Other Clients or KKR Credit or its affiliates may recruit a management team to pursue a new portfolio company investment opportunity through acquisitions and/or organic growth. These opportunities are sometimes referred to as "build ups" or "platforms." KKR Credit may also work with operating partners, including through joint ventures or by making investments in operating partners to assess their specialized expertise and skills to operate or service the KKR Credit Fund's or Other Client's assets. Members of the management team for a platform investment or of an operating partner

may include former KKR Credit personnel, or present or former Industry Advisors and Senior Advisors (each as defined below), KKR Capstone executives, RPM executives and other Consultants and receive compensation that may include management fees, performance based fees and equity. Services provided by a management team or operating partner may be similar to and overlap with those provided by KKR Credit to KKR Credit Funds or Other Clients. The management team of a platform investment or operating partner may also provide the same or similar services for assets owned by third parties. KKR Credit Funds, Other Clients or KKR Credit or its affiliates may realize a platform investment (in whole or in part) through sale of the platform or a disposition of specific assets held through the platform. KKR Credit Funds or Other Clients will bear the expenses of the management team or portfolio company, as the case may be, including any overhead expenses, diligence expenses or other related expenses in connection with backing the management team, operating partner or the build out of the portfolio company. Such expenses may be borne directly by the applicable KKR Credit Funds or Other Clients (or as sourcing and diligence expenses, if applicable) or indirectly as KKR Credit Funds or Other Clients fund the start-up and ongoing expenses of the newly formed portfolio company. Although a platform or build up portfolio entity may be controlled by a KKR Credit Fund or Other Client, the compensation or expenses described above will not be offset against any management fees or carried interest distributions payable to KKR Credit or its affiliates in respect of such KKR Credit Fund or Other Client.

With respect to operating partners, KKR Credit may retain such operating partners on an ongoing basis through a consulting or joint venture arrangement involving the payment of annual retainer fees. Further, such operating partners may receive success fees, performance-based compensation and other compensation for assistance provided by such operators in sourcing and diligencing investments for a KKR Credit Fund or Other Client and may co-invest alongside KKR Credit Funds and/or Other Clients. Such annual retainer fees, success fees, performance-based compensation and other costs of retaining such operating partners may be borne directly by a KKR Credit Fund or Other Client as fund expenses. Although an operating partner may be providing services on an exclusive basis to KKR Credit or a KKR Credit Fund or Other Client may have acquired an interest in such operating partner, members of such operating partner will not be treated as affiliates of the relevant KKR Credit GP for purposes of the governing documents of the KKR Credit Fund or Other Client. Accordingly, none of the compensation or expenses described above will be offset against any management fees or carried interest distributions payable to KKR Credit or its affiliates in respect of such KKR Credit Fund or Other Client. Such operating partners (including operating partners in which a KKR Credit Fund or Other Client may own an interest) may operate assets on behalf of a KKR Credit Fund or Other Client as well as other KKR Credit investment vehicles and may also operate assets for third parties, generally according to similar or prevailing rates for such services, although the rates for such services may not have readily available benchmarks for comparison.

Please refer to “Expenses” and “Other” sections below and “*Operating Partners and Joint Venture*” in Item 8 for further information regarding the payment of fees, other compensation and expense reimbursement to KKR Capstone, RPM and other Consultants.

### **Affiliated Brokers**

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/or loans and debt instruments of portfolio companies and other non-controlled entities in or through which certain KKR Credit Funds or Other Clients invest, including in respect of securities or other instruments of such portfolio companies in which KKR Credit Funds or Other Clients have not have invested Affiliated Brokers may also manage or otherwise participate in underwriting syndicates and/or selling groups with respect to securities and/or

loans and other instruments held directly or indirectly by certain co-investment vehicles. Further, Affiliated Brokers may otherwise be involved in the public offering or private placement of such securities and/or loans and other instruments, and/or may provide capital markets advisory services to portfolio companies and other non-controlled entities in or through which KKR Credit Funds or Other Clients invest, including in connection with mergers and acquisitions, and may provide acquisition financing and other corporate lending services to such entities in addition to financing provided through a KKR Credit Fund's 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 KKR Credit Funds, Other Clients and other third party borrowers invest. Affiliated Brokers (through their related lending vehicles) may also provide loans and lines of credit or bridge financing to KKR Credit Fund's and Other Client's portfolio companies. Such financing and underwriting services may also be provided to a third party in which a KKR Credit Fund or Other Client (or portfolio company) may invest. Affiliated Brokers may also provide syndication services to such entities including in respect of co-investments in transactions participated in by KKR Credit Funds or Other Clients. Affiliated Brokers may receive fees; including underwriting placement, transactions and syndication fees, commissions, underwriting discounts, interest payments and other compensation, which may be payable in cash or securities and/or loans, 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 and/or loans issued by portfolio companies. While such fees, commissions, interest payments and other compensation are believed by KKR Credit to be reasonable and charged at market rates for the relevant activities, such compensation is generally determined through negotiations with related parties. No compensation received by Affiliated Brokers for the foregoing activities is offset against management fees or otherwise shared with KKR Credit Funds or Other Clients. Affiliated Brokers do not share in any transaction fees or monitoring fees earned by KKR Credit, which are generally allocated among KKR Credit Funds, Other Clients and KKR Credit Associates Vehicles as discussed above.

Please refer to Item 10 for further information regarding Affiliated Brokers.

### **Loan Servicers and Asset Reconstruction Companies**

KKR Credit or its affiliates may also earn fees as a result of certain affiliates providing loan servicing asset leasing services to KKR Credit Funds and/or Other Clients that invest in loans and loan participations or certain hard assets (or to related portfolio investments or lending syndicates), which fees will not be shared with the KKR Credit Funds and/or Other Clients. In particular, KKR Credit or its affiliates may acquire or invest in one or more "asset reconstruction companies", other asset recovery firms or other similar companies ("ARCs") that source, diligence, service and/or resolve non-performing loans and provide services relating to loan administration, loan or asset resolutions, restructuring, reconstruction in various jurisdictions and may include sourcing and diligencing investments for KKR Credit Funds and Other Clients, ARCs may be entitled to reimbursement of expenses and compensation for services rendered, which may include base and/or performance fees paid in respect of portfolio services, from portfolio investments of KKR Credit Funds and/or Other Clients, and ARCs may co-invest alongside KKR Credit Funds and/or Other Clients.

### **Loan Servicing, Asset Leasing and Administrative Services**

Affiliates of KKR Credit engage in loan servicing and other administrative services provided to borrowers, loan syndicates and similar activities. One or more of such KKR Credit affiliates may provide these services to portfolio companies of KKR Credit Funds and Other Clients and, if so, will receive fees

in connection with such services. Except in the case of certain older KKR Credit Funds, any such loan servicing or administration or similar fees received by KKR Credit or its affiliates from or with respect to a KKR Fund's or Other Client's portfolio companies will not be shared with the KKR Credit Fund or Other Client or offset against management fees or carried interest distributions payable by such KKR Credit Fund or Other Client.

In addition, a KKR Credit Fund or Other Client (or entities through which a KKR Credit Fund or Other Client invests) may retain service providers in which KKR has an interest or which are affiliates of KKR to provide necessary services for investment opportunities related to asset leasing arrangements, including assistance with sourcing of leasing opportunities and negotiating of financing relating thereto as well as repurposing and maintenance services, and such service providers may receive fees for asset leasing services at market rates in respect of KKR Credit Fund or Other Client investments. Fees relating to asset leasing services received by any affiliated or other service providers in which KKR has a proprietary interest generally will not be shared with a KKR Credit Fund or Other Client or offset against a KKR Credit Funds or Other Client's management fees or carried interest distributions payable to a KKR Credit GP, depending on the applicable offering materials, disclosure documents, investment management agreements and/or governing documents. By way of example, KKR may establish a platform arrangement in which it causes KKR Credit Funds or Other Clients to invest in a portfolio of aircraft for aircraft leasing purposes. As is customary with respect to aircraft leasing arrangements, such a platform vehicle may engage a service provider to provide services relating to the applicable aircraft leases, including assistance with the sourcing of leasing opportunities and negotiating of financing relating thereto, as well as maintaining the underlying aircraft fleet and/or repurposing aircraft to meet the needs of lessors. Such service provider may be a third party or it may be an entity in which KKR or its affiliates hold a proprietary interest including an economic control interest resulting in an affiliate relationship with KKR. In addition to reimbursing the service provider for its out-of-pocket expenses, the platform arrangement will compensate the service provider for the provision of such asset leasing services, which compensation may include an ongoing retainer and/or lease management fee as well as other one-off payments, bonuses or compensation depending on the nature of the services provided. An allocable portion of such compensation will be borne by KKR Credit Funds or Other Client s as an investor in the platform arrangement and the service provider will be entitled to retain the full amount of such fees and other compensation generally without any obligation to rebate or return any such amounts to the KKR Credit Fund or Other Client.

KKR Credit and its affiliates may also receive payments for local administrative or management services related to portfolio companies or investments of KKR Credit Funds and Other Clients from those portfolio companies or from entities through which a KKR Credit Fund or Other Client invests in a portfolio company or other investment. The amount and timing of the payment of such amounts will be determined by the relevant legal, tax or regulatory treatment that a KKR Credit Fund or Other Client is seeking to achieve, having regard to the circumstances in which such amounts are paid and the jurisdiction of establishment of the relevant portfolio company or intermediary entity. Except in the case of certain older KKR Credit Funds, any such service costs received by KKR Credit and its affiliates with respect to a KKR Fund or Other Client will not be shared with the KKR Credit Fund or Other Client or offset against management fees or carried interest distributions payable by such KKR Credit Fund or Other Client.

## **Warehoused Investments**

KKR Credit Funds or Other Clients may acquire one or more portfolio investments acquired by KKR Credit or its affiliates prior to the first closing date of such KKR Credit Fund or Other Client. KKR Credit or its affiliates may receive certain fees, including fees paid to Affiliated Brokers, in connection with any



such investments. KKR Capstone fees and RPM fees or other Consultants may also be paid with respect to such investments. Any fees received by KKR or its affiliates with respect to such investments prior to the date of transfer of such warehoused investments to the relevant KKR Credit Fund or Other Client will generally be retained by KKR Credit or its affiliates and will not be shared with the KKR Credit Fund or Other Client or otherwise reduce management fees payable by the KKR Credit Fund or Other Client to KKR Credit. The decision of the relevant KKR Credit GP or KKR Credit regarding the timing of the first closing date of the KKR Credit Fund or Other Client may therefore affect the portion of fees received by KKR Credit and its affiliates with respect to the warehoused investments that are shared with the KKR Credit Fund or Other Client and that otherwise reduce management fees payable by the KKR Credit Fund or Other Client to KKR Credit. In addition, the KKR Credit Fund or Other Client will generally pay an additional amount on the acquisition cost of any warehoused investment equal to a certain percentage per annum from the date of closing of such warehoused investment until the date of transfer of such warehoused investment to the KKR Credit Fund or Other Client. The decision of the KKR Credit GP or KKR Credit regarding the timing of the transfer of the warehoused investment to the KKR Credit Fund or Other Client will therefore affect the quantum of the foregoing additional amount that is paid by the KKR Credit Fund or Other Client to KKR Credit or its affiliates.

### **Senior Advisors and Industry Advisors**

Senior advisors (“**Senior Advisors**”) and industry advisors (“**Industry Advisors**”) are typically senior business leaders who provide advisory and consulting services to KKR, KKR Credit, investment funds managed by KKR and its affiliates, KKR Credit Funds, Other Clients and portfolio companies of the foregoing. They are consultants rather than employees of KKR or KKR Credit and are compensated for services provided to KKR, KKR Credit, investment funds managed by KKR and its affiliates, KKR Credit Funds, Other Clients and such portfolio companies. A significant portion of the compensation and reimbursement of expenses paid to Senior Advisors and Industry Advisors are allocated to investment funds managed by KKR and its affiliates, KKR Credit Funds or Other Clients as expenses, and as a result, these items are described in detail below under “Expenses – Senior Advisors and Industry Advisors.” Senior Advisors and Industry Advisors also receive compensation and expense reimbursement for providing services to portfolio companies, which includes compensation for services on boards of directors, compensation for service as interim executives and consulting related compensation, which involves both fixed and incentive compensation. Accordingly, KKR Credit Funds and Other Clients indirectly bear the cost of such compensation and expense reimbursement.

Compensation and expense reimbursement received by Senior Advisors and Industry Advisors do not offset management fees payable by KKR Credit Funds or Other Clients.

Please refer to the “Expenses” section below for further information regarding allocation to KKR Credit Funds or Other Clients of compensation and other payments received by Senior Advisors and Industry Advisors.

### **KKR Advisors**

KKR advisors (“**KKR Advisors**”) are individuals who were formerly employees of KKR and are subsequently engaged as consultants for KKR or its affiliates. Compensation of KKR Advisors is not borne by KKR Credit Funds or Other Clients. However, KKR Advisors may serve on the boards of portfolio companies of KKR Credit Funds or Other Clients and any fees paid to KKR Advisors by portfolio companies, such as director or consulting fees, will not be credited against any management fees payable by KKR Credit Funds or Other Clients. Former KKR or KKR Credit employees may also join a portfolio company (including a joint venture between a KKR Credit Fund or Other Client and a third party

manager or other persons) as full time employees of such portfolio company and any compensation received by such former employees will not offset management fees payable by the applicable KKR Credit Fund or Other Client.

## **Expenses**

Three general categories of expenses are allocated to and among KKR Credit Funds or Other Clients, KKR Credit Associates Vehicles, co-investment vehicles as further detailed in “Allocation of Investments” section below and certain KKR proprietary entities. These categories are discussed below under: (1) fund organizational and administrative expenses, (2) sourcing and diligence expenses and (3) oversight expenses. The offering and governing documents of each KKR Credit Fund or Other Client contain more detailed information on the type of expenses that will be charged to such KKR Credit Fund or Other Client.

In addition to calling capital to pay expenses, KKR Credit (or an affiliate) may advance funds on behalf of KKR Credit Funds or Other Clients for the payment of expenses and then be reimbursed through a reduction of subsequent distributions by the relevant KKR Credit Fund or Other Client (or subsidiary of a KKR Credit Fund or Other Client) or by reducing the amount of monitoring fees, transaction fees and break-up fees allocable to such KKR Credit Fund or Other Client that would otherwise reduce management fees.

When a portfolio company bears an expense directly, each direct and indirect equity owner of such company will indirectly bear a portion of such expenses. Expenses are also reimbursed to KKR Credit by portfolio companies, with the same effect. However, expenses may also be borne by (i) holding companies or other vehicles through which certain, but not all, of the direct and indirect equity owners of the portfolio company invest or (ii) a specific KKR Credit Fund or Other Client. When such expenses are borne by such holding companies or other vehicles or by a specific KKR Credit Fund or Other Client, such KKR Credit Fund or Other Client will bear a greater portion of such expenses than would be the case if the relevant portfolio company paid such expenses as only the investors in the holding company (or KKR Credit Fund or Other Client) will bear the cost of such expenses.

### *Fund Organizational and Administrative Expenses*

These expenses are related to the organization, operation and administration of KKR Credit Funds or Other Clients and are not directly related to sourcing investments or to any particular portfolio company. These include expenses related to activities, operations, meetings, and eventual termination and liquidation of the KKR Credit Funds or Other Clients. Examples of organizational expenses are legal, accounting, and filing expenses incurred in connection with the organization and establishment of any KKR Credit Fund and the related KKR Credit GP, and the marketing and offering of interests in such KKR Credit Fund or Other Client, including commissions, costs, fees, and expenses of any placement agent or finder and legal, accounting, filing, capital raising, travel (including first or business class airfare and black car service) and accommodation (including first class lodging), printing and other similar costs, fees, and expenses. Certain KKR Credit Funds or Other Clients may pay the cost of the fund administration services KKR Credit employees provide (including compensation otherwise payable by KKR Credit), and/or internal costs (including compensation and overhead costs) attributable to certain Consultants. Such services typically consist of services that would otherwise be provided by a third-party whose fees, costs, and expenses would be paid by the KKR Credit Fund or Other Client.

Investors in KKR Credit Funds (other than KKR Credit Associates Vehicles, which do not bear management fees) or Other Clients will 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 KKR Credit Fund or Other Client. KKR Credit or one or more of its affiliates may bear the allocable share of organizational costs and other expenses attributable to KKR Credit Associates Vehicles without seeking reimbursement from such vehicles. In addition, organizational expenses of a feeder fund (other than a KKR Credit Associates Vehicle) investing in any KKR Credit Fund may be borne by such KKR Credit Fund or such feeder funds, as specified in the offering materials, disclosure documents and/or governing documents of the relevant KKR Credit Fund.

Examples of administrative expenses that fall within this category are professional fees directly attributable to a specific KKR Credit Fund or Other Client, such as legal fees and audit fees; insurance premiums and fees (including costs of ERISA fidelity bonds); fund borrowings; indemnification obligations; expenses relating to legal and regulatory compliance; fees, costs and expenses relating to the administration of any fund and its assets, including without limitation those incurred in connection with the preparation of financial statements, tax returns, K-1s, administration of assets, financial planning and treasury activities; fees, costs and expenses incurred in the preparation of and providing access to fund reports and information (including through websites or other portals) and related operational, secretarial or postage expenses (including technology and other administrative support); general and administrative costs (including salary, bonus, benefits and an allocated portion of overhead of certain Employees); compensation and expenses of Senior Advisors and Industry Advisors; fees, other compensation and expenses of KKR Capstone, RPM and other Consultants; principal, interest on and fees and expenses arising out of, all fund borrowings; the costs of advisory committee meetings and the annual investors conference (or other investor meetings) and portfolio management committee meetings for the relevant KKR Credit Fund or Other Client (including costs and expenses of meals, events, entertainment and travel and accommodation costs of KKR Credit personnel, Senior Advisors, Industry Advisors, KKR Advisors and employees of other Consultants attending such meetings); fees, costs and expenses incurred in connection with any amendments, restatements or other modifications to, or the monitoring of compliance with, fund agreements, side letters (including “most favored nations” provisions) and other constituent or related documents of the relevant KKR Credit Fund or Other Client or KKR Credit GP (including costs and expenses relating to investor and advisory committee consent, waiver or similar acknowledgment solicitations, and the preparation of compliance checklists and other comparable compliance and compliance monitoring-related materials); fees, costs and expenses relating to procuring, developing, implementing or maintaining information technology, data subscription and license-based services, including computer software and hardware, electronic equipment or information technology services purchased from third party vendors related thereto, risk analysis tools, research publications, materials, equipment and services, computer software or hardware and other electronic equipment used in connection with a fund and its operation, administration and investment activities and otherwise used in connection with providing services to a fund; expenses of any actual or potential litigation or other dispute or investigation or inquiry related to any KKR Credit Fund or Other Client or any actual or potential portfolio investment (including expenses incurred in connection with the investigation, prosecution, defense, judgment or settlement of litigation and the appointment of any agents for service of process on behalf of such KKR Credit Fund, Other Client, KKR Credit or investors and other extraordinary expenses related to any KKR Credit Fund or Other Client or such portfolio investments (including fees, costs and expenses classified as extraordinary expenses under generally accepted accounting principles in the U.S.)). This list is not intended to be exhaustive; other situations and expenses may arise in the course of operation of the KKR Credit Funds or Other Clients. KKR Credit Funds or Other Clients will also pay comparable costs, fees and expenses relating to any feeder funds (other than a KKR Credit Associates Vehicle), alternative vehicles, portfolio companies or entities through which a KKR Credit Fund or Other Client invests that are not otherwise borne by such entities. KKR Credit Fund and Other Client expenses and the repayment of any borrowings incurred by a KKR Credit Fund or Other Client may be allocated against and satisfied from investment proceeds received by such KKR Credit Fund or Other Client in a manner reasonably determined by the KKR Credit or the applicable KKR Credit

GP. Generally, out-of-pocket expenses associated with completed portfolio investments are expected to be reimbursed to KKR Credit by the seller or the portfolio company or capitalized as part of the acquisition price of the transaction.

As noted above, certain KKR Credit Funds or Other Clients will also pay or otherwise bear the costs and expenses associated with administration of such KKR Credit Funds, Other Clients and their assets, including allocable compensation and overhead of applicable KKR Credit employees (the “**Applicable Employees**”). Applicable Employees estimate their time engaged in a variety of matters that can be generally categorized as relating to (i) administration of KKR Credit Funds and Other Clients, (ii) administration of KKR Credit Fund or Other Client assets, and (iii) administration of non-KKR Credit Fund or Other Client-related activities. The time estimates are aggregated for all Applicable Employees across the categories for purposes of calculating the portion of the aggregate compensation and overhead of all Applicable Employees that is allocable to the applicable KKR Credit Fund or Other Client, which, for the avoidance of doubt, is limited to clauses (i) and (ii). KKR Credit bears the portion of compensation and overhead of Applicable Employees that is allocable to non-fund related activities (if any). Compensation of each Applicable Employee will generally include three elements: (a) salary and cash bonus; (b) payroll taxes; and (c) healthcare costs. Overhead will generally include rent, property taxes and utilities that are allocable to workspaces and shared spaces used by Applicable Employees. KKR Credit determines compensation of Applicable Employees in accordance with established methodologies. KKR Credit does not obtain pricing information from unaffiliated third-party service providers and accordingly compensation and overhead of Applicable Employees charged to a KKR Credit Fund or Other Client may be in excess of the cost of comparable services provided in an arm’s length transaction. While the KKR Credit employee group included in the scope of Applicable Employees is generally limited at present to finance and tax personnel, KKR Credit expects from time to time, to expand the scope of Applicable Employees to apply to additional KKR Credit personnel (or categories of personnel) devoting time to fund administration matters, as well as in-house attorneys, accountants and tax advisers engaged in legal and regulatory compliance.

#### *Sourcing and Diligence Expenses*

These expenses relate more generally to investment sourcing and diligence for a particular investment strategy and include fees, costs and expenses of identifying, investigating (including conducting diligence with respect to), evaluating, structuring and negotiating potential investments for such strategy including, without limitation, finders fees and other fees and expense reimbursements payable to third parties for sourcing transactions and/or success fees, carried interest distributions in respect of specific investments and/or other compensation tied to the success of investments sourced by such parties. These amounts include expenses incurred with respect to the pursuit of particular investments that are consummated as well as those investments that are not actually consummated. Such expenses include fees and expenses of any legal, financial, accounting, consulting or other advisors or lenders, investment banks and other financing sources; any travel and accommodation expenses and any deposits or down payments that are forfeited in connection with, or amounts paid as a penalty for, unconsummated transactions.

Other sourcing and diligence expenses include certain organizational expenses (for example, those related to the establishment of a multi-investment platform for a strategy); legal, accounting and other professional fees and expenses; travel costs (including first or business class airfare, lodging (including first class lodging), ground transportation (including black car services), and premium meals, costs and expenses of attending trade association meetings, conferences or similar meetings to source and evaluate

investment opportunities; fees and expenses of consultants (including Senior Advisors and Industry Advisors, KKR Capstone and RPM and other Consultants); and costs and expenses of research and technology (including costs of specialty data subscription and license-based services and risk analysis software). Sourcing and diligence expenses may be paid to KKR Credit affiliates, including Affiliated Brokers. Transaction expenses for consummated investments not reimbursed by a third party are generally allocated based on the percentages of the investment held by the relevant KKR Credit Funds or Other Clients and KKR Credit Associates Vehicles.

#### *Oversight Expenses*

These expenses are incurred in connection with the oversight of portfolio companies and other issuers of portfolio investments. Examples of expenses that fall within this category are travel expenses (including first or business class airfare, first class lodging and ground transportation, such as a black car service) for an Employee to attend a board of directors meeting of a portfolio company, directors' fees, KKR Capstone and RPM (and other Consultant) fees, other compensation and expenses for services provided to or on behalf of a portfolio company, expenses relating to the disposition or management of the portfolio investment, consulting fees, expenses, equity grants and other compensation of Senior Advisors or Industry Advisors (including Phantom Equity (defined below)), KKR Capstone and/or RPM for services provided to a KKR Credit portfolio company, and fees and expenses of any other consultants, counsel, accountants or other experts for services provided to (or on behalf of) a KKR Credit portfolio company. Other examples include: (i) brokerage commissions, clearing and settlement charges, investment banking fees and expenses, bank charges, placement, syndication and solicitation fees, arranger fees, sales commissions, bridge financing expenses (which may be payable to another KKR Credit Fund or Other Client co-investing in the bridged transaction or to KKR Credit or an affiliate, in each case that provides bridge financing to the relevant KKR Credit Fund or Other Client) and other investment, execution, closing and administrative fees, costs and expenses of portfolio companies, (ii) costs (including administrative and filing fees) of maintaining the holding structure for portfolio investments, (iii) portfolio and risk management expenses (including hedging transactions and related costs), (iv) expenses of any actual or potential litigation or other dispute or investigation or inquiry related to any portfolio company or any actual or potential portfolio investment (including expenses incurred in connection with the investigation, prosecution, defense, judgment or settlement of litigation and the appointment of any agents for service of process on behalf of such portfolio company or KKR) and other extraordinary expenses related to any portfolio investments (including fees, costs and expenses classified as extraordinary expenses under generally accepted accounting principles in the U.S.); and (v) expenses related to industry conferences directly related to a particular portfolio company or portfolio investment. Oversight expenses may be paid to KKR Credit affiliates, including Affiliated Brokers and may also include amounts for service costs paid to KKR Credit (or any affiliate) by a portfolio company or any entity through which a KKR Credit Fund, Other Clients or KKR Credit Associates (and if applicable, certain KKR affiliated entities and proprietary entities) invests in a portfolio company for local administration or management services related to such portfolio company or entity.

#### *Senior Advisors, Industry Advisors and Other Consultants*

The terms of engagement, including the financial package, for Senior Advisors, Industry Advisors and other Consultants are generally agreed ("**Terms of Engagement**") between the Senior Advisors, Industry Advisors or other Consultants and KKR (or one of its affiliates) at the time of engagement. Terms of Engagement are negotiated individually with each counterparty, depending upon anticipated advisory services, and may differ based on the parties to the Terms of Engagement. Terms of Engagement 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, KKR Credit Fund or Other Client that are part of KKR's "carry pool," (iv) grants of equity in one or more of the parent entities of KKR (including equity awards from the Public Company) and (v) an opportunity to invest in KKR or KKR Credit Funds or specific transactions on a no-fee/no-carry basis. Senior Advisors and Industry Advisors are also entitled to reimbursement for expenses incurred while providing services to KKR Credit, KKR, KKR Credit Funds, investment funds managed by KKR and its affiliates, Other Clients and their portfolio companies. Senior Advisors and Industry Advisors also receive consulting related compensation in the form of fixed and incentive compensation. KKR Credit Funds and Other Clients bear, directly or indirectly, a portion of the costs of consulting services provided by Senior Advisors, Industry Advisors or other Consultants.

KKR Credit allocates Senior Advisors, Industry Advisors or other Consultants compensation (i.e., the annual fee and cash bonus) and expense reimbursement according to how the relevant Senior Advisor or Industry Advisor spends his or her time. The time of each Senior Advisor, Industry Advisor or Other Consultant is allocated on a quarterly basis among three general categories: (i) investment sourcing activities (which are allocated as sourcing and diligence expenses (see description above of such expenses)); (ii) activities related to monitoring or working with portfolio companies (which are allocated as portfolio company-related expenses (see description above of such expenses)); and (iii) KKR related activities, such as meeting with investors and strategic planning, expenses of which are borne by KKR and its affiliates and not KKR Credit Funds or Other Clients. 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 Credit Funds or Other Clients. The expense created by the payment of a legacy Phantom Equity (described below) grant is borne indirectly by the KKR Credit Funds and Other Clients that participated in the relevant portfolio company.

In addition, some Senior Advisors historically were granted "phantom equity" in certain portfolio companies of investment funds managed by KKR and its affiliates, which is a form of incentive compensation based on the performance of the relevant portfolio company ("**Phantom Equity**"). Phantom Equity grants were discontinued in 2009; however, certain Senior Advisors, Industry Advisors or other Consultants continue to receive payments under legacy grants. Certain Senior Advisors also may receive profit participation or similar equity interests in portfolio companies or investment assets and/or a portion of performance related compensation from certain KKR Credit GPs that in turn receive carried interest allocations from KKR Credit Funds. Senior Advisors, Industry Advisors or other Consultants also serve on the boards of directors of KKR Credit Fund or Other Client portfolio companies and may otherwise serve directly as consultants or interim executives to KKR Credit portfolio companies and may receive directors' fees, consulting fees, equity grants and other compensation in connection therewith from KKR Credit portfolio companies. Such directors' fees or other compensation earned by Senior Advisors, Industry Advisors or other Consultants do not offset management fees payable by KKR Credit Funds or Other Clients. Certain Terms of Engagement provide KKR the discretion to determine whether this additional compensation paid to Senior Advisors, Industry Advisors or other Consultants by KKR Credit Fund portfolio companies will offset the cash compensation paid to such Senior Advisors or Industry Advisors under the Terms of Engagement, although KKR Credit typically would not offset such cash compensation.

#### *Expense Allocation*

KKR Credit allocates expenses among KKR Credit Funds, Other Clients, and KKR Credit Associates Vehicles that participate in a relevant KKR Credit investment strategy. Expenses will also be allocated to those KKR Funds (as defined under Item 10), Other Clients or Stakes and Seeds Funds (as defined in Item 11) that have a right to co-invest alongside or otherwise participate in KKR Credit investments opportunities on an excess capacity basis ("**Secondary Accounts**") (as defined under Item 11).

KKR Credit allocates expenses among KKR Credit Funds, Other Clients and KKR Credit based on the nature of the expenses and may make corrective allocations if it determines that they are necessary or prudent. Expenses related to due diligence for a potential investment are generally either capitalized, where applicable, as part of the acquisition price of the relevant investment for consummated investments or treated as sourcing and diligence expenses for investments, including those investments that are not consummated.

“Fund Organizational and Administrative Expenses” generally are charged to the KKR Credit Funds, Other Clients or KKR Credit Associates Vehicles to which they relate in accordance with the offering and governing documents of each KKR Credit Fund and Other Client.

Expenses are charged to KKR Credit Funds, Other Clients, KKR Credit Associates Vehicles, Secondary Accounts and KKR proprietary entities based on an allocation methodology that seeks to fairly allocate such administrative expenses among relevant KKR Credit Funds or Other Clients, KKR Credit Associates Vehicles and KKR proprietary entities. For fund organizational and administrative expenses not directly attributable to a certain vehicle, the allocation methodology is based on their respective proportionate share of assets under management and management fee revenues.

“Oversight Expenses” are charged to the portfolio company to which they relate, or, if not, are generally allocated based on percentages of the investment held by the relevant KKR Credit Funds and Other Clients, KKR Credit Associates Vehicles, Secondary Accounts (as defined in Item 11 - *Allocation of Investments*) as well as KKR proprietary entities, co-investment relationships including third party co-investment relationships (“Third Tier Accounts”) (as defined in Item 11 – *Allocation of Investments*) to the extent applicable. The specific entity participating in the investment opportunity or otherwise in the organizational holding structure which bears these expenses impacts the proportional sharing of these expenses. Transaction expenses for consummated investments may be borne by the relevant portfolio company or a related investment vehicle through which the investment is made and may be capitalized as part of the acquisition price of the relevant transaction to the extent not reimbursed by a third party. Transaction expenses for consummated investments not reimbursed by a third party are generally allocated based on the percentages of the investment held by the relevant KKR Credit Funds, Other Clients, KKR Associates Vehicles, Secondary Accounts, KKR proprietary entities, and other co-investment relationships, as applicable. Ongoing expenses that are specific to a portfolio company or portfolio investment may be borne by the relevant portfolio company. When the portfolio company bears an expense directly, each direct and indirect equity owner of such company will indirectly bear a portion of such expenses. However, expenses may be borne by (i) holding companies or other vehicles through which certain, but not all, of the direct and indirect equity owners of the portfolio company invest or (ii) a specific KKR Credit Fund, Other Client, KKR Associates Vehicle, KKR proprietary entity or other co-investment relationship, as applicable. When such expenses are borne by such holding companies or other vehicles or by a specific KKR Credit Fund or Other Client, such KKR Credit Fund or Other Client will bear a greater portion of such expenses than would be the case if the relevant portfolio company paid such expenses as only the investors in the holding company (or the relevant KKR Credit Fund or Other Client, as applicable) will bear the cost of such expenses.

“Sourcing and diligence expenses” are generally attributable to the KKR Credit Funds, Other Clients KKR Credit Associates Vehicles, and KKR proprietary entities that participate in the relevant investment strategy for which the particular investment opportunity relates. For consummated transactions, these expenses are generally charged to the portfolio company or issuer to which they relate, or, if not, are generally allocated based on percentages of the investment held by the relevant KKR Credit Funds, Other Clients, KKR Credit Associates Vehicles, Secondary Accounts and KKR proprietary entities, as well as other co-investment relationships that have participated in the consummated transaction as applicable.

Sourcing and diligence expenses for unconsummated, or “broken” transactions above an established threshold, are generally charged pro rata to KKR Credit Funds, Other Clients and KKR Credit Associates Vehicles, and KKR proprietary entities participating in the relevant investment strategy for which the particular investment opportunity relates, as well as charged to Secondary Accounts and KKR proprietary entities, which may co-invest alongside or otherwise participate in certain KKR Credit investment opportunities. The allocation is based on actual or historical participation in the relevant investment strategy for which the particular investment opportunity relates.

Sourcing and diligence expenses for unconsummated, or broken transactions, under an established threshold, are generally charged to KKR Credit Funds, Other Clients KKR Credit Associates Vehicles and KKR proprietary entities participating in the relevant strategy for which the particular investment opportunity relates based on several factors, including but not limited to such KKR Credit Funds, Other Clients and KKR Credit Associates Vehicles available capacity for the relevant investment strategy based on their respective governing documents and investment mandate as well as their current net asset value, as applicable. Because KKR Credit does not source investment opportunities generally within a strategy on behalf of third-party investors who invest on a deal by deal or “syndicated” basis, KKR Credit does not allocate sourcing and diligence expenses to syndicated capital co-investment vehicles or syndication side cars.

## **Other**

Portfolio companies or portfolio investments of KKR Credit Funds or Other Clients are counterparties or participants in agreements, transactions or other arrangements with portfolio companies of other KKR Credit Funds or Other Clients (for example, a portfolio company of a KKR Credit Fund may retain a portfolio company of another KKR Credit Fund to provide services or may acquire an asset from such portfolio company). Generally, transactions between portfolio companies of KKR Credit Funds or Other Clients (or KKR Credit) would not give rise to a conflict of interest as these transactions are typically negotiated between members of management of the portfolio companies that are independent of KKR Credit and without the participation of KKR Credit. Where KKR Credit determines that there is a conflict, including policy because members of management are not sufficiently independent of KKR Credit, KKR Credit will take actions to resolve the conflict, in accordance with its established procedures and policies for addressing conflicts, including potentially having other independent parties approve the transaction.

Other agreements, transactions and arrangements among portfolio companies involve fees, servicing payments, rebates, discounts and/or other benefits to KKR Credit, its’ affiliates, its’ employees, KKR Capstone or RPM. For example, KKR Credit and its affiliates encourage portfolio companies to enter into agreements regarding group procurement and/or vendor discounts. KKR Credit and its affiliates, KKR Capstone, and/or RPM may also participate in these agreements, and may realize better pricing or discounts as a result of the participation of portfolio companies. Certain of these agreements provide for commissions or similar payments and/or discounts or rebates to be paid (directly or indirectly) to KKR Capstone, a portfolio company, KKR Credit (or one of its affiliates), RPM or Other Consultant. Fees, payments, rebates, discounts and other benefits paid or otherwise provided by portfolio companies pursuant to these arrangements are not subject to management fee offsets or otherwise shared with KKR Credit Funds or Other Clients. Under these arrangements, one particular portfolio company may benefit to a greater degree than the other participants, and the KKR Credit Fund(s) and/or Other Client(s) that own an interest in the portfolio company will receive a greater relative benefit from the arrangement than other KKR Credit Funds or Other Clients that do not own an interest in such portfolio company.



KKR Credit or its affiliates, or the officers, directors and employees of KKR or its affiliates may also hold equity or other investments in companies or businesses that provide services or goods to or otherwise contract with portfolio companies of KKR Credit Funds or Other Clients. Payments made by portfolio companies for such services, goods or contracts will not offset management fees payable by KKR Credit Funds or Other Clients.

In addition, portfolio companies of KKR Credit Funds or Other Clients make discounts and other benefits available to employees of KKR Credit and its affiliates and other Consultants, Senior Advisor, Industry Advisors and KKR Advisors and other persons associated with KKR with respect to products or services offered by such companies. Furthermore, airline travel or hotel stays incurred as KKR Fund or Other Client expenses typically may result in “miles” or “points” or credit in loyalty/status programs, and such benefits or discounts will, whether or not de minimis or difficult to value, inure exclusively to KKR and/or its personnel (and not KKR Funds, Other Clients or portfolio companies) even though the cost of the underlying service is often borne by the KKR Funds, Other Clients or portfolio companies. The amount of such discounts and other benefits will not offset management fees payable by KKR Credit Funds or Other Clients.

KKR Capstone and RPM executives meet with investors and prospective investors to describe the role of their respective firms and provide information regarding their activities and arrangements. Typically, neither KKR Capstone nor RPM (if relevant) charge fees to KKR Credit, KKR Credit Funds or Other Clients in connection with their respective executives attending meetings with investors (including annual meetings of KKR Credit Funds) or internal KKR Credit meetings. However, KKR Capstone (and, if applicable, RPM) is reimbursed for travel related expenses for attending such meetings. Other Consultants may also be reimbursed for attending such meetings. While KKR Credit or KKR bears the expense reimbursement for internal KKR Credit meetings, KKR Credit Funds and Other Clients bear the relevant expense reimbursement for meetings related to their activities.

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

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

## **Item 6 Carried Interest Allocations, Performance Fees and Side-By-Side Management**

As noted in Item 5 above, KKR Credit (including the KKR Credit GPs) generally receives carried interest allocations and fees from KKR Credit Funds or Other Clients. KKR Credit may have an incentive to favor, or take increased investment risk with respect to KKR Credit Funds or Other Clients from which it receives higher carried interest allocation (or which are subject to lower preferred return hurdles) or fees over KKR Credit Funds or Other Clients from which lower or no carried interest allocation or fees is received (and notwithstanding that such accounts may not give rise to carried interest allocations, KKR Credit in any event may have an incentive to favor a certain KKR proprietary entity over any other KKR Credit Fund or Other Client). KKR Credit has in place policies and procedures to address these conflicts, including policies and procedures designed to ensure allocation of investment opportunities 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.

KKR Credit advises certain KKR Credit Funds that are either feeder funds investing in other KKR Credit Funds or side-by-side vehicles investing alongside other KKR Credit Funds established primarily for the benefit of Employees, Senior Advisors, Industry Advisors and KKR Advisors, KKR Capstone and RPM executives and certain other persons associated with KKR and KKR Credit (which may include, without limitation, executives of KKR and KKR Credit portfolio companies, external consultants, service providers and their affiliated entities) (“**KKR Credit Associates Vehicles**”). KKR Credit Associates Vehicles are not subject to management fees or carried interest allocations but are generally allocated monitoring fees, transaction fees, break-up fees and other similar fees based on their respective ownership (including indirect ownership through KKR Credit Funds) of the relevant company or investment as discussed above in Item 5 (except in the case of investments made alongside certain older KKR Credit Funds). KKR Credit or its affiliates retains such compensation to the extent it is allocable to KKR Credit Associates Vehicles (except in the case of investments made alongside certain older investment funds managed by KKR and its affiliates). KKR Credit or its affiliates may also bear any allocable share of KKR Credit Fund organizational costs and other expenses on behalf of the KKR Credit Associates Vehicles. As the investment activities of these vehicles are implemented indirectly through the other KKR Credit Funds in which they invest or alongside other KKR Credit Funds, as applicable, KKR Credit does not view these arrangements as giving rise to the types of conflicts of interest described above.

## **Item 7           Types of Clients**

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

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 KKR Credit Funds and Other Clients. Additionally, Employees and other persons associated with KKR Credit 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 KKR Credit Funds including, in particular, KKR Credit Associates Vehicles.

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

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

The investment strategies employed by KKR Credit in respect of the KKR Credit Funds or Other Clients focus, primarily, on global leveraged credit strategies, such as leveraged loan and high yield bond strategies, alternative credit strategies (including mezzanine and mezzanine-like instruments, special situations instruments, structured and illiquid credit, asset based lending and direct senior loan origination and related instruments), equity, and real assets. Certain KKR Credit Funds may also accommodate co-investments alongside investment funds managed by KKR and its affiliates including private equity funds and funds that invest in real assets. In pursuit of these strategies, KKR Credit may, on behalf of KKR Credit Funds or Other Clients, from both a long or short investment perspective, invest in a broad range of securities and/or loans and other financial instruments including: U.S. and non-U.S. debt securities and/or loans 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.

KKR Credit employs both “top-down” and “bottom-up” analyses when making investments. KKR Credit’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. KKR Credit’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. In implementing its special situations, private credit and mezzanine investment strategies, KKR Credit also uses internally developed proprietary industry and company-specific models as a basis for forecasting market and company specific trends.

KKR Credit 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. KKR Credit also uses industry magazines, third party consultants, expert networks, 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. KKR Credit employees 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, other Consultants, Senior Advisors, Industry Advisors and KKR Advisors often provide supplemental insights to KKR and KKR Credit 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, KKR Credit 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 Risks of Significant Investment Strategies**

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

### *Illiquid and Long-Term Investments*

Investments in KKR Credit Funds or Other Clients are speculative in nature and require a long-term commitment, with no certainty of return of capital or gains. The investments are expected to be predominantly illiquid and there can be no assurance that a KKR Credit Fund or Other Client will be able to generate returns for investors. The realizable value of a highly illiquid investment at any given time may be less than its intrinsic value.

Although certain investments by KKR Credit Funds and Other Clients may generate current income, the return of capital and the realization of gains, if any, from an investment generally will occur only upon the partial or complete disposition of such investment, as to which there can be no certainty. While an investment by KKR Credit Funds and Other Clients may be sold at any time, typically this will occur only a number of years after the investment is made. KKR Credit Funds and Other Clients will generally not be able to sell securities and/or loans comprising an investment publicly unless their sale is registered under applicable securities laws, or unless an exemption from such registration requirements is available. In addition, in some cases, a KKR Credit Fund or Other Client may be prohibited by contract from selling certain securities and/or loans for a period of time, which will restrict their ability to exit the relevant investment and may also mean that the KKR Credit Fund or Other Client is unable to take advantage of favorable market prices when doing so. In view of such limitations on liquidity, which are illustrative and not exhaustive, KKR Credit Funds or Other Clients will generally not be able to realize on an investment until the sale of such investment. Furthermore, such illiquidity may continue even if the underlying portfolio companies or other relevant issuers obtain listings on securities exchanges. There can be no assurance that a KKR Credit Fund or Other Client will be able to dispose of its investments at the price and at the time it wishes to do so. Certain investments by KKR Credit Funds or Other Clients may be in securities that are or become publicly traded. Such investments may be subject to economic, political, interest rate and other risks, any of which could result in an adverse change in the market price.

### *Valuation Risk*

KKR Credit Funds and Other Clients will rely on the relevant KKR Credit GP or KKR Credit and its affiliates, as applicable, for valuation of their assets and liabilities. KKR Credit Funds and Other Clients will primarily hold securities and/or loans and other assets that will not have readily assessable market values. In such instances, the relevant KKR Credit GP or KKR Credit will determine the fair value of such securities and/or loans and assets in its reasonable judgment based on various factors and may rely on internal pricing models, all in accordance with KKR Credit's valuation policies and procedures. Such valuations may vary from similar valuations performed by independent third parties for similar types of securities or assets. The valuation of illiquid securities and other assets is inherently subjective and subject to increased risk that the information utilized to value such assets or to create the price models may be inaccurate or subject to other error. The value of a KKR Credit Fund or Other Client's portfolio may also be affected by changes in accounting standards, policies or practices as well as general economic, political, regulatory and market conditions and the actual operations of portfolio investments which are not predictable and can have a material impact on the reliability and accuracy of such

valuations. Due to a wide variety of market factors and the nature of certain securities and/or loans and assets to be held by KKR Credit Funds and Other Clients, there is no guarantee that the value determined by a KKR Credit GP or KKR Credit will represent the value that will be realized by a KKR Credit Fund or Other Client on the eventual disposition of an investment or that would, in fact, be realized upon an immediate disposition of the investment. The amount and timing of carried interest received by KKR Credit or a KKR Credit GP with respect to a KKR Credit Fund or Other Client may depend in part on the value of a KKR Fund's or Other Client's assets and liabilities. If the valuations made by the KKR Credit GP or KKR Credit are incorrect, the amount of carried interest received by the KKR Credit GP or KKR Credit or the timing of receipt of carried interest would also be expected to be incorrect. KKR Credit regularly reports to investors and prospective investors certain metrics of KKR Funds' and Other Clients' performance, such as rates of return and multiples of money, which calculations depend on the value of such KKR Credit Funds' or Other Clients' investments, including unrealized investments, and involves uncertainties and subjective determinations, including for difficult to value assets. If the valuations made by the KKR Credit GP or KKR Credit are incorrect, these metrics would also be expected to be incorrect.

### *Due Diligence*

KKR Credit 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. Due diligence may entail evaluation of important and complex business, financial, tax, accounting, environmental and legal issues. Consultants, legal advisors, accountants, investment banks and other third parties may be involved in the due diligence process to varying degrees depending on the type of investment. Such involvement of third party advisors or consultants may present a number of risks primarily relating to KKR Credit's reduced control of the functions that are outsourced. In addition, if KKR Credit is unable to timely engage third-party providers, their ability to evaluate and acquire more complex targets could be adversely affected. When conducting due diligence and making an assessment regarding an investment, KKR Credit relies primarily on publicly available information and resources. In certain circumstances, for example, in connection with certain alternative credit strategies, KKR Credit 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 or other portfolio companies for which only limited information is available. Accordingly, KKR Credit 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. Moreover, such an investigation will not necessarily result in the investment being successful. Conduct occurring at portfolio companies, even activities that occurred prior to a KKR Credit Fund's or Other Client's investment therein, could have an adverse impact on a KKR Credit Fund or Other Client.

KKR Credit will generally establish the capital structure of an investment and the terms and targeted returns of such investment 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, including management judgements. 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. 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.

Instances of bribery, fraud, accounting irregularities and other improper, illegal or corrupt practices can be difficult to detect, and fraud and other deceptive practices can be widespread in certain jurisdictions. Several KKR Credit Funds or Other Clients invest in emerging market countries that may not have established laws and regulations that are as stringent as in more developed nations, or where existing laws and regulations may not be consistently enforced. For example, KKR Credit Funds invest throughout jurisdictions that have material perceptions of corruption according to international rating standards (such as “Transparency International” and “Corruption Perceptions Index”) such as China, India, Indonesia, and countries in Latin America, the Middle East and Africa. Due diligence on investment opportunities in these jurisdictions is frequently more complicated because consistent and uniform commercial practices in such locations may not have developed. Bribery, fraud, accounting irregularities and corrupt practices can be especially difficult to detect in such locations. Accordingly, KKR Credit cannot be certain that the due diligence investigation that it will carry out with respect to any investment opportunity will reveal or highlight all relevant facts (including fraud, bribery and other illegal activities and contingent liabilities) that may be necessary or helpful in evaluating such investment opportunity, including the existence of contingent liabilities. KKR Credit also 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 KKR Credit used when evaluating that investment.

Additionally, in connection with the evaluation of potential investment opportunities, KKR Credit may engage with individuals retained by certain expert networks, consultants or research firms who are under an obligation not to disclose proprietary and/or confidential information. KKR Credit seeks to avoid inadvertently obtaining proprietary and/or confidential information from such sources and has therefore implemented policies, procedures and processes to mitigate this risk. However, no assurance can be made that consultants of expert networks, consultancy firms or research providers do not share proprietary and/or confidential information. In such cases, KKR Credit may become restricted from pursuing an investment opportunity, which could adversely impact a KKR Credit Fund or Other Client.

#### *Risks Arising from Provision of Oversight Rights*

KKR Credit Funds or Other Clients may seek to obtain oversight rights with respect to KKR Credit Funds’ or Other Clients’ portfolio companies, and KKR Credit executives and/or Senior Advisors, KKR Capstone and RPM executives may serve on the boards of directors of portfolio companies. The designation of directors and other types of participation could expose the assets of a KKR Credit Fund or Other Client to claims by a portfolio company, its security holders and creditors, governmental authorities and other third parties. Regulators and courts in some jurisdictions may find a basis for attributing liability to a KKR Credit Fund or Other Client even where the nexus between the KKR Credit Fund or Other Client and the activities at the portfolio company that led to the liability being incurred in the first place may be attenuated. While KKR Credit GPs intend to reduce exposure to these risks to the extent practicable, the possibility of successful claims cannot be precluded. KKR employees and affiliates may serve on the board of directors of one or more of KKR Credit Funds’ or Other Clients’ portfolio companies and other issuers in which it invests. Serving in such capacity may give rise to conflicts to the extent that an employee’s fiduciary duties to an issuer as a director conflict with the interests of KKR Credit Funds or Other Clients.

In addition, the provision of managerial assistance to a portfolio company could result in KKR Credit Funds or Other Clients being characterized as “a trade or business” for purposes of ERISA controlled group liability, and, in the event that KKR Credit Funds or Other Clients have a significant ownership interest (generally 80% or more) in such portfolio company, there is a potential risk that KKR Credit Funds or Other Clients and such portfolio company could be subject to controlled group liability under ERISA. As a result, such portfolio companies and KKR Credit Funds or Other Clients could be held

jointly responsible for certain employee benefit obligations or liabilities under ERISA, including funding obligations to single-employer pension plans and withdrawal liability from union-sponsored multi-employer pension plans, particularly if the ownership interests of parallel funds and/or related funds or vehicles are required to be aggregated when applying the controlled group ownership tests. Recent legal developments relating to the controlled group ownership tests, notably *Sun Capital Partners v. New England Teamsters and Trucking Industry Pension Fund*, indicate that there is an increased risk that courts could conclude that controlled groups exist with respect to such structures.

### *Complex Investments*

KKR Credit often pursues complex investment opportunities. This can often take the form of substantial business, regulatory or legal complexity that might deter other investment managers. KKR Credit's tolerance for 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, the application of complex tax laws or a greater risk of contingent liabilities. KKR Credit Fund (and potentially Other Client) transactions involve complex tax structures that are costly to establish, monitor and maintain, and as KKR Credit pursues a larger number of transactions across multiple assets classes and in multiple jurisdictions, such costs will increase and the risk that a tax matter is overlooked or inadequately or inconsistently addressed will increase. Consequently, KKR Credit may fail to achieve the desired tax benefit or otherwise decrease the returns of KKR Credit Fund and Other Client investments. Changes in law and regulation and in the enforcement of existing law and regulation, such as antitrust laws, data privacy and data protection laws and tax laws, also add complexity and risk to KKR Credit's investment strategies. Further, KKR Credit Funds or Other Clients may acquire an investment that is subject to contingent liabilities, which could be unknown to KKR at the time of acquisition or, if they are known to KKR Credit, KKR Credit may not accurately assess or protect against the risks that they present. Acquired contingent liabilities could thus result in unforeseen losses for KKR Credit Funds or Other Clients. In addition, in connection with the disposition of an investment in a portfolio company, a KKR Credit Fund or Other Client may be required to make representations about the business and financial affairs of such portfolio company typical of those made in connection with the sale of a business. A KKR Credit Fund or Other Client may also be required to indemnify the purchasers of such investment to the extent that any such representations are inaccurate. These arrangements may result in the incurrence of contingent liabilities by a KKR Credit Fund or Other Client, even after the disposition of an investment. Any of these risks could harm the performance of KKR Credit Funds or Other Clients.

### *Investment Ranking*

In many cases, the portfolio companies in which a KKR Credit Fund or Other Client invests have, or are permitted to have, outstanding indebtedness or equity securities that rank senior to such investments. By their terms, such instruments may provide that their holders are entitled to receive payments of distributions, interest or principal on or before the dates on which payments are to be made in respect of such investments. Also, in the event of insolvency, liquidation, dissolution, reorganization or bankruptcy of a company in which an investment is made, holders of securities ranking senior to a KKR Credit Fund's or Other Client's investment would typically be entitled to receive payment in full before distributions could be made in respect of their investment. Dividends and distributions paid to KKR Credit Funds or Other Clients, as well as fees such as transaction fees and monitoring fees which may be creditable in whole or in part, depending on the applicable terms of the relevant KKR Credit Funds or Other Clients, against management fees payable by KKR Credit Funds or Other Clients, may be subject to clawback under various legal theories in the event of insolvency, liquidation, dissolution, reorganization or bankruptcy. In addition, debt investments made by KKR Credit Funds or Other Clients in portfolio companies may be equitably subordinated to the debt investments made by third parties in

such portfolio companies. After repaying senior security holders, such companies may not have any remaining assets to use for repaying amounts owed in respect of such investments. To the extent that any assets remain, holders of claims that rank equally with a KKR Credit Fund's or Other Client's investments would be entitled to share on an equal and ratable basis in distributions that are made out of those assets. Also, during periods of financial distress or following insolvency, the ability of a KKR Credit Fund or Other Client to influence a company's affairs and to take actions to protect an investment may be substantially less than that of the senior creditors.

#### *Investments Longer Than Term*

KKR Credit Funds and Other Clients will generally be terminated and dissolved in accordance with the provisions governing their terms as set forth in their governing documents. KKR Credit Funds and other Clients may make investments which may not be advantageously disposed of prior to the date that a KKR Credit Fund will be dissolved or an Other Client relationship will terminate, as applicable, either by expiration of the term or otherwise pursuant to their governing documents. In such an event investments may be distributed in kind or sold or otherwise disposed at a disadvantageous time as a result of dissolution or termination.

#### *Limited Number of Investments*

KKR Credit Funds and Other Clients may participate in a relatively limited number of investments and, as a consequence, the aggregate return of a KKR Credit Fund or Other Client may be substantially adversely affected by the unfavorable performance of even a single investment. KKR Credit Funds or Other Clients' investments may be concentrated in a limited number of sectors and geographies. If a KKR Credit Fund or Other Client is unable to sell, assign or otherwise syndicate out loan, bond or other positions that it holds that are greater than the KKR Credit Fund's or Other Client's target positions, such KKR Credit Fund or Other Client will be forced to hold its excess interest in such investments for an indeterminate period of time. This could result in a KKR Credit Fund's or Other Client's investments being over-concentrated in certain borrowers. To the extent a KKR Credit Fund or Other Client concentrates investments in a particular borrower, investment, sector or geographic region, its investments will become more susceptible to fluctuations in value resulting from adverse economic or business conditions with respect thereto.

#### *Investment Leverage; Availability of Financing*

KKR Credit Funds' and Other Clients' investments typically include investments in companies and assets whose capital structures include significant indebtedness. Such investments are inherently more sensitive to declines in revenues and to increases in expenses and interest rates. A highly leveraged entity or asset is generally subject to restrictive covenants in its lending agreement restricting its activity, or may be limited in making strategic acquisitions, or obtaining additional financing, and will have increased exposure to adverse economic factors such as downturns in the economy or deterioration in the condition of the portfolio company or its industry. In addition, leveraged entities or assets may be subject to restrictions on making interest payments and other distributions. If an event occurs that prohibits a portfolio company or other portfolio investment from making distributions for a particular period, this may affect the levels and timing of any returns of a KKR Credit Fund or Other Client.

Because KKR Credit Funds and Other Clients typically make equity investments in portfolio companies, the equity securities received by KKR Credit Funds and Other Clients will typically be the most junior in the capital structure, and thus subject to the greatest risk of loss in the case of the portfolio company's financial difficulty, or if an event of default occurs under the terms of the relevant financing and a lender



decides to enforce its creditor rights. Events of default may in some cases be triggered by events not related directly to the borrower itself.

A KKR Credit Fund's or Other Client's ability to achieve attractive rates of return will depend on its and its portfolio companies' ability to access sufficient sources of indebtedness at attractive rates. A decrease in the availability of financing or an increase in either interest rates or risk spreads demanded by financing sources, whether due to changes in economic or financial market conditions or a decreased appetite for risk by lenders, could also make it more expensive to finance investments by KKR Credit Funds or Other Clients on acquisition and throughout the term of their investment and could make it more difficult to compete for new investments with other potential buyers that have a lower cost of capital. A portion of the indebtedness used to finance investments on acquisition and throughout the term of a KKR Credit Fund's or Other Client's investment may include high-yield debt securities issued in the capital markets. Availability of capital from the high-yield debt markets is subject to significant volatility, and there may be times when a KKR Credit Fund or Other Client may not be able to access those markets at attractive rates, or at all, when completing an investment or as otherwise may be required during the term of the KKR Credit Fund's or Other Client's investment. Leverage may also be applied with respect to a KKR Credit Fund's or Other Client's portfolio as a whole or with respect to one or more investments, and the presence of such borrowings will magnify the volatility of such KKR Credit Fund's or Other Client's investment portfolio and may substantially increase the risk profile of a KKR Credit Fund or Other Client and its investments.

Any failure by lenders to provide previously committed financing can also expose KKR Credit Funds or Other Clients to potential claims by sellers of businesses which KKR Credit Funds or Other Clients may have contracted to purchase. When existing portfolio companies reach the point when debt incurred to finance those investments matures in significant amounts and must be either repaid or refinanced, those investments may materially suffer if they have generated insufficient cash flow to repay maturing debt and there is insufficient capacity and availability in the financing markets to permit them to refinance maturing debt on satisfactory terms, or at all. If the financing for such purposes were to be unavailable or uneconomic when significant amounts of the debt incurred to finance existing portfolio investments start to come due, these investments could be materially and adversely affected. In the event of default or potential default under applicable financing arrangements, one or more portfolio companies may go bankrupt, which could give rise to substantial investment losses, adverse claims or litigation against KKR Credit or KKR Credit Funds or Other Clients.

In addition, the leveraged lending guidelines published by U.S. federal bank regulatory agencies and the European Central Bank (“ECB”) (or similar guidelines or restrictions published or enacted in the future) could limit the willingness or ability of banks or other financing sources to provide financing sought by KKR Credit Funds or Other Clients or their portfolio companies, and may result in an inability of a KKR Credit Fund or Other Client or their portfolio companies to establish their desired financing or capital structure (see “*Subscription Facilities; Guarantees*” below).

#### *Availability of Suitable Investment Opportunities*

The success of a KKR Credit Fund's or Other Client's investment strategy depends on the ability of KKR Credit to identify and select appropriate investment opportunities and to acquire these investments. The industries and sectors in which a KKR Credit Fund or Other Client invests are highly competitive. KKR Credit Funds and Other Clients compete for investments with operating companies, financial institutions, and other institutional investors as well as private equity, hedge, and other investment funds, and this competition may adversely impact the availability of investments and the terms upon which KKR Credit effects and exits them.

## *International Investments*

KKR Credit Funds and Other Clients may invest globally and in particular invest in emerging or developing market countries (including in Asia, Latin America, Eastern Europe, countries in the Middle East, including Israel, and Africa). Investments in emerging and developing markets, as well as in certain more developed non-U.S. markets, involve certain factors not typically associated with investing in the U.S. or other developed countries, including risks relating to: (i) differences between the U.S. and non-U.S. debt markets, including potential price volatility in, and relative illiquidity of, some non-U.S. markets; (ii) the absence of uniform accounting, auditing and financial reporting standards, practices and disclosure requirements; (iii) less government supervision and regulation in some countries, which may result in lower-quality information being available and less developed corporate laws regarding fiduciary duties and the protection of investors, less developed bankruptcy laws and difficulty in enforcing contractual obligations; (iv) certain economic and political risks, including potential economic, political or social instability, exchange control regulations, restrictions on non-U.S. investment and repatriation of capital (possibly requiring government approval), expropriation or confiscatory taxation and higher rates of inflation and reliance on a more limited number of commodity inputs, service providers and/or distribution mechanisms; (v) potentially material and unpredictable governmental influence on the national and local economies; (vi) fewer or less attractive financing and structuring alternatives and exit strategies that may differ substantially from those commonly used in the U.S.; and (vii) the possible imposition of non-U.S. taxes on income and gains recognized with respect to non-U.S. investments. There can be no assurance that adverse developments with respect to such risks will not adversely affect the securities and/or loans or assets of KKR Credit Funds or Other Clients that are held, directly or indirectly, in certain countries.

The risks of investments in emerging markets and less developed or developing countries, including the risks described above are usually greater than the risks involved in investing in more developed markets. These markets tend to be inefficient and illiquid as well as subject to political and other factors which do not typically affect more developed economies.

Many emerging markets are developing both economically and politically and may have relatively unstable governments and economies based on only a few commodities or industries. Many emerging market countries do not have firmly established product markets and companies in these markets may lack depth of management or may be vulnerable to political or economic developments such as nationalization of key industries. Additional risks associated with investment in emerging markets include: (i) greater risk of expropriation, confiscatory taxation, nationalization, social and political instability (including the risk of changes of government following elections or otherwise) and economic instability; (ii) the relatively small current size of some of the markets for securities and/or loans and other investments in emerging markets issuers and the current relatively low volume of trading, resulting in lack of liquidity and in price volatility; (iii) certain national policies which may restrict the KKR Credit Funds' or Other Clients' investment opportunities, including restrictions on investing in issuers or industries deemed sensitive to relevant national interests; (iv) the absence of developed legal structures governing private or foreign investment and private property; (v) the potential for higher rates of inflation or hyper-inflation; (vi) currency risk and the imposition, extension or continuation of foreign exchange controls including managed adjustments in relative currency values; (vii) interest rate risk; (viii) credit risk; (ix) lower levels of democratic accountability; (x) differences in accounting standards and auditing practices which may result in unreliable financial information and (xi) different corporate governance frameworks. The emerging markets risks described above also increase counterparty risks for investments in those markets. In addition, investor risk aversion to emerging markets can have a significant adverse effect on the value and/or liquidity of investments made in or exposed to such markets and can accentuate any downward movement in the actual or anticipated value of such investments which is caused by any of the factors described above.

Following the global financial crisis of 2008-2009 and the subsequent uneven global recovery, the rise of populist political parties and economic nationalist sentiments has led to increasing political uncertainty and unpredictability throughout the world. Among the attendant risks are greater regulatory uncertainty, for example regarding the posture of governments with respect to taxation, international trade, immigration and law enforcement. Political instability or uncertainty in the future could have an adverse effect on the economy of such countries.

KKR Credit Funds or Other Clients may invest from time to time in European companies and companies that have operations that may be affected by the Eurozone economy, including, without limitation, those factors described below under “*Changes Resulting from the United Kingdom’s Exit from the European Union*”. Such investments are subject to the risk that certain member states of the EU may cease to use the euro as their national currency, that one or more member states, in addition to the United Kingdom, may seek to withdraw from the EU membership, or even the collapse of the Eurozone as it is constituted today, which would likely have an adverse impact on the European and global economy and, consequently, KKR Credit Funds and Other Clients with investments in Europe. To the extent any KKR Credit Fund’s or Other Client’s investments are denominated in the 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 KKR Credit Fund or Other Client.

Many jurisdictions in which KKR Credit operates have laws and regulations relating to data privacy, cyber-security and protection of personal information, including the General Data Protection Regulation in the EU that goes into effect in May 2018, and which will impose stringent data protection requirements and will provide for significant penalties for noncompliance. Any inability, or perceived inability, to adequately address privacy and data protection concerns, or comply with applicable laws, regulations, policies, industry standards, contractual obligations, or other legal obligations, even if unfounded, could result in additional cost and liability and could damage KKR Credit’s reputation and adversely affect KKR Credit Funds and Other Clients.

Economic sanction laws in the United States and other jurisdictions may prohibit KKR Credit, KKR Credit Funds and Other Clients from transacting with certain countries, individuals and companies. In the United States, the U.S. Department of the Treasury’s Office of Foreign Assets Control (“**OFAC**”) administers and enforces laws, Executive Orders and regulations establishing U.S. economic and trade sanctions, which prohibit, among other things, transactions with, and the provision of services to, certain foreign countries, territories, entities and individuals. These types of sanctions may significantly restrict or completely prohibit certain investment activities in Europe, the Middle East and Africa, and if a KKR Credit Fund or Other Client or its portfolio companies were to violate any such laws or regulations, it may face significant legal and monetary penalties. KKR Credit and KKR Credit Funds and Other Clients are committed to comply with the U.S. Foreign Corrupt Practices Act (“**FCPA**”) and other anti-corruption laws and regulations may also cause KKR Credit to be unwilling to enter into certain potential investments that KKR Credit spent substantial time and effort identifying and developing.

The FCPA and other anti-corruption laws and regulations, as well as anti-boycott regulations, may also apply to and restrict the activities of KKR Credit Funds’ and Other Clients’ portfolio companies. If a portfolio company of a KKR Credit Fund or Other Client were to violate any such laws or regulations, such portfolio company may face significant legal and monetary penalties. The U.S. government has indicated that it is focused on FCPA enforcement, which may increase the risk that KKR Credit Funds’ and Other Clients’ portfolio companies or KKR Credit Funds or Other Clients become the subject of such actual or threatened enforcement. As such, a violation of the FCPA or

other applicable regulations by a portfolio company could have a material adverse effect on KKR Credit Funds and Other Clients.

#### *Changes resulting from the United Kingdom's Exit from the European Union*

On June 23, 2016, the United Kingdom voted, via referendum, to exit from the EU, triggering political, economic and legal uncertainty. While such uncertainty most directly affects the United Kingdom and the EU, global markets suffered immediate and significant disruption. On March 29, 2017, the United Kingdom made a formal notification to the European Council under Article 50 of the Treaty on EU which triggered a two-year period during which the terms of an exit, commonly known as “Brexit”, will be negotiated. The United Kingdom and the EU are therefore entering a period of legal, regulatory and political uncertainty. The United Kingdom's exit from the EU will impact KKR Credit Funds and Other Clients and its portfolio companies in a variety of ways, not all of which are currently readily apparent. Certain KKR Credit Funds and Other Clients may have portfolio companies and other issuers with significant operations and/or assets in the United Kingdom, any of which could be adversely impacted by any new legal, tax and regulatory environment, whether by increased costs or impediments to the implementation of their business plan. Further, the vote by the United Kingdom to leave the EU may increase the likelihood of similar referenda in other member states of the EU, which could result in additional departures from the EU and may trigger steps by countries within the United Kingdom to leave the United Kingdom. While these events have not materialized, independence movements have gained momentum within certain European countries, including most notably Spain. If such independence movements were to be successful, it would have a destabilizing effect on the relevant country and potentially the EU and the euro as a whole, at least in the short term. The uncertainty resulting from any such developments, or the possibility of such developments, would also be likely to cause significant market disruption in the EU and the United Kingdom (including with respect to currency exchange rates) and more broadly across the global economy, as well as introduce further legal, tax and regulatory uncertainty in the EU and the United Kingdom.

#### *Regulatory Approvals*

There can be no assurance that a portfolio company targeted by a KKR Credit 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 KKR Credit Fund's or Other Client's expectations in respect of such company, the completion of a previously announced acquisition or sales to third parties, could limit the portfolio company's ability to engage in certain regulated activities or could otherwise result in additional costs to a portfolio company and an adverse impact on any investment by a KKR Credit Fund or Other Client in such company.

#### *Subscription Facilities; Guarantees*

Certain KKR Credit Funds may obtain one or more revolving credit facilities (“subscription facilities”). Subscription facilities of KKR Credit Funds are expected to be used by KKR Credit Funds to make or otherwise facilitate investments, to support ongoing operations and activities of KKR Credit Funds' portfolio companies and entities through which investments are held and in order to enable KKR Credit Funds to pay management fees or other expenses and liabilities. Borrowings (including subscription facilities) may be entered into on a joint and several or cross-collateralized basis with, or for the benefit of any alternative vehicles or other parallel fund of a KKR Credit Fund or their respective direct or indirect portfolio companies or other investments (and any of the foregoing may be added as an additional

borrower under a KKR Credit Fund's subscription facility), in which case such KKR Credit Fund's assets (including unused capital commitments) would be available to satisfy the liabilities and other obligations of any such vehicles, companies or other entities. A KKR Credit Fund may also pledge assets of the KKR Credit Fund (including unused capital commitments) and guarantee the indebtedness of others, including portfolio companies and entities through which investments by the KKR Credit Fund are held. If a KKR Fund obtains a subscription facility, it is generally expected that the KKR Credit Fund's interim capital needs would be satisfied through borrowings by the KKR Credit Fund under the subscription facility, and drawdowns of capital contributions by the KKR Credit Fund, including those used to pay interest on subscription facilities, would generally be expected to be "batched" together into larger, less frequent capital calls (although actual timing and amounts may vary). Although there are typically limitations regarding the time borrowings by KKR Credit Funds under subscription facilities may remain outstanding, there are generally no limitations on the amount of time guarantees by KKR Credit Funds or borrowings of portfolio companies or entities through which portfolio investments are held that may remain outstanding, and the interest expense and other costs of any such borrowings and guarantees will be KKR Credit Fund expenses and, accordingly, may decrease net returns of KKR Credit Funds. It is expected that interest will accrue on any such outstanding borrowings at a rate lower than the KKR Credit Funds' preferred returns (with the preferred returns beginning to accrue when capital contributions to repay borrowings are actually made to the KKR Credit Funds). The use of subscription facilities impacts internal rates of return as a result of greater leverage. However, for investments which do not have positive returns, greater leverage will general as well as related borrowing costs will generally further decrease returns. Additionally, the internal rates of return of KKR Credit Funds are generally calculated using the dates of each contribution by investors to KKR Credit Funds rather than the dates of each investment. As a result, KKR Credit Funds' internal rate of return will generally be higher (or more negative, in the case of investments with negative returns) than they would have been in the absence of such borrowings as the internal rate of return will be calculated over a shorter period of time. To the extent that a KKR Credit Fund is unable to obtain a subscription facility, access to such facility becomes unavailable or a KKR Credit GP otherwise determines not to use such facility, the KKR Credit GP may draw down capital commitments in advance and hold them in reserve in order to make portfolio investments, satisfy fees and expenses and other capital needs as such needs arise in the future. Guarantees given by KKR Credit are generally not treated as borrowings that are subject to limitation under the governing document of KKR Credit Funds.

#### *Recycling; Reinvestment*

Investment proceeds received by KKR Credit Funds and Other Clients during their respective investment periods may, depending on the terms of the relevant KKR Credit Fund or Other Client, be retained in whole or in part by a KKR Credit Fund or Other Client, or restored to investors' unused capital commitments and subsequently recalled, for future investments. In addition, the amount of capital contributions from investors used to pay KKR Credit Fund or Other Client expenses subsequently distributed to investors may, with respect to certain KKR Credit Funds or Other Clients, be restored to the investors' unused capital commitments and become available to be recalled for future use. In addition, with respect to certain KKR Credit Funds and Other Clients, certain contributions will not reduce unused capital commitments. Accordingly, an investor in a KKR Credit Fund or Other Client may be required to make capital contributions in excess of its capital commitment and, to the extent such recalled or retained amounts are reinvested in investments, such investor will remain subject to investment and other risks associated with such investments.

#### *In-Kind Distributions*

In certain circumstances, KKR Credit Funds or Other Clients may distribute bonds and other assets to investors that are non-marketable or are otherwise illiquid. The risk of loss and delay in liquidating such

assets will be borne by investors, with the result that investors may receive less cash than was reflected in the fair value of such assets as determined by KKR Credit pursuant to the governing documents of the relevant KKR Credit Fund or Other Client. In addition, when investments are distributed to investors in kind, such investors may then become minority shareholders in, or lenders to, the underlying portfolio investments and may be unable to protect their interests effectively. In addition, in certain circumstances a KKR Credit GP may elect to receive an in-kind distribution in lieu of a cash distribution with respect to carried interest or other amounts distributable to the KKR Credit GP, which will result in a conflict of interest.

#### *Non-Controlling Investment Positions*

While KKR Credit Funds or Other Clients are generally expected to seek to acquire majority ownership of assets and businesses in order to allow significant strategic and operating influence over investments, KKR Credit and Other Clients are also expected to invest or co-invest with third parties, including through partnerships, joint ventures and other entities. Such third parties, which may include third party managers, may have larger or controlling ownership interests in, or governance rights in respect of, such investments. In some cases, decisions require the consent of other investors, thereby lessening KKR Credit's control and, therefore, its ability to protect the position of KKR Credit Funds and Other Clients. In addition, there are instances in which a KKR Credit Fund or Other Client makes an investment in publicly or privately traded securities without the intent to control or influence the assets or companies in which it invests, and in such cases, the KKR Credit Fund or Other Client will be significantly reliant on the existing management, board of directors and other shareholders of such companies, with whom the KKR Credit Fund or Other Client is not affiliated and whose interests may conflict with the interests of the KKR Credit Fund or Other Client. In the event that a KKR Credit Fund or Other Client has a non-controlling interest in any such investment, there can be no assurance that minority rights will be available to it or that such rights will provide sufficient protection of a KKR Credit Fund's or Other Client's interests.

In some transactions, the amount of equity capital that is required to complete a large capitalization private equity transaction may be significant, and are therefore required to be structured as a consortium transaction. A consortium transaction involves an equity investment in which two or more other private equity firms serve together or collectively as equity sponsors. While KKR Credit has sought to limit the amount of consortium transactions in which KKR Credit Funds have been involved where possible, KKR Credit Funds and Other Clients have participated in a significant number of those transactions. Consortium transactions generally entail a reduced level of control by KKR Credit over the investment because KKR Credit must share its governance rights with the other consortium investors. Accordingly, KKR Credit may not be able to control decisions relating to a consortium investment, including decisions relating to the management and operation of the company and the timing and nature of any exit. Any of these factors could increase the risk that larger investments could be less successful. The consequences to KKR Credit Funds or any Other Client of an unsuccessful larger investment could be more severe given the size of the investment.

#### *Operating Partners and Joint Venture Partners*

KKR Credit Funds or Other Clients may make portfolio investments alongside operating partners, including through partnerships, joint ventures or other entities. Operating partners generally would be expected to provide various services to portfolio companies, including acquisition-related services (such as sourcing, evaluating, structuring, due diligence and execution with respect to actual or potential investment opportunities) and management-related services with respect to such portfolio investments (including day-to-day asset management and oversight). The operating partners with respect to a particular portfolio investment may also provide the same or similar services with respect to one or more

other portfolio investments of a KKR Credit Fund or Other Client, as well as to third parties unaffiliated with a KKR Credit Fund, Other Client or KKR Credit.

From time to time, a KKR Fund or Other Client or an affiliate of a KKR Fund or Other Client, including KKR, may enter into exclusivity, non-competition or other arrangements with one or more joint venture partners, operating partners or other third parties (each, an “**Exclusive JV Partner**”) with respect to potential investments in a particular geographic region or with respect to a specific industry or asset type pursuant to which the KKR Fund or Other Client or such affiliate (including KKR), may agree, among other things, not to make investments in such region or with respect to such industry or asset type outside of its arrangement with such Exclusive JV Partner. Accordingly, there may be circumstances in which KKR sources a potential investment opportunity or is presented with an opportunity by a third party, and as a result of such arrangements with an Exclusive JV Partner, a KKR Fund or Other Client could be precluded from pursuing such investment opportunity or obligated to bear an incremental layer of fees and expenses with respect to such investment.

Such investments may involve risks in connection with such third-party involvement; including the possibility that a third party may have financial difficulties resulting in a negative impact on such investments. Furthermore, a third-party co-investor, manager or operator may have economic or business interests or goals that are inconsistent with those of the KKR Credit Fund or Other Client or may be in a position to take (or block) action in a manner contrary to the KKR Credit Fund’s or Other Client’s investment objectives. The KKR Credit Fund or Other Client may also in certain circumstances be liable for the actions of such third parties. Investments made with such third parties in joint ventures or other entities may involve arrangements whereby a KKR Credit Fund and/or Other Client would fund a portion of the expenses in excess of its equity ownership percentage, including, management fees or other fees payable to the joint venture partner (or its management team), employee compensation, diligence expenses or other related expenses. Such expenses may be borne directly by the KKR Credit Funds or Other Clients as fund expenses (or sourcing and diligence expenses, if applicable) or indirectly as a KKR Credit Fund or Other Client bears the start-up and ongoing expenses of the newly formed joint venture portfolio entity.

The compensation paid to joint venture and operating partners include: (i) management or other fees, such as, origination fees and development fees payable to the joint venture partner (or its management team of the joint venture portfolio entity); (ii) carried interest distributions and/or other profit sharing arrangements payable to the joint venture partner (or its management team), including profits realized in connection with the disposition of a single asset, multiple assets or a joint venture portfolio entity; and (iii) other types of fees, bonuses and compensation not otherwise specified above. None of the compensation or expenses described above will be offset against any management fees or carried interest distributions. In addition, joint venture and operating partners (and/or their officers, directors, employees or other associated persons), if any, may be permitted to invest on a no-fee/no-carry basis in KKR Credit Funds or Other Clients or in specific investments. Members of the management team for a joint venture portfolio entity may include former KKR personnel, Industry Advisors, Senior Advisors, KKR Credit Advisors, Capstone executives and RPM executives and other Consultants.

In addition, KKR Credit Fund and Other Client investment strategies in certain investments could, but are not expected to, depend on the ability to enter into satisfactory relationships with joint venture or operating partners. There can be no assurance that KKR Credit’s future relationship with any such partner or operator would continue (whether on currently applicable terms or otherwise) with respect to a KKR Credit Fund or Other Client or that any relationship with other such persons would be able to be established in the future as desired with respect to any sector or geographic market and on terms favorable to a KKR Credit Fund or Other Client.

### *Consequences of Default*

If an investor fails to pay when due all or any portion of a capital contribution or other payment required to be made to KKR Credit Funds or Other Clients, and the contributions made by non-defaulting investors and borrowings by KKR Credit Funds or Other Clients are inadequate to cover the defaulted amounts, KKR Credit Funds or Other Clients may be unable to pay their obligations when due. As a result, KKR Credit Funds or Other Clients may be subjected to significant penalties that could materially adversely affect the returns to all investors (including non-defaulting investors). In addition, each defaulting investor may incur significant economic losses, including, without limitation, forfeiture of capital accounts and distributions, forced transfer of its interests at a discounted price and loss of the right to make future capital contributions to KKR Credit Funds or Other Clients. A KKR Credit GP may require an additional funding of capital commitments from the non-defaulting investors, to the extent of their unused capital commitments, to fund the shortfall caused by the defaulting investor (or a defaulting partner of a parallel fund).

In seeking to manage the impact of an investor default on the activities of KKR Credit Funds or Other Clients, and subject to the applicable governing documents of the relevant KKR Credit Fund or Other Client, KKR Credit may, from time to time as it deems appropriate, determine to call an aggregate amount of capital from investors in respect of an investment that is in excess of the amount required and may use such additional capital to make the relevant investment, notwithstanding that one or more investors that ultimately participate in the investment may fund their capital call after the scheduled funding date (assuming KKR Credit has determined in its sole discretion not to declare such investor a defaulting limited partner as defined in the applicable governing documents of the relevant KKR Credit Fund or Other Client). A capital call funded on a timely basis by an investor may therefore serve to bridge late-funding investors.

### *Toehold Investments and Investments in Publicly Traded Securities*

KKR Credit Funds and Other Clients may accumulate minority positions in the outstanding voting stock or securities convertible into the voting stock or securities convertible into the voting stock, of potential portfolio companies. While KKR Credit Funds and Other Clients may seek to achieve such accumulation through open market purchases, registered tender offers, negotiated transactions or private placements, they may be unable to accumulate a sufficiently large position in a target company to execute the investment strategy formulated in respect of that company. In such circumstances, KKR Credit Funds and Other Clients may dispose of their position in the target company within a short time of acquiring it. There can be no assurance that the price at which KKR Credit Funds and Other Clients can sell such securities will not have declined since the time of acquisition; this may be exacerbated by the fact that securities of the companies that KKR Credit Funds and Other Clients may target may be thinly traded or closely held and that a KKR Credit Fund's or Other Client's position may nevertheless have been substantial and its disposal may depress the market price for such securities.

Disclosure to investors of a KKR Credit Fund's or Other Client's investments in publicly traded securities may not be advisable in light of the KKR Credit Fund's or Other Client's investment objectives and may, in fact, be counterproductive to the KKR Credit Fund's or Other Client's ability to execute on its investment objectives. Accordingly, certain KKR Credit Funds or Other Clients may exclude from reports to investors information regarding investment activity in publicly traded securities if it determines that disclosure is not at such time commercially practicable or in the interests of the KKR Credit Fund or Other Client. In addition, any investor that has a right to be excused from certain investments may not be able to exercise that right with respect to investments in publicly traded securities until such time as the KKR Credit Fund or Other Client discloses such



investment to investors. If the KKR Credit Fund or Other Client disposes of an investment before disclosure of such investment to investors, investors will have no notice of such investment and no excuse right will apply.

#### *Investment Focus Adjustments*

KKR Credit Funds and Other Clients may not be restricted in terms of the percentage of their capital that can be invested in a particular industry, geographical region or type of investment. While their governing documents may contain a description of the types of investments that other KKR Credit Funds or Other Clients have historically made and/or information about the relevant KKR Credit Funds' or Other Clients' investment expectations, many factors may contribute to changes in emphasis in the construction of such KKR Credit Funds' or Other Clients' portfolios, including changes in market or economic conditions or regulation as they affect various industries and changes in the political or social situations in particular countries. There can be no assurance that the investment portfolio of any KKR Credit Fund or Other Client will resemble the portfolio of any prior KKR Credit Fund or Other Client.]

#### *Material, Non-Public Information*

KKR Credit investment professionals may acquire confidential or material, non-public information concerning an entity in which KKR Credit Funds or Other Clients have invested, or propose to invest, and the possession of such information may limit KKR Credit's ability to buy or sell particular securities and/or loans of such entity on behalf of KKR Credit Funds or Other Clients, thereby limiting the investment opportunities or exit strategies available to KKR Credit Funds or Other Clients. In addition, holdings in the securities and/or loans of an issuer by KKR Credit or its affiliates may affect the ability of KKR Credit Funds or Other Clients to make certain acquisitions of, or enter into certain transactions with, such issuer. Affiliated Brokers and investment advisers affiliated with KKR Credit may also acquire confidential or material non-public information concerning entities in which KKR Credit Funds or Other Clients have invested or propose to invest, which could restrict KKR Credit's ability to buy or sell (or otherwise transact in) securities and/or loans of such entities, thus limiting investment opportunities or exit strategies available to KKR Credit Funds or Other Clients.

#### *Investments in Less Established Companies*

KKR Credit Funds or Other Clients may make investments in companies that are in an early stage of development. These companies are often characterized by short operating histories, new technologies and products, quickly evolving markets and management teams that may have limited experience working together, all of which enhance the difficulty of evaluating these investment opportunities. The management of such companies may be unable to implement and maintain successful marketing, finance personnel and other operational strategies in order to become and remain successful. Other substantial operational risks to which such companies are subject include uncertain market acceptance of the company's products or services, a high degree of regulatory risk for new or untried and/or untested business models, products and services, high levels of competition among similarly situated companies, lower capitalizations and fewer financial resources and the potential for rapid organizational or strategic change. Such companies also may have shorter operating histories on which to judge future performance and in many cases, if operating, will have negative cash flow. In addition, emerging growth companies may be more susceptible to macroeconomic effects and industry downturns.

#### *Investments in Companies in Regulated Industries*

Certain industries are heavily regulated. KKR Credit Funds or Other Clients make investments in companies in these industries, and these investments pose additional risks relative to investments in other

companies. Changes in applicable laws or regulations, or in the interpretations of these laws and regulations, could result in increased compliance costs or the need for additional capital expenditures. If a portfolio company fails to comply with these requirements, it could also be subject to civil or criminal liability and the imposition of fines. Portfolio companies also could be materially and adversely affected as a result of statutory or regulatory changes or judicial or administrative interpretations of existing laws and regulations that impose more comprehensive or stringent requirements on such issuers. Governments have considerable discretion in implementing regulations that could impact a portfolio company's business, and governments may be influenced by political considerations and may make decisions that adversely affect a portfolio company's business.

#### *Investments in Companies Subject to Collective Bargaining Agreements*

Certain portfolio companies may have a unionized workforce or employees who are covered by a collective bargaining agreement, which could subject any such issuer's activities and labor relations matters to complex laws and regulations relating thereto. Moreover, a portfolio company's operations and profitability could suffer if it experiences labor relations problems. Upon the expiration of any such portfolio company's collective bargaining agreements, it may be unable to negotiate new collective bargaining agreements on terms favorable to it, and its business operations at one or more of its facilities may be interrupted as a result of labor disputes or difficulties and delays in the process of renegotiating its collective bargaining agreements. A work stoppage at one or more of any such portfolio company's facilities could have a material adverse effect on its business, results of operations and financial condition. Any such problems additionally may bring scrutiny and attention to KKR Credit Funds or Other Clients, which could adversely affect the KKR Credit Funds' or Other Clients' ability to implement its investment objectives.

#### *Investments in the Media Industry*

KKR Credit Funds or Other Clients may make investments in portfolio companies involved in the media business, including new media. The media business is subject to risks of government regulation. Internet and satellite carriers are subject to varying degrees of regulation in the United States by the U.S. Federal Communications Commission (the "FCC") and other entities and in foreign countries by similar entities. Such regulation and legislation are subject to the political process and have been in flux over the past decade. Further material changes in the law and regulatory requirements must be anticipated, and there can be no assurance that the businesses of the KKR Credit Funds' or Other Clients' portfolio companies will not be adversely affected by future legislation, new regulation or deregulation including the FCC's Protecting and Promoting the Open Internet rules, more commonly known as the "Net Neutrality" regulations. In addition, competitive pressures within the media-related industries are intense, and the securities and/or loans of such portfolio companies may be subject to significant price volatility. Because the media-related industries are also subject to rapid and significant changes in technology, portfolio companies in these industries may face competition from technologies being developed or to be developed in the future by other entities, which may make such companies' products and services obsolete.

#### *Investments in Companies Experiencing Financial Difficulties*

KKR Credit Funds or Other Clients may make investments that involve portfolio companies that are experiencing financial difficulties. These financial difficulties may never be overcome and may cause such portfolio companies to become subject to bankruptcy proceedings. Such investments could, in certain circumstances, subject a KKR Credit Fund or Other Client to certain additional potential liabilities that may exceed the value of the KKR Credit Fund's or Other Client's original investment therein. In addition, under certain circumstances, payments to KKR Credit Funds or Other Clients and distributions

by KKR Credit Funds or Other Clients to investors may be reclaimed if any such payment or distribution is later determined to have been a fraudulent conveyance, preferential payment, or similar transaction under applicable bankruptcy and insolvency laws. Furthermore, investments in companies undergoing restructuring may be adversely affected by laws relating to fraudulent conveyances, voidable preferences, lender liability, and the bankruptcy court's discretionary power to disallow, subordinate or disenfranchise particular claims.

#### *Reliance on Portfolio Company Management*

The day-to-day operations of each portfolio company in which KKR Credit Funds or Other Clients invest will be the responsibility of such portfolio company's management team, which often includes representatives of other financial investors with whom KKR Credit Funds or Other Clients are not affiliated and whose interests may at times conflict with the interests of KKR Credit Funds or Other Clients. Although the KKR Credit GPs will be responsible for monitoring the performance of each investment, KKR Credit Funds or Other Clients will rely significantly on the management teams and boards of directors of portfolio companies in which the KKR Credit Funds or Other Clients invest, including to effectively implement any agreed upon reorganization plans. There can be no assurance that the existing management team of any portfolio company or any successor thereto will be able to operate such portfolio company in accordance with a KKR Credit Fund's or Other Client's expectations. Misconduct by management (or other employees) of a portfolio company could cause significant losses in respect of the relevant investment.

#### *Risks in Effecting Operating Improvements*

In some cases, the success of a KKR Credit Fund's or Other Client's investment strategy will depend, in part, on the ability of such KKR Credit Fund or Other Client to restructure and effect improvements in the operations of a portfolio entity or its properties. The activity of identifying and implementing restructuring programs and operating improvements at portfolio entities entails a high degree of uncertainty. There can be no assurance that a KKR Credit Fund or Other Client will be able to successfully identify and implement such restructuring programs and improvements.

#### *Need for Follow-on Investments*

Following their initial investment in a given portfolio company or other issuer, KKR Credit Funds and Other Clients may decide to provide additional funds to such issuer or may have the opportunity to increase their investment in such issuer. There is no assurance that KKR Credit Funds and Other Clients will make follow-on investments or that KKR Credit Funds or Other Clients will have sufficient funds to make (or will be permitted to make under KKR Credit Funds' or Other Clients' investment restrictions, tax guidelines or other applicable constraints) all or any of such investments. Any decision by KKR Credit Funds or Other Clients not to make follow-on investments or their inability to make such investments may have a substantial negative effect on an issuer in need of such an investment, may result in a lost opportunity for KKR Credit Funds or Other Clients to increase their participation in a successful investment, may result in KKR Credit Funds' or Other Clients' investments in the relevant issuer becoming diluted and, in circumstances where the follow-on investment is offered at a discount to market value, may result in a loss of value for KKR Credit Funds or Other Clients. Any resulting dilution of the interest of a KKR Fund or Other Client in an investment will frequently be determined on the basis of a valuation in respect of such investment by KKR Credit or its affiliates.

#### *Contingent Liabilities on Dispositions*

In connection with the disposition of an investment, KKR Credit Funds or Other Clients may be required to make representations typical of those made in connection with the sale of any such asset, which may include representations in relation to the business and financial affairs of a portfolio investment. KKR Credit Funds or Other Clients may also be required to indemnify the purchasers of such an investment to the extent that any such representation turns out to be inaccurate or with respect to other matters. These arrangements may result in contingent liabilities, which, if not satisfied out of KKR Credit Funds' or Other Clients' assets, may ultimately be required to be funded by investors making contributions to KKR Credit Funds or Other Clients or returning previous distributions received from KKR Credit Funds or Other Clients. In light of the impact on KKR Credit Fund and Other Client returns, as well as KKR Credit's entitlement to receive carried interest and the capital interest of KKR Credit GPs and their affiliates in KKR Credit Funds and Other Clients, KKR Credit has an incentive to distribute investment proceeds to investors rather than establishing an escrow or other reserve, which could increase the risk that the investors may be required to make contributions or return distributions in order to satisfy contingent liabilities related to KKR Credit Fund and Other Client investments.

#### *Corruption and Fraud*

Regulatory agencies or other counterparties may have the right to terminate an agreement relating to a portfolio company where management, any related third party management company, operator or any of their affiliates has committed bribery, corruption or other fraudulent act in connection with the investment by a KKR Credit Fund or Other Client in such portfolio company. Most capital put toward such an investment will not be compensated in these circumstances. In addition, certain investment activities could be more susceptible to irregular accounting or other fraudulent practices. In the event of fraud by (or involvement with corrupt payments by) any company in which a KKR Credit Fund or Other Client invests, the KKR Credit Fund or Other Client may suffer a partial or total loss of capital invested in that company.

#### *Insurance*

With respect to companies and assets acquired by a KKR Credit Fund or Other Client, certain losses of a catastrophic nature, such as wars, natural disasters, terrorist attacks or other similar events, may be either uninsurable or insurable at such high rates that to maintain such coverage would cause an adverse impact on related investments. Even where insurance is available, KKR Credit may determine not to obtain such insurance if KKR Credit concludes that the terms are not commercially reasonable, or KKR Credit may obtain such insurance with meaningful coverage limits and high deductibles. KKR Credit Funds and Other Clients or their affiliates may maintain insurance, where available on terms they believe to be commercially reasonable, for KKR Credit Fund's or Other Client's portfolio companies and investments to protect against certain risks, such as business interruption insurance that is intended to offset loss of revenues during an operational interruption. Such insurance is likely to be subject to customary deductibles and coverage limits and may not be sufficient to recoup all losses with respect to the relevant investment. There can be no assurance that an investment's insurance would cover liabilities resulting from claims relating to the design, construction, maintenance, or operation of the real assets and businesses in which KKR Credit Fund and Other Clients may invest, lost revenues, or increased expenses resulting from such damage. If a major, uninsured loss occurs, KKR Credit Funds or Other Clients could lose both invested capital in and anticipated profits from affected investments.

With respect to such insurance policies that KKR Credit does maintain, certain policies are expected to cover certain KKR Credit Funds, Other Clients, as well as KKR Credit and its affiliates, and as noted in Item 5 above, KKR Credit Funds, Other Clients and KKR Credit will bear an allocable portion of the premiums and fees for such policies. KKR Credit believes that employing insurance policies covering multiple parties enables KKR Credit to achieve lower overall premiums and fees for KKR Credit Funds,

Other Clients and KKR Credit and its affiliates. Such policies typically carry a per occurrence deductible, which would be expected to be borne by the relevant insured person(s) making a claim under the policy and not by other insured persons. Such insurance policies also typically have a maximum amount that will be paid to insured person(s) making any claim, and, as such, it is possible that a KKR Credit Fund or Other Client will have insufficient coverage to the extent that a claim by another KKR Credit Fund, Other Client, KKR Credit and/or one or more of its affiliates is paid for their insurance claims up to such maximum amount.

#### *Absence of Recourse; Indemnification*

Service providers to KKR Credit, KKR Credit Funds or Other Clients, KKR Credit GPs, their respective affiliates, agents and other persons, including, without limitation, the members of the advisory committee, members of the investment teams and placement agents and finders, may be entitled to exculpation and indemnification. The assets of KKR Credit Funds or Other Clients, including the unused capital commitments of investors, may be available to satisfy these indemnification obligations, and investors may be required to return distributions to satisfy such obligations. These obligations will survive the dissolution of the relevant KKR Credit Funds or Other Clients. KKR Credit carries liability insurance (including “D&O” insurance). However, there is no guarantee that such insurance will be available to satisfy losses for which KKR Credit Funds or Other Clients may be required to provide indemnification, and potential insurance claims will not delay the availability of the advances provided to indemnified persons under the applicable governing documents of the relevant KKR Credit Fund or Other Client. Moreover, the fiduciary duties of a KKR Credit GP and its affiliates may be modified pursuant to the terms of applicable governing documents of the relevant KKR Credit Fund or Other Client. As a result, investors may have a more limited right of action in certain cases than they would in the absence of such limitations.

#### *Recourse to a KKR Credit Fund’s or Other Client’s Assets*

The assets of KKR Credit Funds and Other Clients, including unused capital commitments, any investments made by the KKR Credit Fund or Other Client and any capital held by the KKR Credit Fund or Other Client, are available to satisfy all liabilities and other obligations of such KKR Credit Fund or Other Client. If a KKR Credit Fund or Other Client becomes subject to a liability, parties seeking to have the liability satisfied may have recourse to a KKR Credit Fund’s or Other Client’s assets generally and may not be limited to any particular asset, such as the asset comprising the investment giving rise to the liability. In such situations, under the governing documents of KKR Credit Funds or Other Clients, investors may be required to make additional capital contributions, including to recontribute funds previously distributed by a KKR Credit Fund or Other Client, in each case subject to the specific limitations set forth in their governing documents.

A KKR Credit Fund’s or Other Client’s financing arrangements, including subscription facilities obtained by a KKR Credit Fund or Other Client, specific borrowings made thereunder, and guarantees and other credit support obligations of a KKR Credit Fund or Other Client, may be structured generally as a portfolio financing where all or certain investments are cross-collateralized and multiple investments may be subject to the risk of loss. Often, investors have varying investment percentages with respect to certain of a KKR Credit Fund’s or Other Client’s investments, including as a result of participation in subsequent closings, excuse, exclusion or otherwise. As a result of the potential recourse obligations of a KKR Credit Fund or Other Client as described above, liabilities relating to investments in which an investor has little or no sharing percentage may adversely impact investments in which such investor holds a greater sharing percentage or may result in an obligation to make capital contributions or return distributions previously received. In addition, where co-investors or other third-party investors participate in an investment, a KKR Credit Fund or Other Client may (where the applicable KKR Credit GP deems appropriate)

guarantee an amount in excess of its proportionate interest in the investment, including amounts in respect of the interests of co-investors or other third-parties, which may remain outstanding on a temporary or ongoing basis. In these circumstances, a KKR Credit Fund or Other Client would bear a disproportionate amount of the liabilities and costs associated with the relevant guarantee or other credit support, and the KKR Credit Fund's or Other Client's assets, as applicable, including the relevant investment, as well as the KKR Credit Fund's or Other Client's assets generally (including unused capital commitments) may be available to satisfy such liabilities and costs.

### *Terrorism*

KKR Credit Funds' or Other Clients' investments may involve assets having a national or regional profile. The nature of these assets could expose them to a greater risk of being the subject of a terrorist attack than other assets or businesses. Any terrorist attacks that occur at or near strategic assets would likely cause significant harm to employees, property, and, potentially, the surrounding community, and may result in liability with respect to an investment far in excess of available insurance coverage. A terrorist attack on an asset may also have adverse consequences for assets of that type or in the same vicinity, including those owned by a portfolio company, and may result in a company being forced to increase preventative security measures or expand its insurance coverage (if available), adversely affecting the profitability of such investment. Terrorist attacks may reduce the availability of insurance coverage going forward for losses arising from similar events. A terrorist attack could cause reduced patronage, usage, and demand for an entire class of assets or for assets in the region of the terrorist attack, either of which could adversely affect an investment's profitability.

### *Force Majeure and Climate Change*

Portfolio investments may be affected by force majeure events (i.e., events beyond the control of the party claiming that the event has occurred, including, without limitation, acts of God, fire, flood, earthquakes, outbreaks of an infectious disease, pandemic or any other serious public health concern, war, terrorism and labor strikes, major plant breakdowns, pipeline or electricity line ruptures, failure of technology, defective design and construction, accidents, demographic changes, government macroeconomic policies, social instability). Some force majeure events may adversely affect the ability of any such parties to perform their obligations until they are able to remedy the force majeure event. These risks could, among other effects, adversely impact the cash flows available from a portfolio company, cause personal injury or loss of life, damage property, or instigate disruptions of service. In addition, the cost to a borrower of repairing or replacing damaged assets resulting from such force majeure event could be considerable. Force majeure events that are incapable of or are too costly to cure may have a permanent adverse effect on a portfolio company. Certain force majeure events (such as war or an outbreak of an infectious disease) could have a broader negative impact on the world economy and international business activity generally, or in any of the countries in which KKR Credit Funds or Other Clients may invest specifically. Additionally, a major governmental intervention into industry, including the nationalization of an industry or the assertion of control over one or more portfolio companies or its assets, could result in a loss to KKR Credit Funds or Other Clients, including if the investment in such portfolio companies is canceled, unwound or acquired (which could be without adequate compensation).

### *Capital Structure Arbitrage*

KKR Credit 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 KKR Credit Fund or Other Client will be able to locate investment opportunities or to correctly exploit price discrepancies.

### *Borrower Fraud; Breach of Covenant*

KKR Credit Funds or Other Clients will generally seek to obtain structural, covenant and other contractual protections with respect to the terms of their investments as determined appropriate under the circumstances. There can be no assurance that such attempts to provide downside protection with respect to their investments will achieve their desired effect and an investment in a KKR Credit Fund or Other Client should be regarded as being speculative and having a high degree of risk. Of paramount concern in originating or acquiring financing contemplated by the terms of certain KKR Credit Funds or Other Clients is the possibility of material misrepresentation or omission on the part of borrowers or other credit support providers or breach of covenant by such parties. Such inaccuracy or incompleteness or breach of covenants may adversely affect the valuation of collateral underlying a loan or the ability of KKR Credit Funds or Other Clients to perfect or effectuate a lien on collateral securing a loan or otherwise realize on an investment. KKR Credit Funds and Other Clients will rely upon the accuracy and completeness of representations made by borrowers to the extent reasonable, but cannot guarantee such accuracy or completeness.

### *Fraudulent Conveyance, Lender Liability and Equitable Subordination*

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 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 debt is used for a buyout of shareholders, this risk is greater than if such 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 KKR Credit Funds or Other Clients was a fraudulent transfer or conveyance, a court could void or otherwise refuse to recognize payment obligations under such debt obligations or the collateral supporting such debt obligations, further subordinate debt obligations or liens supporting such obligations to other existing and future indebtedness of the issuer or require KKR Credit Funds or Other Clients to repay any amounts received by them with respect to such debt obligations or collateral. In the event of a finding that a fraudulent transfer or conveyance occurred, KKR Credit Funds or Other Clients may not receive any repayment on the debt obligations.

Under certain circumstances, payments to KKR Credit Funds or Other Clients and distributions by KKR Credit Funds or Other Clients to investors may be reclaimed if any such payment or distribution is later determined to have been a fraudulent conveyance, preferential payment or similar transaction under applicable bankruptcy and insolvency laws. Furthermore, investments in restructurings may be adversely affected by statutes relating to, among other things, fraudulent conveyances, voidable preferences, lender liability and the court's discretionary power to disallow, subordinate or disenfranchise particular claims or re-characterize investments made in the form of debt as equity contributions.

Under Title 11 of the United States Code, as amended (the “**Bankruptcy Code**”), a lender that has inappropriately exercised control of the management and policies of a company or other issuer that is a debtor under the Bankruptcy Code may have its claims against the issuer subordinated or disallowed, or may be found liable for damages suffered by parties as a result of such actions. Such claims may also be disallowed or subordinated to the claims of other creditors if the lender (e.g., a KKR Credit Fund or Other Client) (i) is found to have engaged in other inequitable conduct resulting in harm to other parties, (ii) intentionally takes action that results in the undercapitalization of a borrower, (iii) engages in fraud with respect to, or makes misrepresentations to other creditors, or (iv) uses its influence as a shareholder to dominate or control a borrower to the detriment of other creditors of such borrower. The lender's investment may also be re-characterized 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 an issuer prior to its filing under

the Bankruptcy Code. While KKR Credit Funds and Other Clients attempt to avoid taking the types of action that would lead to the subordination, disallowance and liability, there can be no assurance that such claims will not be asserted or that KKR Credit Funds or Other Clients will be able successfully to defend against them.

### *Investments in Highly Leveraged Companies*

Investments by KKR Credit Funds and Other Clients may include investments in portfolio companies and other issuers whose capital structures may have significant leverage (including to the extent KKR Credit Funds or Other Clients hold second-lien debt interests, certain leverage senior to KKR Credit Funds' or Other Clients' investment). Such investments are inherently more sensitive to declines in revenues, competitive pressures and increases in expenses and interest rates. The leveraged capital structure of such issuers will increase their exposure to adverse economic factors such as downturns in the economy or deterioration in the condition of the issuers or their industries, and, to the extent KKR Credit Funds or Other Clients hold second lien or other subordinated debt interests therein, such issuers may be subject to restrictive financial and operating covenants in more senior debt instruments and contracts that adversely impact KKR Credit Funds' or Other Clients' investments. This leverage may result in more serious adverse consequences to such issuers (including their overall profitability or solvency) in the event these factors or events occur than would be the case for less leveraged companies. If an issuer cannot generate adequate cash flow to meet debt obligations, the issuer may default on its loan agreements or bonds or be forced into bankruptcy resulting in a restructuring of the issuer's capital structure or liquidation of the issuer. Furthermore, to the extent issuers in which KKR Credit Funds or Other Clients have invested become insolvent KKR Credit Funds or Other Clients may determine, in cooperation with other debt holders or on their own, to engage, at the KKR Credit Funds' and Other Clients' expense in whole or in part, counsel and other advisors in connection therewith. In addition to leverage in the capital structure of portfolio companies and other issuers, a KKR Credit GP may incur leverage on behalf of KKR Credit Funds or Other Clients.

### *Recharacterization*

KKR Credit Funds or Other Clients may seek to place their representatives on the boards of certain companies or other issuers in which KKR Credit Funds or Other Clients have invested. KKR Credit Funds or Other Clients may also invest in portfolio companies or other issuers in which KKR and/or other KKR Credit Funds or Other Clients have representatives on the boards of such issuers. While such representation may enable KKR Credit Funds or Other Clients to enhance the sale value of their debt investments in an issuer, such involvement (and/or any equity interests of KKR Credit Funds or Other Clients in such issuer) may also prevent KKR Credit Funds or Other Clients from freely disposing of their debt investments and may subject KKR Credit Funds or Other Clients to additional liability or result in recharacterization of KKR Credit Funds' or Other Clients' debt investments as equity. KKR Credit Funds or Other Clients will indemnify KKR Credit GPs and its affiliates (including KKR Credit and KKR), and the members, partners, equity holders, directors, officers, employees and, if specifically agreed by a KKR Credit GP, agents of each of them, for claims arising from such board representation. KKR Credit Funds or Other Clients will attempt to balance the advantages and disadvantages of such representation when deciding whether and how to exercise their rights with respect to such issuers, but the exercise of such rights could produce adverse consequences in particular situations.

### *Expedited Investment Decisions; Opportunistic Investments*

Investment analyses and decisions by KKR Credit may be required to be undertaken on an expedited basis to take advantage of investment opportunities. While KKR Credit Funds or Other Clients will



generally not seek to make an investment until KKR Credit has conducted sufficient due diligence to make a determination as to the acceptability of the credit quality of the investment and the underlying portfolio company or other issuer, in such cases, the information available to KKR Credit at the time of making an investment decision may be limited. Therefore, no assurance can be given that KKR Credit will have knowledge of all circumstances that may adversely affect an investment. Similar concerns may arise to the extent that a KKR Credit Fund or Other Client makes opportunistic investments in broadly syndicated debt. The circumstances of such investments may not facilitate the type of due diligence KKR Credit generally seeks to conduct in respect of investments. In addition, KKR Credit expects often to rely upon independent consultants in connection with its evaluation of proposed investments. No assurance can be given as to the accuracy or completeness of the information provided by such independent consultants and KKR Credit Funds or Other Clients may incur liability as a result of such consultants' actions.

### *Event-Driven Investing*

Event-driven investing by KKR Credit Funds or Other Clients requires KKR Credit 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 and/or loans. If the event fails to occur or it does not have the effect foreseen, losses can result. Investments in such securities and/or loans often are difficult to analyze or may have limited trading histories or in-depth research coverage. Although KKR Credit intends to utilize appropriate risk management strategies, such strategies cannot fully insulate KKR Credit from the risks inherent in their planned activities. Moreover, in certain situations KKR Credit may be unable to, or may choose not to, implement risk management strategies because of the costs involved or other relevant circumstances.

### *Activist Strategy*

KKR Credit 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 KKR Credit Fund's or Other Client's control. Expenses associated with an activist investment strategy, including potential litigation or other transactional costs, will be borne by the relevant KKR Credit 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 KKR Credit Fund or Other Client properly identify portfolio companies whose equity prices can be improved through corporate and/or strategic action; (ii) that a KKR Credit Fund or Other Client acquire sufficient shares of the securities and/or loans 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 KKR Credit Fund's 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 and/or loans that a KKR Credit 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 timeframe such KKR Credit Fund or Other Client anticipates, even if a corporate governance strategy is successfully implemented.

### *Investments in Initial Public Offerings*

Investments in initial public offerings invested by KKR Credit 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 and/or loans available for

trading, unseasoned trading, lack of investor knowledge of the issuer and limited operating history of an issuer.

#### *Exchange Traded Funds, Closed End Funds and Other Blind Pools*

KKR Credit 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 and/or loans 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/or loans and the risk of trading in an ETF halting due to market conditions. Similarly, KKR Credit Funds or Other Clients may also invest in closed-end funds and other blind pools. Investments in such vehicles may subject KKR Credit Funds or Other Clients to additional risks, including, without limitation, the risk that KKR Credit may not properly evaluate such investment opportunities given its limited access to information regarding the investments made by the underlying pooled vehicle. Further, as a result of their investments in ETFs, closed-end funds and/or blind pools, KKR Credit Funds or Other Clients may bear, along with other investors in an ETF, closed-end fund or blind pool, their pro rata portion of the vehicle’s expenses, including management fees. Accordingly, in addition to bearing their proportionate share of KKR Credit Funds’ or Other Clients’ expenses (e.g., management fees and operating expenses), investors may also indirectly bear similar expenses of an ETF, closed-end fund or blind pool.

#### *Trading Cash and Physical Commodities*

KKR Credit 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.

#### *Material, Non-Public Information*

KKR Credit investment professionals may acquire confidential or material, non-public information concerning an entity in which KKR Credit Funds or Other Clients have invested or propose to invest, and the possession of such information may limit KKR Credit’s ability to buy or sell particular securities and/or loans of such entity or material subsidiary or affiliate on behalf of KKR Credit Funds or Other Clients, thereby limiting the investment opportunities or exit strategies available to KKR Credit Fund or Other Clients. In addition, holdings in the securities and/or loans of an issuer by KKR Credit or its affiliates may affect the ability of KKR Credit Funds or Other Clients to make certain acquisitions of, or enter into certain transactions with, such issuer. Affiliated Brokers and investment advisers affiliated with KKR Credit may also acquire confidential or material non-public information concerning entities in which KKR Credit Funds or Other Clients have invested or propose to invest, which could restrict KKR Credit’s ability to buy or sell (or otherwise transact in) securities and/or loans of such entities, thus limiting investment opportunities or exit strategies available to KKR Credit Funds or Other Clients.

### **Credit Investment Risk**

#### *Collateral Risk*

KKR Credit Funds or Other Clients will generally seek to make investments that a KKR Credit GP believes are secured by specific collateral, the value of which may initially exceed the principal amount of such investments, and which, if securing first priority liens, generally cannot be pledged, lent, re-hypothecated or otherwise reused by the borrower, there can be no assurance that the liquidation of any such collateral would satisfy the borrower's obligation in the event of non-payment of scheduled interest or principal payments with respect to such investments and such investments may be exposed to losses resulting from default and foreclosure. In the event of a foreclosure, KKR Credit Funds or Other Clients may directly or indirectly assume ownership of the underlying collateral. There can be no assurance that such collateral could be readily liquidated or that the liquidation proceeds upon sale of any such collateral would satisfy the entire outstanding balance of principal and interest on the loan. Any costs or delays involved in the effectuation of a foreclosure of a loan or a liquidation of underlying collateral will further reduce proceeds realized from a loan and increase losses.

KKR Credit Funds or Other Clients cannot guarantee the adequacy of the protection of their interests in connection with any investment, including the validity or enforceability of a loan and the maintenance of the anticipated priority and perfection of applicable security interests. Under certain circumstances, collateral securing an investment may be released without the consent of a KKR Credit Fund or Other Client. KKR Credit Funds' or Other Clients' security interests with respect to investments in secured debt may be unperfected for a variety of reasons, including the failure to make required filings by lenders and, as a result, KKR Credit Funds or Other Clients may not have priority over other creditors as anticipated. Furthermore, KKR Credit Funds or Other Clients cannot assure that claims may not be asserted that might interfere with enforcement of KKR Credit Funds' or Other Clients' rights. First priority lien investments made by KKR Credit Funds or Other Clients may, in certain cases, provide a first priority lien over some, but not all, of the assets of the relevant borrower. KKR Credit Funds or Other Clients may also invest in second-lien debt investments and may from time to time, for example, to the extent it receives such assets in a restructuring or such assets are issued or otherwise acquired in connection with an investment in secured debt or in the operator or manager of any related platform, hold high yield securities, marketable and non-marketable common and preferred equity securities and warrants and other unsecured investments each of which involves a higher degree of risk than senior first-lien secured debt investments, including the reuse and subsequent loss of any such collateral by the borrower. Furthermore, KKR Credit Funds' or Other Clients' rights to payment and their security interests, if any, may be subordinated to the payment rights and security interests of senior lenders with respect to some or all of the assets of a portfolio company or other issuer. Certain of these investments may have an interest-only payment schedule, with the principal amount remaining outstanding and at risk until the maturity of the investment. In such cases, an issuer's ability to repay the principal of an investment may be dependent upon a liquidity event or the long-term success of the issuer, the occurrence of which is uncertain.

Similarly, while KKR Credit Funds or Other Clients will generally target investing in companies and other issuers it believes are of high quality, these issuers could still present a high degree of business and credit risk. Issuers in which KKR Credit Funds or Other Clients invest could deteriorate as a result of, among other factors, an adverse development in their businesses, a change in the competitive environment or the continuation or worsening of the current (or any future) economic and financial market downturns and dislocations. As a result, companies and other issuers that KKR Credit Funds or Other Clients expect to be stable or improve may operate, or expect to operate, at a loss or have significant variations in operating results, may require substantial additional capital to support their operations or maintain their competitive position, or may otherwise have a weak financial condition or be experiencing financial distress.

#### *Counterparty Default*

The stability and liquidity of repurchase agreements, swap transactions, forward transactions and other over-the-counter (“OTC”) derivative transactions in which KKR Credit Funds or Other Clients may engage in for hedging purposes depend in large part on the creditworthiness of the broker-dealers or other counterparties to the transactions. KKR Credit will monitor, on an ongoing basis, the creditworthiness of firms with which it will enter into such transactions. If there is a default by the counterparty to such a transaction, KKR Credit will, under most normal circumstances, have contractual remedies pursuant to the agreements related to the transaction. However, exercising such contractual rights may involve delays or costs which could result in losses to KKR Credit Funds or Other Clients. Furthermore, there is a risk that any of such counterparties could become insolvent and/or the subject of insolvency proceedings. If one or more of the counterparties were to become insolvent or the subject of insolvency proceedings in the U.S. (either under the U.S. Securities Investor Protection Act (“SIPA”) or the Bankruptcy Code), there exists the risk that the recovery of KKR Credit Funds’ or Other Clients’ securities and other assets from such counterparty will be delayed or be of a value less than the value of the securities or assets originally entrusted to such counterparty. Furthermore, in the event that any of KKR Credit Funds’ or Other Clients’ prime brokers (if any) rehypothecate KKR Credit Funds’ or Other Clients’ securities held with such prime broker and such prime broker becomes the subject of liquidation proceedings under SIPA, only the KKR Credit Funds’ or Other Clients’ “customer name securities” will be returned to them; KKR Credit Funds or Other Clients will have a “net equity” claim for the remainder of their securities, which will be satisfied from the aggregate pool of remaining customer property held by such prime broker.

In addition, KKR Credit Funds or Other Clients may from time to time use counterparties located in jurisdictions outside the U.S. Such counterparties usually are subject to laws and regulations in non-U.S. jurisdictions that are designed to protect customers in the event of their insolvency. However, the practical effect of these laws and their application to KKR Credit Funds’ or Other Clients’ assets may be subject to substantial limitations and uncertainties. Because of the range of possible factual scenarios involving the insolvency of a counterparty and the potential number of entities and jurisdictions that may be involved, it is impossible to generalize about the effect of such insolvency on KKR Credit Funds or Other Clients and their assets. Investors should assume that the insolvency of any such counterparty would result in significant delays in recovering KKR Credit Funds’ or Other Clients’ financial instruments from or the payment of claims therefor by such counterparty and a loss to KKR Credit Funds or Other Clients, which could be material.

### *Short Sales*

KKR Credit manages short positions in certain KKR Credit Funds and Other Clients. 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.

### *Debt Securities*

KKR Credit Funds and Other Clients invest in various types of debt securities and instruments. 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. KKR Credit Funds or Other Clients may invest in loans and other forms of debt

that are not marketable securities. Loans are usually not securities, and are usually not listed on a recognized exchange and are usually less liquid or not liquid compared to other 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 syndication with members of the syndicate having different and sometimes superior rights to those of a KKR Credit Fund or Other Client. Where a KKR Credit Fund or Other Client invests 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 their 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.

#### *Distressed Debt*

KKR Credit Funds and Other Clients may invest in securities and/or loans 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 KKR Credit 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, KKR Credit Funds or Other Clients may lose their entire investment, be required to accept cash or securities and/or loans 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 KKR Credit Fund or Other Client. To the extent that a KKR Credit Fund or Other Client becomes involved in such proceedings, KKR Credit 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 KKR Credit Fund or Other Client in a company's reorganization proceedings could result in the imposition of restrictions limiting the ability of such KKR Credit Fund or Other Client to liquidate positions in the company.

#### *Mezzanine Securities and Mezzanine-Like Instruments*

Mezzanine debt is typically junior to the obligations of a company to senior creditors, trade creditors and employees. The ability of KKR Credit to influence a company's affairs, especially during periods of financial distress or following 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 KKR Credit Funds or Other Clients to liquidate positions in the company.

#### *Bankruptcy, Restructuring, Insolvency and Other Proceedings*

Investments in companies or other issuers involved in bankruptcy, restructuring or insolvency proceedings involve a number of significant risks. Many of the events within such proceedings can be

adversarial and often beyond the control of creditors. While creditors may be afforded an opportunity to object to significant actions, there can be no assurance that a bankruptcy, insolvency or other applicable court or judge will not approve actions which may be contrary to the interests of KKR Credit Funds or Other Clients, particularly in those jurisdictions which give a comparatively high priority to preserving the debtor company as a going concern, or to protecting the interests of either creditors with higher ranking claims in bankruptcy or of other stakeholders, such as employees.

Generally, the duration of a bankruptcy, restructuring or insolvency proceeding can only be roughly estimated. The reorganization of an issuer usually involves the development and negotiation of a plan of reorganization, plan approval by creditors and confirmation by the bankruptcy court. This process can involve substantial legal, professional and administrative costs to the issuer and KKR Credit Funds or Other Clients and may be subject to unpredictable and lengthy delays, particularly in jurisdictions which do not have specialized insolvency courts or judges and/or may have a higher risk of political interference in insolvency proceedings, all of which may have adverse consequences for KKR Credit Funds or Other Clients. During such processes, an issuer's competitive position may erode, key management may depart and an issuer may not be able to invest adequately. In some cases, an issuer may not be able to reorganize and may be required to liquidate assets. The debt of companies and other issuers in financial reorganization will, in most cases, not pay current interest, may not accrue interest during reorganization and may be adversely affected by an erosion of the issuer's fundamental values. Such investments can result in a total loss of principal.

One of the protections offered in certain jurisdictions in bankruptcy proceedings is a stay on required payments by the borrower on loans or other securities. When a company or other issuer seeks relief under the bankruptcy laws of a particular jurisdiction (or has a petition filed against it), an automatic stay prevents all entities, including creditors, from foreclosing or taking other actions to enforce claims, perfect liens or reach collateral securing such claims. Creditors who have claims against an issuer prior to the date of the bankruptcy filing must generally petition the court to permit them to take any action to protect or enforce their claims or their rights in any collateral. Such creditors may be prohibited from doing so if the court concludes that the value of the property in which a creditor has an interest will be "adequately protected" during the proceedings. If the bankruptcy court's assessment of adequate protection is inaccurate, a creditor's collateral may be wasted without the creditor being afforded the opportunity to preserve it. Thus, even if a KKR Credit Fund or Other Client holds a secured claim, it may be prevented from collecting the liquidation value of the collateral securing its debt, unless relief from the automatic stay is granted by the court. If relief from the stay is not granted, the KKR Credit Fund or Other Client may not realize a distribution on account of its secured claim until a plan of reorganization or liquidation for a debtor is confirmed. Bankruptcy proceedings are inherently litigious, time consuming, highly complex and driven extensively by facts and circumstances, which can result in challenges in predicting outcomes. The equitable power of bankruptcy judges also can result in uncertainty as to the ultimate resolution of claims. A stay on payments to be made on the assets of a KKR Credit Fund or Other Client could adversely affect the value of those assets and the KKR Credit Fund or Other Client itself. Other protections in such proceedings may include forgiveness of debt, the ability to create super-priority liens in favor of certain creditors of the debtor and certain well-defined claims procedures. Additionally, the numerous risks inherent in the insolvency process create a potential risk of loss by KKR Credit Funds or Other Clients of their entire investment in any particular issuer. Insolvency laws may, in certain jurisdictions, result in a restructuring of the debt without KKR Credit Funds' or Other Clients' consent under the "cramdown" provisions of applicable insolvency laws and may also result in a discharge of all or part of the debt without payment to KKR Credit Funds or Other Clients.

### *Money Market Funds*

Money market funds may be subject to the risk that the returns will decline during periods of falling interest rates because money market funds may have to reinvest the proceeds from matured, traded or called debt obligations at interest rates below their current earnings rate. For instance, when interest rates decline, an issuer of debt obligations may exercise an option to redeem securities prior to maturity, thereby forcing the money market fund to invest in lower-yielding securities. A money market fund also may choose to sell higher-yielding portfolio securities and to purchase lower-yielding securities to achieve greater portfolio diversification, because the portfolio manager believes the current holdings are overvalued or for other investment-related reasons. A decline in the returns received by a money market fund from its investments is likely to have an adverse effect on its net asset value, yield and total return.

### *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 relevant KKR Credit 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.

### *Commodity Price Risk*

Investments made by KKR Credit Funds or Other Clients may be subject to commodity price risk. The operation and cash flows of any issuer in which KKR Credit Funds or Other Clients invest may depend, in some cases to a significant extent, upon prevailing market prices of commodities, including for example, commodities such as oil, natural gas, coal, electricity, steel or concrete. Commodity prices may fluctuate depending on a variety of factors beyond the control of KKR Credit, including, without limitation, weather conditions, foreign and domestic supply and demand, force majeure events, changes in law, governmental regulations, price and availability of alternative commodities, international political conditions and overall economic conditions.

Without limiting the foregoing, to the extent that KKR Credit Funds or Other Clients make investments in the oil and gas industry, KKR Credit Funds' or Other Clients' performances in respect thereof will be impacted by, among other things, changes in oil, natural gas and natural gas liquids prices. Oil, natural gas and natural gas liquids prices have been, and are likely to continue to be, volatile and subject to wide fluctuations in response to any of the following factors: (i) relatively minor changes in the supply of and demand for oil, natural gas, natural gas liquids or coal; (ii) market uncertainty and the condition of various economies (including interest rates, levels of economic activity, the price of securities and the participation by other investors in the financial markets); (iii) political conditions in international oil producing regions; (iv) terrorist acts; (v) the extent of domestic production and importation of oil, natural gas, natural gas liquids or coal in certain relevant markets; (vi) the level of consumer demand; (vii) weather conditions; (viii) the competitive position of oil, natural gas, natural gas liquids or coal as a source of energy as compared with other energy sources; (ix) the refining capacity of oil, natural gas and natural gas liquids; (x) the effect of non-U.S., federal and state regulation on the production, transportation and sale of oil and other price controls, taxes and environmental laws and regulations; (xi) the price of non-U.S. imports; (xii) the value of the U.S. dollar; (xiii) the availability of pipeline capacity; and (xiv) a variety of other factors beyond KKR Credit's control. Any substantial and extended decline in the price of oil, natural gas or natural gas liquids would have an adverse effect on the revenues, profitability and cash flows from operations of the issuers of KKR Credit Funds' or Other Clients' portfolio investments in this sector.

In addition, estimates of hydrocarbon reserves by qualified engineers are often a key factor in valuing certain oil and gas assets. These estimates are subject to wide variances based on changes in commodity prices and certain technical assumptions. Accordingly, it is possible for such reserve estimates to be significantly revised from time to time, creating significant changes in the value of KKR Credit Funds' or Other Clients' portfolio investments.

Volatile oil, natural gas and natural gas liquids prices make it difficult to estimate the value of developed properties for acquisition and divestiture and often cause disruption in the market for oil, natural gas and natural gas liquids developed properties, as buyers and sellers have difficulty agreeing on such value. Price volatility also makes it difficult to budget for and project the return on acquisitions and development and exploitation projects.

### *Credit Rating*

Rating agencies rate debt securities based upon their assessment of the likelihood of the receipt of principal and interest payments. Rating agencies do not consider the risks of fluctuations in market value or other factors that may influence the value of debt securities. Therefore, the credit rating assigned to a particular instrument may not fully reflect the true risks of an investment in such instrument. Credit rating agencies may change their methods of evaluating credit risk and determining ratings. These changes may occur quickly and often. While KKR Credit Funds or Other Clients may give some consideration to ratings, ratings may not be indicative of the actual credit risk of KKR Credit Funds' or Other Clients' investments in rated instruments.

### *High Yield Debt*

KKR Credit Funds or Other Clients may, from time to time, hold debt investments that may be classified as "higher-yielding" (and, therefore, higher-risk) investments. In most cases, such debt will be rated below "investment grade" 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. The market for high yield securities has recently experienced periods of volatility and reduced liquidity. The market values of certain of these debt investments may reflect individual corporate developments. General economic recession or a major decline in the demand for products and services in which the borrower operates would likely have a materially adverse impact on the value of such securities. In addition, adverse publicity and investor perceptions, whether or not based on fundamental analysis, may also decrease the value and liquidity of these high yield debt investments.

### *Convertible Securities*

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

The value of a convertible security is a function of its "investment value" (determined by its yield in comparison with the yields of other securities of comparable maturity and quality that do not have a



conversion privilege) and its “conversion value” (the security’s worth, at market value, if converted into the underlying common stock). The investment value of a convertible security is influenced by changes in interest rates, with investment value declining as interest rates increase and increasing as interest rates decline. The credit standing of the issuer and other factors also have an effect on the convertible security’s investment value. The conversion value of a convertible security is determined by the market price of the underlying common stock. If the conversion value is low relative to the investment value, the price of the convertible security is governed principally by its investment value. To the extent the market price of the underlying common stock approaches or exceeds the conversion price, the price of the convertible security will be increasingly influenced by its conversion value. A convertible security generally will sell at a premium over its conversion value by the extent to which investors place value on the right to acquire the underlying common stock while holding a fixed-income security. Generally, the amount of the premium decreases as the convertible security approaches maturity.

A convertible security 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 KKR Credit Funds or Other Clients is called for redemption, the relevant KKR Credit Funds or Other Clients will be required to permit the issuer to redeem the security, convert it into the underlying common stock or sell it to a third-party. Any of these actions could have an adverse effect on such KKR Credit Funds’ or Other Clients’ ability to achieve their investment objective.

#### *Preferred Stock*

KKR Credit 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.

#### *Participations Interests*

KKR Credit Funds or Other Clients may invest in broadly syndicated loans indirectly through acquiring participation interests in all or a portion of a loan, and any related collateral or an indirect interest (for example, through a swap or other derivative instrument) in such a participation interest. Participations in a loan will result in a contractual relationship between a KKR Credit Fund or Other Client and the institution participating out, or selling, the relevant portion of the loan and not with the obligor under the loan. Participation interests will only give KKR Credit Funds or Other Clients the right to receive payments of principal and interest from the institution participating out the loan, and not directly from the obligor, and will typically give KKR Credit Funds or Other Clients limited consent rights to amendments of the underlying credit documents. Similarly, KKR Credit Funds or Other Clients will not have any direct rights against the issuers of the related notes, any direct rights or recourse in the collateral, if any, securing such notes, or any right to deal directly with any such issuers. The note holder may, in general, retain the right to determine whether remedies provided for in the underlying indenture will be exercised, or waived, without any prior consultation with, or consent by, KKR Credit Funds or Other Clients. In the event that a KKR Credit Fund or Other Client enters into such an indirect investment or derivative transaction, there can be no assurance that the relevant KKR Credit Fund’s or Other Client’s ability to realize upon a participation or derivative interest will not be interrupted or impaired in the event of the bankruptcy or insolvency of any of the borrower, the note holder or the KKR Credit Fund’s or Other Client’s counterparty in such indirect investment or derivative transaction.

#### *Asset-Backed Securities*

KKR Credit Funds or Other Clients may invest in opportunities to directly finance certain financial assets including asset-backed securities (“ABSs”) and other structured products, which are securities and instruments backed by mortgages, including commercial mortgage-backed securities, trade claims, installment sale contracts, credit card receivables or other assets and which include collateralized debt obligations. The investment characteristics of ABSs differ from traditional debt securities. Among the major differences are that interest and principal payments are made more frequently, usually monthly, and that the principal may be prepaid at any time because the underlying loans or other assets generally may be prepaid at any time. ABSs are not secured by an interest in the related collateral. Credit card receivables, for example, are generally unsecured and the debtors are entitled to the protection of a number of U.S. state and federal (and comparable non-U.S.) consumer loan laws, many of which give such debtors the right to set off certain amounts owed on the credit cards, thereby reducing the balance due. Most issuers of ABSs backed by automobile receivables permit the servicers to retain possession of the underlying obligations. If the servicer were to sell these obligations to another party, there is a risk that the purchaser would acquire an interest superior to that of the holders of the related ABSs. In addition, because of the large number of vehicles involved in a typical issuance and technical requirements under state laws, the trustee for the holders of the ABSs may not have a proper security interest in all of the obligations backing such ABSs. Therefore, there is a possibility that recoveries on repossessed collateral may not, in some cases, be available to support payments on these securities. The risk of investing in ABSs is ultimately dependent upon payment of consumer loans by the debtor.

The collateral supporting ABSs is of shorter maturity than certain other types of loans and is less likely to experience substantial prepayments. ABSs are often backed by pools of any variety of assets, including, for example, leases, mobile home loans and aircraft leases, which represent the obligations of a number of different parties and use credit enhancement techniques such as letters of credit, guarantees or preference rights. The value of an ABS is affected by changes in the market’s perception of the asset backing the security and the creditworthiness of the servicing agent for the loan pool, the originator of the loans or the financial institution providing any credit enhancement, as well as by the expiration or removal of any credit enhancement.

In addition, investments in subordinated ABSs involve greater credit risk of default than the senior classes of the issue or series. Default risks are further pronounced in the case of ABSs secured by, or evidencing an interest in, a relatively small or less diverse pool of underlying loans. Certain subordinated securities absorb all losses from default before any other class of securities is at risk, particularly if such securities have been issued with little or no credit enhancement equity. Such securities, therefore, possess some of the attributes typically associated with equity investments.

#### *Zero Coupon and PIK Bonds*

Because investors in zero coupon or PIK bonds receive no cash prior to the maturity or cash payment date applicable thereto, an investment in such securities generally has a greater potential for complete loss of principal and/or return than an investment in debt instruments that make periodic interest payments. Such investments are more vulnerable to the creditworthiness of the issuer and any other parties upon which performance relies.

#### *Time Required for Maturity of Investments*

Certain individual loans or bonds held by a KKR Credit Fund or Other Client may have terms longer than the term of a KKR Credit Fund or Other Client and certain loans may have grace periods of several years. Furthermore, a KKR Credit Fund or Other Client may, in connection with collateral held by it acquire non-marketable common or preferred equity securities and other illiquid assets with equity participation

features, which, to the extent that they have value at all, will likely not have realizable value for a significant period of time. Accordingly, it is unlikely that significant distributions to investors will occur for a number of years from the date of the applicable capital contributions, and certain investments may need to be disposed of upon dissolution of KKR Credit Funds or Other Clients for less than their potential value.

#### *Early Prepayment*

Senior debt investments generally have maturities ranging from six to seven years. Given that much senior debt is repaid early, the actual maturity of such investments is typically shorter than their stated final maturity calculated solely on the basis of the stated life and repayment schedule. Generally, voluntary prepayments are permitted and the timing of prepayments cannot be predicted with any accuracy. The degree to which borrowers prepay senior debt, whether as a contractual requirement or at their election, may be affected by general business conditions, market interest rates, the borrower's financial condition and competitive conditions among lenders. Prepayments are likely to be made during any period of declining interest rates. Such prepayments may result in KKR Credit Funds or Other Clients receiving a lower than anticipated yield on such investments.

#### *Limited Amortization Requirements*

KKR Credit Funds or Other Clients may invest in loans that have limited mandatory amortization requirements. While these loans may obligate the borrower to repay the loans out of asset sale proceeds or with annual excess cash flow, repayment requirements may be subject to substantial limitations that would allow a borrower to retain such asset sale proceeds or cash flow, thereby extending the expected weighted average life of the investment. In addition, a low level of amortization of any debt over the life of the investment may increase the risk that a borrower will not be able to repay or refinance the loans held by KKR Credit Funds or Other Clients when they mature.

#### *Risks Arising from Purchases of Debt on a Secondary Basis*

KKR Credit Funds and Other Clients may invest in loans and debt securities acquired on a secondary basis. KKR Credit Funds and Other Clients are unlikely to be able to negotiate the terms of such debt as part of their acquisition and, as a result, these investments may not include some of the covenants and protections KKR Credit Funds and Other Clients may generally seek. Even if such covenants and protections are included in the investments held by KKR Credit Funds and Other Clients, the terms of the investments may provide the relevant borrowers with substantial flexibility in determining compliance with such covenants. In addition, the terms on which debt is traded on the secondary market may represent a combination of the general state of the market for such investments and either favorable or unfavorable assessments of particular investments by the sellers thereof.

#### *Interest Rate Risk*

KKR Credit Funds' or Other Clients' investments will expose them 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 U.S. and non-U.S. financial markets. In particular, various central banks have begun or have signaled their intention to begin to taper the quantitative easing or "QE" programs instituted following the global financial crisis. These QE programs maintained interest rates at historically low levels, and the tapering of these programs is expected to result in rising interest rates, which could impact the availability of attractive financing to KKR Credit Funds and Other Clients and their portfolio

companies. Although central banks are expected to seek to increase interest rates gradually, there is no guarantee that they will be successful in doing so, and there may be significant unexpected movements in interest rates as central banks unwind QE programs, which movements could have adverse effects on portfolio companies and the economy as a whole. In light of the foregoing, and more generally, a KKR Credit 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, which could adversely affect their performance.

As indicated above, certain KKR Credit Funds or Other Client investments may be highly leveraged. As such, movements in the level of interest rates may affect the returns from these assets more significantly than other assets. The structure and nature of the debt encumbering an investment may therefore be an important element to consider in assessing the interest risk of the investment. In particular, the type of facilities, maturity profile, rates being paid, fixed versus variable components and covenants in place (including the manner in which they affect returns to equity holders) are crucial factors in assessing any interest rate risk.

In addition, favorable market conditions in certain countries may have been and are dependent to some extent on continued monetary policy accommodations from central banks, including the U.S. Federal Reserve. Although interest rates have been at historically low levels for the last several years, the U.S. Federal Reserve has indicated an intention to raise interest rates, thus raising the cost of financing and possibly slowing economic growth in the United States. Furthermore, higher interest rates in the United States could also reduce the relative attractiveness of other global markets, thereby applying pressure to foreign asset values and currencies.

#### *Currency Risk*

Certain investments by KKR Credit Funds and Other Clients, and the income received by KKR Credit Funds and Other Clients with respect to such investments may be denominated in various currencies. However, the books of KKR Credit Funds and Other Clients will be maintained and capital contributions to and distributions from KKR Credit Funds and Other Clients will be made, in U.S. dollars or euros or another base currency. Fluctuations in currency values may adversely affect the relevant base currency value of portfolio investments, interest, dividends and other revenue streams received by KKR Credit Funds or Other Clients, gains and losses realized on the sale of portfolio investments and the amount of distributions, if any, to be made by the KKR Credit Funds or Other Clients. Also, varying rates of exchange between the U.S. dollar and the euro, or with respect to the currency in which an investment is consummated, will vary the percentage interests of the investors from investment to investment (determined at the time each investment is made). In addition, KKR Credit Funds and Other Clients will incur costs in converting investment principal and income from one currency to another. Furthermore, an issuer of the investments in which KKR Credit Funds or Other Clients invest may be subject to risks relating to changes in currency values. If an issuer suffers adverse consequences as a result of such changes, KKR Credit Funds or Other Clients would also be adversely affected as a result.

### **Leverage and Borrowing Risk**

#### *General*

KKR Credit Funds or Other Clients may seek to make investments on a leveraged basis, and a portion of such borrowing may be at floating interest rates. Leverage may also be employed for hedging, advancing capital calls and other cash management purposes. Leverage may be applied with respect to KKR Credit Funds' and Other Clients' portfolios as a whole or with respect to one or more investments, and the

presence of such borrowings will magnify the volatility of KKR Credit Funds' or Other Clients' investment portfolios and substantially increase the risk profile of KKR Credit Funds and Other Clients and their investments. In addition to more traditional borrowing structures, KKR Credit Funds or Other Clients may structure credit facilities through the use of one or more revolving credit facilities or a special purpose vehicle, including, without limitation, one in which the lenders are senior secured note holders and a KKR Credit Fund or Other Client is a subordinated note holder. No assurance can be given that financing for KKR Credit Funds' and Other Clients' investments will be obtained by KKR Credit Funds or Other Clients, or obtained on favorable or acceptable terms, including terms which reflect the financing provided by KKR Credit Funds or Other Clients. In addition, once initial financing is obtained by a KKR Credit Fund or Other Client, no assurance can be given that such financing will subsequently be available throughout the life of the relevant KKR Credit Fund or Other Client or any individual investment. If a KKR Credit Fund or Other Client is unable to obtain financing, including on favorable terms that reflect its underlying investment (for example, term of borrowing by the KKR Credit Fund or Other Client versus term of financing provided by the KKR Credit Fund or Other Client), this may have a material adverse effect on the KKR Credit Fund's or Other Client's ability to achieve its investment objectives and the rate of return on invested capital.

The principal, interest expense and other costs incurred in connection with any leverage incurred by a KKR Credit Fund or Other Client may not be recovered by the income from and appreciation in the investments of the relevant KKR Credit Fund or Other Client. Gains realized with borrowed funds may cause KKR Credit Funds' or Other Clients' returns to increase at a faster rate than would be the case without borrowings. If, however, investment results fail to cover the principal, interest and other costs of borrowings, a KKR Credit Fund's or Other Client's returns could also decrease faster than if there had been no borrowings. Additionally, if the investments fail to perform to expectation, the interests of investors will be structurally subordinated to such leverage, which will compound any such adverse consequences. Lenders may, under the terms of financing arrangements put in place with them, have the right to withhold distributions of interest payments in respect of any or all leveraged investments for various reasons, including in the event that any such investment fails to perform to expectation. Further, to the extent income received from investments is used to make payments under any financing arrangement, investors may be allocated income, and therefore tax liability, in excess of cash received by them in distributions. Leverage incurred by KKR Credit Funds or Other Clients may be secured by assignment of the obligations of investors to make capital contributions to KKR Credit Funds or Other Clients and a security interest in the investments made by KKR Credit Funds or Other Clients.

KKR Credit Funds' or Other Clients' use of borrowings to create leverage subjects KKR Credit Funds and Other Clients to additional risks. For example, depending on the type of facility, a decrease in the market value of KKR Credit Funds' or Other Clients' investments, which, among other things, may be caused by a decrease in the credit rating of the investments, would increase the effective amount of leverage and could result in the possibility of a "margin call," pursuant to which KKR Credit Funds or Other Clients must either deposit additional funds or collateral with the lender, which may require the investors to make additional capital contributions to KKR Credit Funds or Other Clients or suffer mandatory liquidation of the pledged collateral to compensate for the decline in value. Liquidation of their investments at an inopportune time in order to satisfy a "margin call" would adversely impact the performance of KKR Credit Funds and Other Clients and could, if the value of their collateral has declined enough, cause KKR Credit Funds and Other Clients to lose all or a substantial amount of their capital. Moreover, if additional capital contributions were required to satisfy a "margin call," this would effectively reduce the amount of capital available for other investments and could adversely affect the diversification of KKR Credit Funds' or Other Clients' portfolios. In the event of a sudden, precipitous drop in the value of KKR Credit Funds' or Other Clients' assets, KKR Credit Funds or Other Clients might not be able to liquidate assets quickly enough to pay off their debts.

KKR Credit Funds' and Other Clients' assets, including any investments made by KKR Credit Funds and Other Clients and any capital held by KKR Credit Funds and Other Clients, may be available to satisfy all liabilities and other obligations of KKR Credit Funds and Other Clients. If KKR Credit Funds or Other Clients default on secured indebtedness, the lender may foreclose and KKR Credit Funds or Other Clients could lose their entire investment in the collateral for such loan. If KKR Credit Funds or Other Clients themselves become subject to a liability, parties seeking to have the liability satisfied may have recourse to KKR Credit Funds' or Other Clients' assets generally and not be limited to any particular asset, such as the investment giving rise to the liability. KKR Credit Funds' or Other Clients' financing arrangements may be structured generally as a portfolio financing where all investments are cross-collateralized and multiple investments may be subject to the risk of loss. As a result, KKR Credit Funds or Other Clients could lose their interests in several performing investments in the event any investment is cross-collateralized with poorly performing or non-performing investments.

#### *Capital Calls and Use of Subscription Lines and Asset-Backed Facilities*

KKR Credit Funds or Other Clients expect to apply leverage, including subscription facilities or asset-based leverage, to enhance the return profile of certain investments (the collateral for which can be, for example, one or more assets of a KKR Credit Fund or Other Client (i.e., asset-backed facilities), or the unused capital commitments of investors (i.e., subscription lines). For administrative convenience, drawdowns, including those used to pay interest on subscription lines, asset-backed facilities and other indebtedness, are generally expected to be "batched" together into larger, less frequent capital calls (although actual timing and amounts may vary), with KKR Credit Funds' or Other Clients' interim capital needs being satisfied by KKR Credit Funds or Other Clients borrowing money from such credit facilities and investment proceeds. Furthermore, KKR Credit Funds or Other Clients may borrow money from such credit facilities for the purposes of making portfolio investments with no intention of calling capital from investors to repay such borrowings. There generally is no limitation on the amount of time any such borrowing may remain outstanding and the interest expense and other costs of any such borrowings will be fund expenses and, accordingly, may decrease net returns of a KKR Credit Fund or Other Client. It is expected that interest will accrue on any such outstanding borrowings at a rate lower than the applicable preferred return (with the applicable preferred return beginning to accrue when capital contributions to repay borrowings used to fund such portfolio investments are actually made to KKR Credit Funds or Other Clients). In light of the foregoing, a KKR Credit GP may have an incentive to permanently fund an acquisition and ongoing capital needs of portfolio investments and the relevant KKR Credit Funds or Other Clients with the proceeds of such borrowings in lieu of drawing down unused capital commitments on a just-in-time basis, and, accordingly, capital contributions to repay such borrowings may be required only at the time of disposition of portfolio investments.

To the extent that KKR Credit Funds or Other Clients are unable to obtain a subscription line, or a KKR Credit GP determines that the terms of such facility would not be appropriate for a KKR Credit Fund or Other Client or otherwise determines not to use such facility or access to such facility otherwise becomes unavailable, a KKR Credit GP may draw down capital commitments in advance as pooled contributions and hold them in reserve in order to make portfolio investments, satisfy fees and expenses and other capital needs as such needs arise in the future.

#### *Bridge Financings*

KKR Credit Funds and Other Clients may provide bridge financing in connection with one or more of their investments. KKR Credit Funds and Other Clients will bear the risk of any changes in capital markets that may adversely affect the ability of an issuer of a portfolio investment to refinance any bridge financing investments. If the issuer were unable to complete a refinancing, KKR Credit Funds and Other

Clients could have a long-term investment in a junior security or that junior security might be converted to equity.

## **Energy Related Investments**

### *General*

KKR Credit Funds and Other Clients may invest in debt related securities of the energy industry. Electric generation and transmission, as well as oil, natural gas, and coal storage, handling, processing and transportation, are typically regulated to varying degrees. In addition to restrictions imposed by environmental regulators, statutory and regulatory requirements may include those imposed by energy, zoning, land use, safety, labor and other regulatory or political authorities. It is possible that changes to applicable regulations or regulatory practice could have adverse consequences for an investment by a KKR Credit Fund or Other Client.

Ordinary operation or the occurrence of an accident with respect to an energy asset could cause major environmental damage, which may result in significant financial distress to such asset, if not covered by insurance. Certain environmental laws and regulations may require that an owner or operator of an energy 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. As a result, certain of KKR Credit Funds' or Other Clients' investments in the energy sector may be exposed to substantial risk of loss from environmental claims. Furthermore, changes in environmental laws or regulations or the environmental condition of an energy investment may create liabilities that did not exist at the time of the investment by the KKR Credit Fund or Other Client and that could not have been foreseen. Community and environmental groups may protest about the development or operation of energy assets, which may induce government action to the detriment of KKR Credit Funds or Other Clients. 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 the issuer of a portfolio investment, or could otherwise place such issuers at a competitive disadvantage compared to other companies, and failure to comply with any such requirements could have an adverse effect on such issuers. Some of the most onerous environmental requirements regulate air emissions of pollutants and greenhouse gases; these requirements may particularly affect companies in the power and energy industry.

### *Energy Industry Regulation*

The energy industry is subject to comprehensive federal, state and local laws and regulations. In addition to restrictions imposed by environmental regulators, statutory and regulatory requirements may include those imposed by energy, zoning, land use, safety, labor and other regulatory agencies. Certain environmental laws and regulations may require that an owner or operator of an energy 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 knows of, or were responsible for, the release or presence of environmental contamination. As a result, investments by KKR Credit Funds and Other Clients in the energy sector may be exposed to substantial risk of loss from environmental claims. Furthermore, changes in environmental laws or regulations or the environmental condition of an energy investment may create liabilities that did not exist at the time of the investment by KKR Credit Funds and Other Clients and that could not have been foreseen. Present and 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 such portfolio companies at a competitive disadvantage compared to other companies, and failure to comply with any such requirements could have an adverse effect on such companies. Some of the most onerous environmental requirements regulate air emissions of pollutants and greenhouse gases; these requirements may particularly affect companies in the power and energy industry.

### *Energy Industry Market Dislocation*

Recent events in the energy markets have caused significant dislocations and illiquidity in the credit market for energy companies. To the extent that such events are not temporary and continue (or even worsen), this may have an adverse impact on the availability of credit to businesses generally and could lead to an overall weakening of the U.S. and global economies. Any resulting economic downturn could adversely affect the financial resources of borrowers in which KKR Credit Funds or Other Clients have invested and result in the inability of such borrowers to make principal and interest payments on, or refinance, outstanding debt when due. In the event of such defaults, KKR Credit Funds or Other Clients may suffer a partial or total loss of their investment in such companies, which would, in turn, have an adverse effect on KKR Credit Funds' or Other Clients' returns. Such marketplace events also may restrict the ability of KKR Credit Funds or Other Clients to sell or liquidate portfolio investments at favorable times or for favorable prices (although such marketplace events may not foreclose KKR Credit Funds' or Other Clients' ability to hold such investments until maturity). A stabilization or improvement of the conditions in the global financial markets generally and the energy markets and credit markets specifically likely would aid KKR Credit Funds' or Other Clients' portfolio investments in these sectors. Absent such a recovery or in the event of a further market deterioration, the value of KKR Credit Funds' or Other Clients' portfolio investments may not appreciate as projected (if applicable) or may suffer a loss. There can be no assurance as to the duration of any perceived current market dislocation.

### *Oil and Gas Prices*

Prices for oil, natural gas and other hydrocarbons are subject to large fluctuations in response to relatively minor changes in the supply of and demand for hydrocarbons, including oil, natural gas, natural gas liquids and coal, market uncertainty and a variety of additional factors. These factors include, but are not limited to weather conditions; the level of consumer demand and the overall condition of the various domestic and international economies, including interest rates, levels of economic activity, the price of securities and/or loans and the participation by other investors in the financial markets; political conditions or armed conflict in the Middle East and other international oil producing regions; terrorist acts; the foreign and domestic production and exportation of hydrocarbons in relevant markets; the price, availability and acceptance of alternate fuel sources; the utilization and capacity of oil refineries or other hydrocarbon processing facilities; the availability of pipeline capacity; transportation interruption; domestic and foreign governmental regulations, price controls and taxes; domestic and foreign environmental laws and regulations; and the ability of members of the Organization of Petroleum Exporting Countries ("OPEC") to agree to maintain oil prices and production controls. In recent years, oil and natural gas prices, and therefore the level of exploration, development and production activity experienced a sustained decline from the highs in the latter half of 2014 as a result of an increasing global supply of oil and a decision by OPEC to sustain its production levels in spite of the decline in oil prices and slowing economic growth in the Eurozone and China. Prices for oil weakened further into 2016 in response to continued high levels of global production and the corresponding buildup in inventories. OPEC announced in May 2017 its agreement to a framework for limiting crude output through March 2018, but the global supply excess may persist and while there has been some recovery, the volatility of the current environment could cause prices to remain at current levels or to fall to lower levels.

Any substantial and extended decline in hydrocarbon prices would have an adverse effect on the value of investments by KKR Credit Funds or Other Clients in this sector. In addition, estimates of hydrocarbon



reserves by qualified engineers are often a key factor in valuing certain energy companies or oil and natural gas assets. These estimates are subject to wide variances based on the underlying technical assumptions and price forecasting models that such engineers use to estimate economically recoverable oil and natural gas reserves. Accordingly, volatile commodity prices will cause such estimates to be significantly revised from time to time, which will create significant changes in the value of such oil and natural gas assets. Such changes in value often disrupt the market for developed properties because it is difficult for buyers and sellers to agree on transaction value. Volatile commodity prices also make it difficult to budget for and project the return on acquisitions and development projects.

### *Proposed Environmental Legislation and Regulation*

Numerous legislative and regulatory proposals affecting the oil and natural gas industry have been introduced, or are otherwise under consideration, by individual states, Congress, various U.S. federal agencies as well as non-U.S. governmental authorities. The long-term trend toward stricter standards, increased oversight and regulation and more extensive permit requirements, along with any future laws and regulations or changes in laws, regulations and obligations relating to climate change could result in substantial capital expenditure, taxes and reduced profitability. In the future, these could potentially impact a KKR Credit Fund's or Other Client's assets, revenue generation and strategic growth opportunities.

The adoption of climate change legislation and regulations could result in increased operating costs and reduced demand for the oil and natural gas that energy assets produce. In response to findings that emissions of carbon dioxide, methane and other greenhouse gases (“GHGs”) present an endangerment to public health and the environment, the EPA has adopted regulations under existing provisions of the federal Clean Air Act that, among other things, require preconstruction and operating permits for certain large stationary sources. Facilities required to obtain preconstruction permits for their GHG emissions also will be required to meet “best available control technology” standards that will be established on a case-by-case basis. These EPA rulemakings could adversely affect operation on KKR Credit Funds’ and Other Clients’ properties and restrict or delay the ability of operators to obtain air permits for new or modified sources. In addition, the EPA has adopted rules requiring the monitoring and reporting of GHG emissions from specified onshore oil and natural gas production sources in the United States on an annual basis, which include operations on certain KKR Credit Fund properties. These requirements could increase the costs of development and production, reducing the profits available to a KKR Credit Fund or Other Client and potentially impairing a KKR Credit Fund's or Other Client's ability to economically develop properties.

Efforts have been made and continue to be made in the international community towards the adoption of international treaties or protocols that would address global climate change issues. For example, in April 2016, the United States was one of 175 countries to sign the Paris Agreement, which requires member countries to review and “represent a progression” in their intended nationally determined contributions, which set GHG emission reduction goals, every five years beginning in 2020. The Paris Agreement entered into force in November 2016. Although this agreement does not create any binding obligations for nations to limit their GHG emissions, it does include pledges from the participating nations to voluntarily limit or reduce future emissions. In June 2017, President Trump stated that the United States would withdraw from the Paris Agreement, but may enter into a future international agreement related to GHGs. Any new initiatives or regulatory changes related to the control of GHG emissions could result in increased costs of development and production, reducing profits available to KKR Credit Funds or Other Clients and potentially impairing a KKR Credit Fund's or Other Client's ability to economically develop properties.

## **Investments in Real Estate**

KKR Credit Funds or Other Clients may make investments for which real estate is a significant portion of the relevant portfolio company's or other issuer's asset base or value. Real estate values are affected by a number of factors, including changes in the general economic climate, local conditions (such as an oversupply of or a reduction in demand for real estate), the quality and philosophy of management, competition based on rental rates, attractiveness and location of the properties, financial condition of tenants, buyers and sellers of properties, quality of maintenance, insurance and management services and changes in operating costs. Real estate values are also affected by and sensitive to factors such as government regulations (including those governing usage, improvements, zoning and taxes), interest rate levels, the availability of financing and potential liability under changing environmental and other laws.

### *Real Estate Investments Generally*

A KKR Credit Fund's or Other Client's real estate investments will be subject to the risks inherent in the ownership and operation of real estate and real estate-related businesses and assets. These risks include, but are not limited to, the burdens of ownership of real property, general and local economic conditions; the supply and demand for properties, energy and supply shortages; competition from other properties; energy and supply shortages; fluctuations in average occupancy and room rates the financial resources of tenants; increased mortgage defaults; changes in interest rates and the availability of debt financing or mortgage funding which may render the sale or refinancing of properties difficult or impracticable; changes in building, environmental and other laws and/or regulations; zoning laws; changes in real property tax rates; negative developments in the economy that depress travel or leasing activity; environmental liabilities; contingent liabilities on disposition of assets; uninsured or uninsurable casualties; acts of God (including, without limitation, earthquakes, hurricanes and other natural disasters), terrorist attacks and war and other factors which are beyond the control of KKR Credit or its affiliates.

In addition, a KKR Credit Fund's or Other Client's investments will be subject to various risks which may cause fluctuations in occupancy, rental rates, operating income and expenses or which may render the sale or financing of its properties difficult or unattractive. For example, following the termination or expiration of a tenant's lease there may be a period of time before a KKR Credit Fund or Other Client will begin receiving rental payments under a replacement lease. During that period, the KKR Credit Fund or Other Client will continue to bear fixed expenses such as interest, real estate taxes, maintenance and other operating expenses. In addition, declining economic conditions may impair a KKR Credit Fund's or Other Client's ability to attract replacement tenants and achieve rental rates equal to or greater than the rents paid under previous leases. Increased competition for tenants may require a KKR Credit Fund or Other Client to make otherwise unplanned capital improvements to properties which would not have otherwise been planned. Any unbudgeted capital improvements that a KKR Credit Fund or Other Client undertakes may divert cash that would otherwise be available for distribution to investors or require additional capital commitments. Ultimately, to the extent that a KKR Credit Fund or Other Client is unable to renew leases or re-let space as leases expire, decreased cash flow from tenants will result, which could adversely impact a KKR Credit Fund's or Other Client's operating results.

A KKR Credit Fund or Other Client may be required to expend funds to correct defects or to make improvements before a property can be sold. No assurance can be given that a KKR Credit Fund or Other Client will have funds available to correct those defects or to make those improvements. In acquiring a property, KKR Credit on behalf of a KKR Credit Fund or Other Client may agree to lock-out provisions that materially restrict it from selling that property for a period of time or impose other restrictions, such as a limitation on the amount of debt that can be placed on that property. These factors and others that could impede a KKR Credit Fund's or Other Client's ability to respond to adverse changes in the

performance of its properties could significantly affect a KKR Credit Fund's or Other Client's financial condition and operating results.

In some instances, the principal asset of the lessee of a KKR Credit Fund or Other Client property may be only the tenant's improvements thereon, or the liability of the lessee may be limited to its interest in such improvements. In those cases, a KKR Credit Fund or Other Client will be required to rely on the lessee's equity interest in the improvements for its security. In the event of a default by a lessee or other premature termination of a lease, a KKR Credit Fund or Other Client may experience delays in enforcing its rights as lessor, may incur substantial costs in protecting its investment and may experience an impairment of value.

Further, because a KKR Credit Fund or Other Client may invest in REITs, the relevant KKR Credit Fund or Other Client may also be subject to certain risks associated with direct investments in REITs. REITs may also be affected by changes in the value of their underlying properties and by borrower or tenant defaults. Furthermore, REITs are dependent upon specialized management skills, have limited diversification and are, therefore, subject to risks inherent in financing a limited number of projects. REITs depend generally on their ability to generate cash flow to make distributions to shareholders, and certain REITs have self-liquidation provisions by which mortgages held may be paid in full and distributions of capital returns may be made at any time. In addition, the performance of a REIT may be affected by changes in the tax laws or by its failure to qualify for tax-free pass-through of income.

Real estate investments are relatively illiquid and, therefore, a KKR Credit GP's ability to vary a KKR Credit Fund's or Other Client's portfolio promptly in response to changes in economic or other conditions may be limited. While an investment may be sold at any time, it is not generally expected that a sale will occur for a number of years after the investment is made. Moreover, an investment that initially consists of an interest in property may be exchanged, contributed or otherwise converted into private or publicly-traded stock of a corporation, interests in a limited liability company or other interests or property (and vice-versa), and any such exchange, contribution or conversion will likely not constitute a disposition under a KKR Credit Fund's or Other Client's governing documents of the type that results in investors receiving distributions, whether in-kind or otherwise.

Certain of a KKR Credit Fund's or Other Client's real estate debt investments may be unsecured and may be structurally or contractually subordinated to substantial amounts of indebtedness, all or a significant portion of which may be secured. Moreover, such debt investments may not be protected by financial covenants or limitations upon additional indebtedness or the provision of collateral to other indebtedness, and there may be no minimum credit rating for such debt investments. Other factors may materially and adversely affect the market price and yield of such debt investments, including, without limitation, investor demand, changes in the financial condition of companies in which a KKR Credit Fund or Other Client invests, government fiscal policy and domestic or worldwide economic conditions.

#### *Risks of Acquiring Real Estate Loans and Participations*

Real estate loans or participation interests therein originated or otherwise acquired by KKR Credit Funds or Other Clients may be, at the time of their acquisition, or may become after acquisition, non-performing for a wide variety of reasons. Such non-performing real estate loans may require a substantial amount of workout negotiations and/or restructuring, which may entail, among other things, a substantial reduction in the interest rate and a substantial write down of the principal of such loans. However, even if a restructuring were successfully accomplished, a risk exists that upon maturity of such real estate loan, replacement "takeout" financing will not be available. Purchases of participations in real estate loans raise many of the same risks as investments in real estate loans and also carry risks of illiquidity and lack of control. It is possible that KKR Credit may find it necessary or desirable to foreclose on collateral

securing one or more real estate loans purchased by KKR Credit Funds or Other Clients. The foreclosure process varies jurisdiction by jurisdiction can be lengthy and expensive. Borrowers often resist foreclosure actions by asserting numerous claims, counterclaims and defenses against the holder of a real estate loan including, without limitation, lender liability claims and defenses, even when such assertions may have no basis in fact, in an effort to prolong the foreclosure action. In some jurisdictions, foreclosure actions can take up to several years or more to conclude. During the foreclosure proceedings, a borrower may have the ability to file for bankruptcy, potentially staying the foreclosure action and further delaying the foreclosure process. Foreclosure litigation tends to create a negative public image of the collateral property and may result in disrupting ongoing leasing and management of the property.

#### *Investments in Land/New Development*

A KKR Credit Fund or Other Client may acquire direct or indirect interests in undeveloped land or underdeveloped real property, which may often be non-income producing. To the extent that a KKR Credit Fund or Other Client invests in such assets, it will be subject to the risks normally associated with such assets and development activities. Such risks include, without limitation, risks relating to the availability and timely receipt of zoning and other regulatory or environmental approvals, the cost and timely completion of construction (including risks beyond the control of such KKR Credit Fund or Other Client, such as weather or labor conditions or material shortages) and the availability of both construction and permanent financing on favorable terms. These risks could result in substantial unanticipated delays or expenses and, under certain circumstances, could prevent completion of development activities once undertaken, any of which could have an adverse effect on a KKR Credit Fund or Other Client. Properties under development or properties acquired for development may receive little or no cash flow from the date of acquisition through the date of completion of development and may experience operating deficits after the date of completion. In addition, market conditions may change during the course of development that makes such development less attractive than at the time it commenced.

#### *Real Estate Market Conditions*

A KKR Credit Fund's or Other Client's strategy may in some investments be based, in part, upon the premise that real estate businesses and assets will become available for purchase by a KKR Credit Fund or Other Client at prices that KKR Credit considers more favorable. Further, KKR Credit's strategy for a KKR Fund or Other Client investment may rely, in part, upon the continuation of existing market conditions (including, for example, supply and demand characteristics) or, in some circumstances, recovery or improvement in market conditions over the projected holding period for the investments. No assurance can be given that real estate businesses and assets can be acquired or disposed of at favorable prices or that the market for such assets will either remain stable or, as applicable, recover or improve, since this will depend upon events and factors outside the control of KKR Credit.

In addition to general economic conditions, the commercial real estate markets in which a KKR Credit Fund or Other Client operates are also affected by a number of other factors which may significantly impact the value of commercial real estate investments, including interest rates and credit spreads, levels of prevailing inflation, the availability of financing, the returns from alternative investments as compared to real estate and changes in planning, environmental, commercial lease, and tax laws and practices. In particular, commercial property values are dependent on current rental values and occupancy rates, prospective rental growth, lease lengths, tenant creditworthiness and solvency, and investment yields (which are, in turn, a function of interest rates, the market appetite for property investments in general and with reference to the specific property in question) together with the nature, location and physical condition of the property concerned. Rental revenues and commercial real estate values are also affected by factors specific to each local market in which the property is located, including the supply of available space, demand for commercial real estate and competition from other available space. For example, as a

result of the global economic downturn beginning in 2008, demand for commercial real estate decreased significantly, in part due to a significant reduction in the availability of new financing (including securitization of real estate assets). Such a decrease in tenant demand could increase vacant space and exert pressure on a KKR Credit Fund or Other Client to provide rental incentives to tenants resulting in a decrease in the rental income, rental growth and property values of a KKR Credit Fund's or Other Client's portfolio, which could have a material adverse effect on its business, financial condition, results of operations and future prospects.

As a result of the above or other factors, a KKR Credit Fund's or Other Client's ability to maintain or increase the occupancy levels of its properties through the execution of leases with new tenants and the renewal of leases with existing tenants, as well as its ability to increase rents over the longer term, may be adversely affected. In particular, tenants going into administration, non-renewal of existing leases or early termination by significant existing tenants in a KKR Credit Fund's or Other Client's office portfolio would result in a significant decrease in such KKR Credit Fund's or Other Client's net rental income. If a KKR Credit Fund's or Other Client's net rental income declines, it would have less cash available to service and repay its indebtedness and the value of its properties would decline further as well. In addition, significant expenditures associated with each property, such as real estate taxes, new regulations, compliance, work service charges and renovation and maintenance costs, generally are not reduced in proportion to any decline in rental revenue from that property. If rental revenue from a property declines while the related costs do not decline, a KKR Credit Fund's or Other Client's income and cash receipts could be adversely affected. Any significant deterioration in economic conditions or conditions in the commercial real estate market which contributes to a decline in rental revenues or further decline in market values of a KKR Credit Fund's or Other Client's assets may materially adversely affect the business, results of operations and financial condition of a KKR Credit Fund or Other Client.

#### *Construction and Other Capital Expenditures*

KKR Credit Funds and Other Clients may make real asset investments that may include both existing assets and businesses and in "Greenfield" assets and other assets and businesses that require significant capital expenditure to bring them to fully commissioned and/or cash-flowing status or to otherwise optimize their operational capabilities. 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) difficulty in obtaining regulatory, environmental or other approvals and permits; (iii) slower than projected construction progress and the unavailability or late delivery of necessary equipment; (iv) less than optimal coordination with public utilities in the relocation of their facilities; (v) adverse weather conditions and unexpected construction conditions; (vi) accidents or the breakdown or failure of construction equipment or processes; (vii) catastrophic events such as explosions, fires, and terrorist activities, and other similar events; and (viii) 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 KKR Credit 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 such KKR Credit Fund or Other Client where delay is caused that is attributable to the contractor, the related contractual arrangements made by such KKR Credit Fund or Other Client may not be as effective as intended and/or contractual liabilities on the part of such KKR Credit Fund or Other Client may result in unexpected costs or a reduction in expected revenues for such KKR Credit 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.

#### *Asset-Level Management*

The management of the business or operations of a real asset (such as aviation or maritime assets) may be contracted to a third-party management company or operator unaffiliated with KKR Credit, a KKR Credit Fund or Other Client. The selection of a management company or operator is inherently based on subjective criteria, making the true performance and abilities of a particular management company or operator difficult to assess. Although it may be possible to replace any such operator, the failure of such an operator to perform its duties adequately 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 KKR Credit, a KKR Credit 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 favorable to a KKR Credit 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 KKR Credit 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 such KKR Credit 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 KKR Credit 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 KKR Credit 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 such KKR Credit Fund or Other Client and/or claims by the counterparties against such KKR Credit 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, such KKR Credit 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 KKR Credit 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 KKR Credit 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.

### *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 KKR Credit Funds or Other Clients.

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 KKR Credit 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 KKR Credit 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 KKR Credit Fund or Other Client to achieve enforcement of such indemnities.

Prolonged changes in climatic conditions may have significant impact on the revenues, expenses and conditions of certain KKR Fund and Other Client investments. While the precise future effects of climate change are unknown, it is possible that climate change could affect precipitation levels, droughts, wind levels, annual sunshine, sea levels and the severity and frequency of storms and other severe weather events.

Reductions in precipitation levels, wind or sunlight could materially adversely affect the revenues and cash flows of renewable energy-related assets that depend on the capture of water flow, wind or sunlight to derive revenues. If such reductions are significant, any such assets may be rendered inoperable. Conversely, significant increases in precipitation or wind velocity could cause damage to such assets or create periods when such assets are not able to function.

In the event that climate change causes sea levels to rise, certain portfolio companies may be forced to incur expenses to prevent assets from being damaged or rendered unusable by such rising sea levels. Moreover, if the evidence supporting climate change continues to grow, various regulatory agencies may enact more restrictive environmental regulations. These more restrictive regulations could materially impact the revenues and expenses of a portfolio company.

### **Investments in the Airline Industry**

KKR Credit Funds or Other Clients may make debt investments in companies and other issuers that acquire financial and/or hard assets relating to the airline industry. The airline industry is cyclical and highly competitive. Airlines and related companies may be affected by political or economic instability, terrorist activities, changes in national policy, competitive pressures on certain air carriers, fuel prices and shortages, labor stoppages, insurance costs, recessions, world health issues and other political or economic events adversely affecting world or regional trading. The airline industry is highly sensitive to general economic trends, and any downturn in the global economy or in the relevant local economy could adversely affect results of operations and financial conditions. The airline industry is subject to significant regulation, including increasing environmental regulations that could lead to increased costs and affect profitability.

## **Investments in the Shipping Industry**

KKR Credit Funds or Other Clients may make debt investments in companies or other issuers that acquire financial and/or hard assets relating to the shipping industry, which are subject to, among others, the following risks, which may not be insurable: (i) extensive and changing safety, environmental protection and other international, national, state and local governmental laws, regulations, treaties and conventions in force in international waters, the jurisdictional waters of the countries in which a shipping company's vessels operate, as well as the countries of such vessels' registration, compliance with which may require ship modifications and changes in operating procedure; (ii) risks associated with non-U.S. investments and force majeure risks (for example, international sanctions, embargoes, restrictions, nationalizations, and wars or acts of piracy or terrorist attacks and severe weather and natural disasters, (iii) labor-related risks; (iv) adverse changes in maintenance and other fixed costs and/or capital expenditure requirements; and (v) counterparty risks, including risks of adverse changes affecting chartering agreements from which a shipping company derives income.

## **Issuers and Issuer Management**

### *Control Person Liability*

Each KKR Credit Funds and Other Clients may have controlling interests in a number of their portfolio companies. Exercising control over a company can impose additional risks of liabilities arising from activities of one or more portfolio companies, including liability for environmental damage, product defects, failure to supervise management, escheat or abandoned property laws, legal violations, pension and other fringe benefits, labor, tax, governmental regulation (including securities laws, anti-bribery anti-money laundering and anti-corruption laws and anti-trust laws) and other types of liabilities for which the limited liability characteristic of business ownership may be ignored. As a result, KKR Credit Funds or Other Clients could become jointly and severally liable for all or part of fines imposed on portfolio companies or be fined directly for violations committed by portfolio companies, and such fines imposed directly on KKR Credit Funds or Other Clients could be greater than those imposed on the portfolio company. For example, on April 2, 2014, the European Commission announced that it had fined 11 producers of underground and submarine high voltage power cables a total of 302 million euros for participation in a ten-year market and customer sharing cartel. Fines were also imposed on parent companies of the producers involved, including Goldman Sachs, the former parent company of one of the cartel members. In addition to claims by governmental agencies, exercising control over a portfolio company could expose the assets of KKR Credit Funds or Other Clients to claims by a portfolio company, its security holders and its creditors.



### *Risk Arising from Potential Control Group Liability*

Under ERISA, upon the termination of a tax-qualified single employer defined benefit pension plan, the sponsoring employer and all members of its “controlled group” will be jointly and severally liable for 100% of the plan’s unfunded benefit liabilities whether or not the controlled group members have ever maintained or participated in the plan. In addition, the PBGC may assert a lien with respect to such liability against any member of the controlled group on up to 30% of the collective net worth of all members of the controlled group. Similarly, in the event a participating employer partially or completely withdraws from a multiemployer (union) defined benefit pension plan, any withdrawal liability incurred under ERISA will represent a joint and several liability of the withdrawing employer and each member of its controlled group.

A “controlled group” includes all “trades or businesses” under 80% or greater common ownership. This common ownership test is broadly applied to include both “parent-subsidiary groups” and “brother-sister groups” applying complex exclusion and constructive ownership rules. However, regardless of the percentage ownership that a KKR Fund holds in one or more of its portfolio entities, a KKR Credit Fund itself cannot be considered part of an ERISA controlled group unless the KKR Credit Fund is considered to be a “trade or business.”

While there are a number of cases that have held that managing investments is not a “trade or business” for tax purposes, in 2007, the PBGC Appeals Board ruled that a private equity fund was a “trade or business” for ERISA controlled group liability purposes and at least one United States Circuit Court of Appeals has similarly concluded that a private equity fund could be a trade or business for these purposes based upon a number of factors including the fund’s level of involvement in the management of its portfolio entities and the nature of any management fee arrangements.

If a KKR Credit Fund were determined to be a trade or business for purposes of ERISA, it is possible, depending upon the structure of the investment by the KKR Credit Fund and/or its affiliates and other co-investors in a portfolio entity and their respective ownership interests in the portfolio entity, that any tax-qualified single employer defined benefit pension plan liabilities and/or multiemployer plan withdrawal liabilities incurred by the portfolio entity could result in liability being incurred by a KKR Credit Fund, with a resulting need for additional capital contributions, the appropriation of KKR Credit Fund assets to satisfy such pension liabilities and/or the imposition of a lien by the PBGC on certain KKR Credit Fund assets. Moreover, regardless of whether or not a KKR Credit Fund were determined to be a trade or business for purposes of ERISA, a court might hold that one of the KKR Credit Fund’s portfolio entities could become jointly and severally liable for another portfolio entity’s unfunded pension liabilities pursuant to the ERISA “controlled group” rules, depending upon the relevant investment structures and ownership interests as noted above.

### *Investment in Small and Micro-Cap Companies and Early-Stage Businesses*

KKR Credit Funds or Other Clients may from time to time invest in or otherwise be exposed to performance of small and micro-cap companies. 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 KKR Credit Fund’s 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 and/or loans of small and micro-cap companies are generally more volatile than prices of the securities and/or loans 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 and/or loans of many small and micro-cap companies, an investment in these companies may be relatively more illiquid than is the case for larger companies.

#### *Investments in Platform Operators and Managers*

KKR Credit Funds or Other Clients may make investments in newly formed operators and managers established to pursue direct lending opportunities through joint venture and other origination, investment or servicing platform arrangements. Such companies may have no or short operating histories, new technologies and products and their management teams may have limited experience working together, all of which enhance the difficulty of evaluating these investment opportunities. The management of such companies will need to implement and maintain successful finance personnel and other operational strategies and resources in order to become and remain successful. Other substantial operational risks to which such companies are subject include uncertain market acceptance of the company's services, a potential regulatory risk for new or untried and/or untested business models (if applicable), products and services to the extent they relate to regulated activities in the relevant jurisdiction, high levels of competition among similarly situated companies, lower capitalizations and fewer financial resources and the potential for rapid organizational or strategic change. Such companies will have no or short operating histories on which to judge future performance and in many cases, if operating, will have negative cash flow.

#### **Consumer Lending**

KKR Credit Funds or Other Clients may engage in originating, lending and/or servicing loans, and may therefore be subject to state and federal regulation, borrower disclosure requirements, limits on fees and interest rates on some loans, state lender licensing requirements and other regulatory requirements in the conduct of their business. KKR Credit Funds or Other Clients may also be subject to consumer disclosures and substantive requirements on consumer loan terms and other federal regulatory requirements applicable to consumer lending that are administered by the Consumer Financial Protection Bureau. These state and federal regulatory programs are designed to protect borrowers.

State and federal regulators and other governmental entities have the authority to bring administrative enforcement actions or litigation to enforce compliance with applicable lending or consumer protection laws, with remedies that can include fines and monetary penalties, restitution of borrowers, injunctions to conform to law, or limitation or revocation of licenses and other remedies and penalties. In addition, lenders and servicers may be subject to litigation brought by or on behalf of borrowers for violations of laws or unfair or deceptive practices. Failure to conform to applicable regulatory and legal requirements could be costly and have a detrimental impact on KKR Credit Funds or Other Clients.

#### **Hedging**

KKR Credit, on behalf of a KKR Credit Fund or Other Client may (but is under no obligation to) enter into swaps, forward contracts and other arrangements for hedging purposes to preserve a return on a particular investment or to seek to protect against risks relating to a KKR Credit Fund's or Other Client's investments, including currency exchange rate fluctuations. Such transactions have special risks associated with them, including the possible bankruptcy, or insolvency of, or default by the counterparty

to the transaction and the illiquidity of the instrument acquired by the KKR Credit Fund or Other Client relating thereto. Although a KKR Credit Fund or Other Client may benefit from the use of hedging transactions, unanticipated changes in interest rates, securities prices or currency exchange rates and the costs associated with these arrangements may result in a poorer overall performance for the KKR Credit Fund or Other Client than if it had not entered into such hedging transactions. KKR Credit does not always apply a hedging strategy on behalf of KKR Credit Funds and Other Clients (and is under no obligation to do so), and hedging strategies applied across KKR Credit Funds, Other Clients and KKR proprietary entities may differ in material respects. The absence or divergence of hedging strategies for a particular KKR Credit Fund or Other Client may result in poorer overall performance compared to what the performance would have been if such KKR Credit Fund or Other Client had entered into hedging transactions at all or had entered into the same hedging transactions of other KKR Credit Funds, Other Clients or KKR proprietary entities. It is not possible to hedge fully or perfectly against currency fluctuations affecting the value of investments because the value of those investments is likely to fluctuate as a result of independent factors not related to currency fluctuations. When engaging in hedging transaction with respect to KKR Credit Funds and Other Clients, KKR Credit will not be taking into consideration any hedging transactions separately entered into by investors in such KKR Credit Funds or Other Clients, which may result in an investor's own hedging activities being rendered ineffective or result in adverse or otherwise undesired effects with respect to an investor's interest in a KKR Credit Fund or Other Client. Portfolio companies may also enter into hedging transactions in order to hedge risks applicable to them. Such transactions are subject to similar risks to those described above. A KKR Credit Fund or Other Client may be exposed to such risks by reason of its investment in the relevant portfolio company, and there can be no assurance that any hedging strategies will be effective in protecting against currency exchange rate fluctuations or other risks.

## **Derivatives**

Generally, derivatives are financial contracts whose value depends on, or is derived from, the value of an underlying asset, reference rate or index, and may relate to individual debt or equity instruments, interest rates, currencies or currency exchange rates, commodities, related indexes and other assets. KKR Credit Funds or Other Clients may, directly or indirectly, use various derivative instruments including, but not limited to, options contracts, futures contracts, forward contracts, options on futures contracts, indexed securities and swap agreements for hedging and risk management purposes. KKR Credit Funds or Other Clients also may use derivative instruments to approximate or achieve the economic equivalent of an otherwise permitted investment (as if KKR Credit Funds or Other Clients directly invested in the loans, claims or securities of the subject issuer) or if such instruments are related to an otherwise permitted investment. KKR Credit Funds' or Other Clients' use of derivative instruments involves investment risks and transaction costs to which KKR Credit Funds or Other Clients would not be subject absent the use of these instruments and, accordingly, may result in losses greater than if they had not been used. The use of derivative instruments may have risks including, among others, leverage risk, volatility risk, duration mismatch risk, correlation risk and counterparty risk. When used for hedging purposes, an imperfect or variable degree of correlation between price movements of the derivative instrument and the underlying investment sought to be hedged may prevent KKR Credit Funds or Other Clients from achieving the intended hedging effect or expose KKR Credit Funds or Other Clients to the risk of loss. It is not possible to hedge fully or perfectly against currency fluctuations affecting the value of investments denominated in non-U.S. currencies because the value of those investments is likely to fluctuate as a result of independent factors not related to currency fluctuations.

Derivative instruments, especially when traded in large amounts, may not be liquid in all circumstances, so that in volatile markets KKR Credit Funds and Other Clients may not be able to close out a position without incurring a loss. In addition, daily limits on price fluctuations and speculative position limits on

exchanges on which KKR Credit Funds and Other Clients may conduct their transactions in derivative instruments may prevent prompt liquidation of positions, subjecting KKR Credit Funds and Other Clients to the potential of greater losses. Derivative instruments that may be purchased or sold by KKR Credit Funds or Other Clients may include instruments not traded on an exchange. Derivative instruments not traded on exchanges are also not subject to the same type of government regulation as exchange traded instruments, and many of the protections afforded to participants in a regulated environment may not be available in connection with such transactions. In addition, significant disparities may exist between “bid” and “asked” prices for derivative instruments that are not traded on an exchange. Additionally, when a company defaults or files for protection from creditors (e.g., U.S. chapter 11 proceedings), the use of derivative instruments presents special risks associated with the potential imbalance between the derivatives market and the underlying securities market. In such a situation, physical certificates representing such securities may be required to be delivered to settle trades and the potential shortage of such actual certificates relative to the number of derivative instruments may cause the price of the actual certificated debt securities to rise, which may adversely affect the holder of such derivative instruments. The risk of nonperformance by the counterparty on such an instrument may be greater and the ease with which KKR Credit Funds or Other Clients can dispose of or enter into closing transactions with respect to such an instrument may be less than in the case of an exchange traded instrument. The stability and liquidity of derivative investments depend in large part on the creditworthiness of the parties to the transactions. If there is a default by the counterparty to such a transaction, KKR Credit Funds or Other Clients will under most normal circumstances have contractual remedies pursuant to the agreements related to the transaction. However, exercising such contractual rights may involve delays or costs which could result in a loss to KKR Credit Funds or Other Clients. Furthermore, there is a risk that any of such counterparties could become insolvent. It should be noted that in purchasing derivative instruments, KKR Credit Funds or Other Clients typically will not have the right to vote on matters requiring a vote of holders of the underlying investment. Moreover, derivative instruments, and the terms relating to the purchase, sale or financing thereof, are also typically governed by complex legal agreements. As a result, there is a higher risk of dispute over interpretation or enforceability of the agreements. It should also be noted that the regulation of derivatives is evolving in the U.S. and in other jurisdictions and is expected to increase, which could impact KKR Credit Funds’ or Other Clients’ ability to transact in such instruments and the liquidity of such instruments. Portfolio companies and other issuers of KKR Credit Funds’ or Other Clients’ portfolio investments may also enter into hedging or other derivative transactions including in order to hedge risks applicable to them. Such transactions are subject to similar risks to those described herein. KKR Credit Funds or Other Clients may be exposed to such risks by reason of their investment in the relevant issuer.

### *Credit Default Swaps*

KKR Credit Funds or Other Clients may invest in credit default swaps for hedging and investment purposes. A credit default swap is a contract between two parties which transfers the risk of loss if a company fails to pay principal or interest on time or files for bankruptcy. In essence, an institution which owns corporate debt instruments can purchase a limited form of default protection by entering into a credit default swap with another bank, broker-dealer or financial intermediary. Upon an event of default, the swap may be terminated in one of two ways: (i) by the purchaser of credit protection delivering the referenced instrument to the swap counterparty and receiving a payment of par value; or (ii) by the parties pairing off payments, with the purchaser of the protection receiving a payment equal to the par value of the reference security, less the price at which the reference security trades subsequent to default. The first way is the more common form of credit default swap termination.

In the manner described above, credit default swaps can be used to hedge a portion of the default risk on a single corporate bond or a portfolio of bonds. In particular, KKR Credit Funds or Other Clients may purchase credit default protection even in a case in which they do not own the referenced instrument if, in

the judgment of the relevant KKR Credit GP, there is a high likelihood of credit deterioration.

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 common stock, potential loss upon default 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. KKR Credit Funds or Other Clients also may enter into credit default swap transactions, even if the credit outlook is positive, if the relevant KKR Credit GP believes that participants in the marketplace have incorrectly valued the components which determine the value of a swap.

#### *Total Return Swaps*

KKR Credit 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, KKR Credit 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.

#### *Credit Risk; Collateral*

The terms of derivative hedging arrangements entered into by a KKR Credit Fund or Other Client may provide that related collateral given to, or received by, the KKR Credit Fund or Other Client may be reinvested or otherwise reused by the KKR Credit Fund or Other Client for its own purposes which exposes the KKR Credit Fund or Other Client to the risk of loss on that investment and reduced protection if the counterparty defaults. Similarly, if the counterparty reinvests or otherwise reuses collateral received from the KKR Credit Fund or Other Client and suffers a loss as a result, it may not be in a position to return that collateral to the KKR Credit Fund or Other Client should the relevant transaction be completed, unwound or otherwise terminated, exposing the KKR Credit Fund or Other Client to the risk of loss of the amount of collateral provided to the counterparty.

#### *Debt Investments*

Certain KKR Credit Funds and Other Clients have invested and may invest in debt instruments, including through vehicles holding debt issued by a KKR Credit Fund or Other Client portfolio company which vehicles are managed by KKR Credit (please see Items 10 and 11 below for additional information), and other KKR Credit Funds and Other Clients that make debt investments in or relating to real estate-related

businesses, assets or interests. 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 and collateral may not be available or sufficient to cover such liabilities. 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. Investments may be made in loans and other forms of debt that are not marketable securities and therefore are not liquid. Sub-participation interests in syndicated debt may be subject to certain risks because they have no direct contractual relationship with underlying borrowers. Debt securities and instruments may be rated below investment grade by recognized rating agencies or 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. Issuers of debt investments may be or become involved in bankruptcy or other reorganization and liquidation proceedings. Such investments involve a substantial degree of risk. Any deterioration of real estate fundamentals generally, and in the U.S. in particular, could negatively impact the performance of KKR Credit Funds and Other Clients that make real estate debt investments, increasing the default risk applicable to borrowers, and/or making it relatively more difficult for such vehicles to generate attractive risk-adjusted returns. Please see "Investments in Real Estate" below for further information.

### *Options*

KKR Credit Funds and Other Clients may invest in options. Purchasing put and call options, as well as writing options, are highly specialized activities and entail greater than normal investment risks. Although an option buyer's risk is limited to the amount of the original purchase of the option, from time to time, an investment in an option is subject to greater fluctuation than an investment in the underlying securities entails. An uncovered call writer's loss is potentially unlimited, but the risk of loss is generally limited by the expiration date of the call option. The risk for put option writers is that the price of the underlying securities falls below the exercise price. The ability to trade on or exercise options would likely be restricted if trading in the underlying securities interest becomes restricted. Unlike exchange-traded options, which are standardized with respect to the underlying instrument, expiration date, contract size and strike price, the terms of the over-the-counter options (options not traded on exchanges) are generally established through negotiation with the other party to the option contract. While this type of arrangement allows KKR Credit Funds and Other Clients greater flexibility to tailor options to their needs, these arrangements also involve greater credit risk than exchange-traded options, which are guaranteed by the clearing organization of the exchanges where they were traded.

### *Synthetic Instruments*

KKR Credit Funds or Other Clients may (but are under no obligation to) invest in synthetic instruments such as swaps (including total return swaps), synthetic swaps, over-the-counter transactions and other derivative instruments. Investing through the purchase of synthetic instruments presents risks in addition to those resulting from direct purchases of underlying securities or assets. KKR Credit Funds or Other Clients usually have a contractual relationship with the counterparty of such synthetic instrument, rather than the underlying obligor. The collapse of certain financial institutions during the 2007-2009 financial market turmoil is indicative of increased counterparty risk with respect to transactions involving synthetic instruments. Under the terms of these synthetic instruments, KKR Credit Funds or Other Clients will generally have neither the right to enforce compliance by the underlying obligor directly, nor any voting or other consensual rights of ownership with respect to the underlying obligation. KKR Credit Funds or Other Clients will not benefit directly from any collateral supporting the underlying obligation and will not have the benefit of remedies normally available to a holder of such underlying obligation. In addition, if the counterparty becomes insolvent, KKR Credit Funds or Other Clients will be treated as general

creditors of such counterparty and will not have any claim of title with respect to the underlying obligation. Consequently, KKR Credit Funds or Other Clients will be subject to the credit risk of the counterparty as well as that of the underlying obligor.

### **Market, Economic and Political Risks**

KKR Credit Funds or Other Clients and portfolio companies and other issuers in which they invest may be materially affected by market, economic and political conditions globally and in the jurisdictions and sectors in which they invest or operate, including economic outlook, factors affecting interest rates, the availability of credit, currency exchange rates and trade barriers. These factors are outside KKR Credit's and the relevant KKR Credit GP's control and could adversely affect the liquidity and value of KKR Credit Funds' or Other Clients' investments and may reduce the ability of KKR Credit Funds or Other Clients to make attractive new investments. Difficult market and economic conditions may adversely affect KKR Credit Funds and Other Clients by reducing the value or performance of their investments or by reducing their ability to raise or deploy capital or obtain appropriate financing, each of which could negatively impact returns to investors. Investments made by KKR Credit Funds and Other Clients may involve a high degree of business and financial risk that can result in substantial losses. Investors should not invest unless they can readily bear the consequences of partial or total loss of capital. Moreover, recent populist and anti-globalization movements, particularly in Western Europe and the United States, may result in material changes in economic, trade and immigration policies, all of which could lead to significant disruption of global markets and could have materially adverse consequences on the investments of KKR Credit Funds and Other Clients, including particular companies whose operations are directly or indirectly dependent on international trade. More generally, legislative acts, rulemaking adjudicatory or other activities, including in particular by the U.S. Congress, the SEC, the U.S. Federal Reserve Board, the Financial Industry Regulatory Authority, Inc. or other governmental, quasi-governmental or self-regulatory bodies, agencies and regulatory organizations, could make it more difficult (or less attractive) for KKR Credit Funds and Other Clients to achieve their investment objectives or for some or all of their portfolio companies to engage in their respective businesses.

KKR Credit Funds' or Other Clients' investment strategies and the availability of opportunities satisfying KKR Credit Funds' or Other Clients' risk-adjusted return parameters relies in part on the continuation of certain trends and conditions observed in the market for originated debt and bond markets as well as the larger financial markets and, in some cases, the improvement of such conditions. No assurance can be given that such conditions, trends or opportunities will arise or continue, as applicable. Trends and historical events do not imply, forecast or predict future events and, in any event, past performance is not necessarily indicative of future results. There can be no assurance that the assumptions made, or the beliefs and expectations currently held, by KKR Credit will prove correct and actual events and circumstances may vary significantly.

Ongoing events in the subprime mortgage market and other areas of the fixed income markets have caused significant dislocations, illiquidity and volatility in the leveraged loan and bond markets, as well as in the wider global financial markets. To the extent portfolio companies and other issuers of KKR Credit Funds' or Other Clients' portfolio investments participate in or have exposure to such markets, the results of their operations may be adversely affected. In addition, to the extent that such economic and market events and conditions reoccur, this would have a further adverse impact on the availability of credit to businesses generally. 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 financial resources and credit quality of corporate and other borrowers in which KKR Credit Funds or Other Clients have invested and result in the inability of such borrowers to make principal and interest payments on, or refinance, outstanding debt when due. In the event of such defaults,

KKR Credit Funds or Other Clients may suffer a partial or total loss of their investment in such borrowers, which would, in turn, have an adverse effect on KKR Credit Funds' or Other Clients' returns. Such economic and market events and conditions also may restrict the ability of KKR Credit Funds or Other Clients to sell or liquidate investments at favorable times or for favorable prices (although such events and conditions may not foreclose KKR Credit Funds' or Other Clients' ability to hold such investments until maturity). In particular, KKR Credit Funds' or Other Clients' investment strategies rely, in part, on the stabilization or improvement of the conditions in the global economy and markets generally and credit markets specifically. Absent such a recovery, the value of KKR Credit Funds' or Other Clients' investments may not generate expected current proceeds or appreciate as anticipated and may suffer a loss.

General fluctuations in the market prices of debt investments and interest rates may have a substantial negative impact on KKR Credit Funds' or Other Clients' investments and investment opportunities and accordingly may have a material adverse effect on KKR Credit Funds' or Other Clients' investment objectives and the rate of return on invested capital. Instability in the debt markets may also increase the risks inherent in KKR Credit Funds' or Other Clients' investments. The ability of portfolio companies and other issuers in which KKR Credit Funds or Other Clients invest to refinance debt obligations and for KKR Credit Funds or Other Clients to realize on their investments, will depend on the condition of public or private financing markets at the time of the proposed refinancing or other transaction. Moreover, to the extent KKR Credit Funds or Other Clients utilize third-party financing to make investments on a leveraged basis, a decrease in the value of KKR Credit Funds' or Other Clients' investments would increase the effective amount of leverage and could result in the possibility of a "margin call" by lenders, pursuant to which KKR Credit Funds or Other Clients must either deposit additional funds or collateral with the lender, which would require investors to make additional capital contributions in respect of such leverage, or suffer mandatory liquidation of the pledged debt obligations to compensate for the decline in value.

### **Underlying Exposure to the Consumer Market**

A portion of KKR Credit Funds' or Other Clients' portfolios may be directly or indirectly exposed to the consumer market. The financial condition of consumers is difficult to assess and predict as many consumer borrowers have no or very limited credit history. There is a greater risk of default in relation to the consumer market which may directly have an impact on returns to KKR Credit Funds or Other Clients.

### **Non-U.S. Investment Considerations**

#### *Non-U.S. Bankruptcy Laws*

Portfolio companies and other issuers located in non-U.S. jurisdictions may be involved in restructurings, bankruptcy proceedings and/or reorganizations that are not subject to laws and regulations that are similar to the Bankruptcy Code and/or that do not otherwise accommodate the rights of creditors afforded in U.S. jurisdictions. In certain cases, such non-U.S. laws and regulations may not provide KKR Credit Funds or Other Clients with equivalent rights and privileges necessary to promote and protect its interests and KKR Credit Funds' or Other Clients' investments in such portfolio investments may be materially adversely affected as a result.

While KKR Credit intends to manage KKR Credit Funds and Other Clients in a manner that will minimize exposure to the foregoing risks, there can be no assurance that adverse developments (with



respect to such risks) will not adversely affect the assets of KKR Credit Funds or Other Clients that are held in certain countries.

### *Eurozone Risks*

KKR Credit Funds or Other Clients may provide financing to European companies and companies that have operations that will be affected by the Eurozone economy. For example, 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, following the vote by the United Kingdom to leave the EU and the possibility that one or more further countries might leave the EU 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 EU and/or Eurozone exits, could have material adverse effects on investments by KKR Credit Funds or Other Clients in European companies, including, but not limited to, an immediate reduction of liquidity for particular investments in affected countries, 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 KKR Credit Funds or Other Clients and their investments. It is possible that a number of KKR Credit Funds' or Other Clients' investments will be denominated in Euro. Greece, Ireland and Portugal received one or more "bailouts" from other members of the EU. Although several countries in the Eurozone have agreed to multi-year bailout loans with the ECB and the International Monetary Fund, it is unclear how much additional funding these countries, or other Eurozone countries, will require. To the extent that any of KKR Credit Funds' or Other Clients' investments are denominated in Euro, legal uncertainty about the funding of Euro denominated obligations following any breakup of, or exits from, the Eurozone (particularly in the case of investments in companies in affected countries) could also have material adverse effects on KKR Credit Funds or Other Clients and, consequently, returns to investors.

In addition, there is often a high degree of government regulation in European economies, including in the securities markets. Action by such governments may directly affect non-U.S. investment in securities and/or loans in those countries and may also have a significant indirect effect on the market prices of securities and/or loans and of the payment of dividends and interest.

Changes in policy with regard to taxation, fiscal and monetary policies, repatriation of profits, and other economic regulations are possible, any of which could have an adverse effect on private investments. The European economies may differ favorably or unfavorably from the U.S. economy with regard to the rate of growth of gross domestic product, the rate of inflation, capital reinvestment, resource self-sufficiency and balance of payments.

Many countries in Europe have undergone a substantial political and social transformation and there can be no assurance that the economic, educational and political reforms necessary to complete political and economic transformation will continue. The state of development of certain political systems in Europe makes them susceptible to changes and potential weakening from economic hardship and social instability. In certain European countries, the extent of the success of economic reform is difficult to evaluate. Information on these economies is often contradictory or absent. In certain countries, much of the workforce remains underemployed or unemployed. Continued unemployment could hinder the ability of various governments to keep deficit spending in check.

Changing political environments, regulatory restrictions, and changes in government institutions and policies in Europe could adversely affect private investments. Civil unrest, ethnic conflict or regional

hostilities may contribute to instability in some countries of Europe. Such instability may impede business activity and adversely affect the environment for non-U.S. investments. KKR Credit Funds and Other Clients may not obtain political risk insurance. Actions in the future of one or more European governments could have a significant effect on the various economies, which could affect market conditions, prices and yields of securities and/or loans in KKR Credit Funds' or Other Clients' portfolios. Political and economic instability in any of the countries in Europe in which KKR Credit Funds or Other Clients invest could adversely affect the KKR Credit Funds' or Other Clients' investments.

### *Shadow Banking Regulation*

There has been increasing commentary among regulators and intergovernmental institutions, including the Financial Stability Board and International Monetary Fund, on the topic of so called “shadow banking” (a term generally to refer to credit intermediation involving entities and activities outside the regulated banking system).

The Financial Stability Board issued a report that recommended strengthening oversight and regulation of the “shadow banking” system in Europe. 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 during the investment period of a KKR Credit Fund or Other Client such regulations were to extend the regulatory and supervisory requirements, such as capital and liquidity standards, currently applicable to banks, or the KKR Credit Funds or Other Clients were considered to be engaged in “shadow banking,” the regulatory and operating costs associated therewith could adversely impact the implementation of KKR Credit Funds' or Other Clients' investment strategies and returns and may become prohibitive. In an extreme eventuality, it is possible that such regulations could render the continued operation of KKR Credit Funds and Other Clients unviable and lead to their premature termination or restructuring.

### *European Market Infrastructure Regulation*

KKR Credit Funds or Other Clients may enter into OTC derivative contracts for hedging purposes. European Market Infrastructure Regulation (“**EMIR**”) establishes certain requirements for OTC derivatives contracts, including mandatory clearing obligations, bilateral risk management requirements and reporting requirements. Although not all the regulatory technical standards specifying the risk management procedures, including the levels and type of collateral and segregation arrangements, required to give effect to EMIR have been finalized and it is therefore not possible to be definitive, investors should be aware that certain provisions of EMIR impose obligations on a KKR Credit Fund or Other Client in relation to their transaction of OTC derivative contracts.

The potential implications of EMIR for KKR Credit Funds or Other Clients include, without limitation, the following:

- clearing obligation: certain standardized OTC derivative transactions will be subject to mandatory clearing through a central counterparty (a “**CCP**”). Clearing derivatives through a CCP may result in additional costs and may be on less favourable terms than would be the case if such derivative was not required to be centrally cleared;
- risk mitigation techniques: for those of their OTC derivatives which are not subject to central clearing, KKR Credit Funds or Other Clients will be required to put in place risk mitigation requirements, which include the collateralization of all OTC derivatives. These risk mitigation requirements may increase the cost of KKR Credit Funds or Other Clients pursuing their hedging strategy; and

- reporting obligations: each of KKR Credit Funds' or Other Clients' OTC derivative transactions must be reported to a trade depository or the European Securities and Markets Authority. This reporting obligation may increase the costs to KKR Credit Funds or Other Clients of utilizing OTC derivatives.

## **Investor Interests; Dispositions and Distributions**

### *Dilution from Subsequent Closings*

Investors admitted to certain closed-ended KKR Credit Funds or increasing their capital commitment to such KKR Credit Funds following their initial closing date will generally participate in existing investments of such KKR Credit Funds prior to such admission or increase, diluting the interests of existing investors. Although such investors will contribute their respective pro rata share of previously contributed capital for such investments at original cost plus a cost of carry, there can be no assurance that this payment will reflect the fair value (including any post-investment losses) of the KKR Credit Fund's existing investments at the time such additional investors subscribe for interests. Open –ended KKR Credit Funds typically allow investors to buy into existing investments at fair market value.

### *Trade Errors*

KKR Credit, the KKR Credit GPs, and their respective affiliates will not be responsible for any losses resulting from any trade errors made by KKR Credit or its affiliates, in respect of KKR Credit Funds' or Other Clients' investments, except to the extent such parties are liable pursuant to the exculpation provisions set forth in the applicable governing documents of such KKR Credit Funds or Other Clients. Trading errors might include, for example, keystroke errors that occur when entering trades into an electronic system or typographical or drafting errors related to derivatives contracts or similar agreements. Investors should assume that trade errors (and similar errors or deviations from accuracy or correctness in the trade process) will occur and that none of KKR Credit, any KKR Credit GP, or their respective affiliates will be responsible for any resulting losses unless it has breached its standard of care as set out in applicable laws or regulations as well as the applicable investment management, other offering document or prospectus of KKR Credit Funds or Other Clients.

### *Risks of Multi-Step Acquisitions*

In the event that KKR Credit chooses to effect an investment transaction by means of a multi-step acquisition (such as a first-step cash tender offer or stock purchase followed by a merger), there can be no assurance that the remainder of the relevant investment can be successfully acquired. This could result in a KKR Credit Fund or Other Client having only partial control over the investment or partial access to its cash flow to service debt incurred in connection with the acquisition.

### *Board Participation*

KKR Credit employees may serve as directors of some portfolio companies and, as such, may have duties to persons other than a KKR Credit Fund or Other Client, including other stockholders of such portfolio companies. Although holding board positions may be important to the KKR Credit Fund's or Other Client's investment strategy and may improve KKR Credit's management ability, board positions could impair KKR Credit's ability to sell the relevant securities and/or loans when and upon the terms it wants, and may subject KKR Credit and KKR Credit Funds and Other Clients to claims they would otherwise

not be subject to as an investor, including claims of breach of duty of loyalty, corporate waste, securities claims and other director-related claims.

#### *Failure to Make Capital Contributions*

A KKR Credit Fund or Other Client may be incapable of paying its obligations if an investor does not fund its commitments to a KKR Credit Fund or Other Client and other investors' capital contributions and borrowings by such KKR Credit Fund or Other Client are insufficient to cover the defaulted capital contribution. As a result, such investment vehicle may be subject to significant penalties that could materially and adversely affect investor returns (including non-defaulting investors).

#### *Failure to Vote by a Limited Partner*

From time to time during the term of certain KKR Credit Funds or Other Clients, a KKR Credit GP may require or otherwise solicit the vote, consent or waiver of limited partners or the limited partner advisory committee in connection with any proposed action or event relating to the relevant KKR Credit Fund, Other Client, the KKR Credit GP or its affiliates, including without limitation, any proposed amendment of the governing documents of such KKR Credit Fund or Other Client. The outcome of any such vote, consent or waiver may potentially adversely impact any investor. For certain KKR Credit Funds or Other Clients, any such vote, waiver or consent will be tabulated or made as if any investor that abstains from, or fails to vote, consent or decide prior to any deadline established by the relevant KKR Credit GP for such response, is not an investor in the KKR Credit Fund or Other Client. In that event the wishes of the relevant investor will not be taken into account in determining the outcome of any such solicitation by the KKR Credit GP.

#### *FOIA/Public Disclosure*

As a result of the U.S. Freedom of Information Act ("**FOIA**"), any governmental public records access law, any state or other jurisdiction's laws similar in intent or effect to FOIA, or any other similar statutory or regulatory requirement, KKR, investors in KKR Credit Funds or Other Clients or any of their respective affiliates may be required to disclose information relating to a KKR Credit Fund or Other Client, or their affiliates, and/or any entity in which an investment is made, which disclosure could, for example, affect such KKR Credit Fund's or Other Client's competitive advantage in finding attractive investment opportunities. In addition, the identify of and certain information regarding investors in KKR Credit Funds and Other Clients, such as public pension plans and listed investment vehicles may be subject to public disclosure requirements. The amount of information about their investments that is required to be disclosed has increased in recent years and that trend may continue. To the extent that disclosure of confidential information relating to KKR Credit Funds or Other Clients or their portfolio investments results from interests being held by public investors, KKR Credit Funds or Other Clients may be adversely affected.

#### *Cybersecurity Risks; System Failures*

KKR Credit Funds, Other Clients, KKR and their affiliates and service providers are subject to risks associated with a breach in cybersecurity. Cybersecurity is a generic term used to describe the technology, processes and practices designed to protect networks, systems, computers, programs and data from both intentional cyber-attacks and hacking by other computer users, as well as unintentional damage or interruption that, in either case, can result in damage and disruption to hardware and software systems, loss or corruption of data and/or misappropriation of confidential information. Cybersecurity attacks are evolving and include, but are not limited to, malicious software, attempts to gain unauthorized access to data, and other electronic security breaches that could lead to disruptions in

critical systems, unauthorized release of confidential or otherwise protected information, including, without limitation, information regarding investors and KKR Credit Fund's and Other Client's investment activities, and corruption of data. Such damage or interruptions to information technology systems may cause losses to KKR Credit Funds, Other Clients or their or their investors, including, without limitation, by interfering with the processing of transactions, affecting a KKR Credit Fund's or Other Client's ability to conduct valuations or impeding or sabotaging trading. KKR Credit Funds and Other Clients may also incur substantial costs as the result of a cybersecurity breach, including those associated with forensic analysis of the origin and scope of the breach, increased and upgraded cybersecurity, identity theft, unauthorized use of proprietary information, litigation, adverse investor reaction, the dissemination of confidential and proprietary information and reputational damage. Any such breach could expose a KKR Credit Fund, Other Client and KKR Credit to civil liability as well as regulatory inquiry and/or action. Investors could also be exposed to losses resulting from unauthorized use or dissemination of their personal information.

KKR Credit Funds, Other Clients, KKR Credit and their affiliates rely extensively on computer programs and systems (and may rely on new systems and technology in the future) for various purposes, including trading, clearing and settling transactions, evaluating certain investments, monitoring a KKR Credit Fund's or Other Client's portfolio and net capital and generating risk management and other reports that are critical to oversight of a KKR Credit Fund's or Other Client's activities. KKR Credit's and certain KKR Credit Funds' and Other Clients' operations will be dependent upon systems operated by third parties, including prime-brokers, administrators, market counterparties and their sub-custodians and other service providers. KKR Credit Funds' and Other Clients' service providers may also depend on information technology systems and, notwithstanding the diligence that KKR Credit may perform on its service providers, KKR Credit may not be in a position to verify the risks or reliability of such information technology systems. KKR Credit's controls and procedures, business continuity systems, and data security systems could prove to be inadequate. These problems may arise in KKR Credit's internally developed systems and the systems of third-party service providers.

In addition to the above cybersecurity related issues, information and technology systems of KKR Credit Funds, Other Clients and their affiliates may otherwise be vulnerable to damage or interruption from computer viruses, network failures, computer and telecommunication failures, infiltration by unauthorized persons and security breaches, usage errors by their respective professionals, power outages and catastrophic events such as fires, tornadoes, floods, hurricanes and earthquakes. Notwithstanding measures to manage risks relating to these types of events, if these systems are compromised, become inoperable for extended periods of time or cease to function properly, KKR Credit and its affiliates may have to make a significant investment to fix or replace them. The failure of these systems and/or of disaster recovery plans for any reason could cause significant interruptions in the operations of KKR Credit and its affiliates and result in a failure to maintain the security, confidentiality or privacy of sensitive data, including personal information relating to investors (and the beneficial owners of investors). Such a failure could harm the reputation of KKR Credit and its affiliates, subject KKR Credit and its affiliates to legal claims and otherwise affect their business and financial performance.

The above considerations also apply to the portfolio companies of KKR Credit Funds and Other Clients and other counterparties with which KKR Credit Funds and Other Clients conduct investment activities.

## **Investments in Technology**

### *Investments in Technology Companies*

A KKR Credit Fund or Other Client may make investments in companies involved in the technology industry or heavily dependent on new technologies. Technology companies confront various specific challenges, including rapidly changing market conditions and/or participants, new competing products, changing consumer preferences, short product life cycles, services and/or improvements in existing products or services. Portfolio companies of KKR Credit Funds or Other Clients in the technology sector will compete in this volatile environment. There is no assurance that products or services sold by such portfolio companies will not be rendered obsolete or adversely affected by competing products and services or that the portfolio companies will not be adversely affected by other challenges. Barriers to entry in the software and technology industries are low, and new products and services can be distributed broadly and quickly at relatively low cost. Moreover, competition in this sector can result in significant downward pressure on pricing. Valuations of technology companies are volatile, and in the event that the technology sector valuations as a whole decline, returns to investors from any portfolio companies involved in the technology industry may decrease.

### *Third-party Infringement Claims*

KKR Credit Funds or Other Clients or a portfolio company may, from time to time, receive notices from others claiming a KKR Credit Fund or Other Client or such portfolio company has infringed their intellectual property rights. The number of these claims may grow because of the rapid rate of change in the technology industry, increased user-generated content, the extensive patent coverage of existing technologies, and the rapid rate of issuance of new patents. Additionally, portfolio companies may use “open source” software in their products, or may use such software in the future. Such open source software is generally licensed by its authors or other third parties under open source licenses. Licensing authors or third parties may allege that a portfolio company has not complied with the conditions of one or more of these licenses. To resolve these and other intellectual property infringement claims, a KKR Credit Fund or Other Client and/or portfolio companies may enter into royalty and licensing agreements on terms that are less favorable than currently available, stop selling or redesign affected products, or pay damages to satisfy indemnification commitments with customers. These outcomes may cause operating margins to decline. In addition to money damages, in some jurisdictions plaintiffs can seek injunctive relief that may limit or prevent importing, marketing and selling products that have infringing technologies. In some countries, such as Germany, an injunction can be issued before the parties have fully litigated the validity of the underlying patents.

### *Dependence on Patents, Trademarks and Other Intellectual Property*

Many technology companies depend heavily on intellectual property rights, including patents, trademarks, trade secret protection, non-disclosure agreements and service marks. The ability to effectively enforce patent, trademark and other intellectual property laws will affect the value of many of these companies. Patent disputes are frequent and can preclude commercialization of products, and patent litigation is costly and could subject a portfolio company to significant liabilities to third parties. The presence of patents or other proprietary rights belonging to other parties may lead to the termination of the research and development of a portfolio company’s particular product. In addition, if a portfolio company infringes on third-party patents or other proprietary rights, it could be prevented from using certain third-party technologies or forced to acquire licenses in order to obtain access to such technologies. In such a case, the portfolio company might not be able to obtain all licenses required for the success of its business, which could have a material adverse effect on its value. Moreover, if the patents and other proprietary rights of a portfolio company are infringed by third parties, then it may not be able to take full advantage of existing demand for its products. There can be no assurance that KKR Credit Funds or Other Clients or a portfolio company will be able to protect these rights or will have the financial resources to do so, or that competitors will not develop technologies substantially equivalent or superior to a portfolio company’s technologies. While piracy adversely affects portfolio company revenue, the impact on

revenue from outside the EU and the U.S. could be significant, particularly in countries where laws are less protective of intellectual property rights. The absence of harmonized patent laws makes it more difficult to ensure consistent respect for patent rights. Reductions in the legal protection for intellectual property rights could adversely affect portfolio companies.

### *Software Code Protection*

Source code is often critical to portfolio companies in the technology sector. If an unauthorized disclosure of a significant portion of source code occurs, a portfolio company could potentially lose future trade secret protection for that source code. This could make it easier for third parties to compete with such portfolio company products by copying functionality, which could adversely affect revenue and operating margins. Unauthorized disclosure of source code could also increase security risks (i.e., viruses, worms, and other malicious software programs that may attack portfolio company products and services). Costs for remediating the unauthorized disclosure of source code and other cyber-security breaches, may include, among other things, increased protection costs, reputational damage and loss of market share, liability for stolen assets or information and repairing system damage that may have been caused. Remediation costs may also include incentives offered to portfolio company customers or other business partners in an effort to maintain the business relationships after a security breach.

### **Health Care Industry Investments**

Health care policy and changes in health care policy and related laws and regulations could have a material and adverse impact on the health care companies in which a KKR Credit Fund or Other Client intends to invest, and the U.S. or non-U.S. government's role in the health care industry could adversely impact a KKR Fund's or Other Client's performance.

Obtaining governmental approval for new products from governmental agencies can be lengthy, expensive and uncertain. In some cases, products of health care companies are approved by regulatory authorities on a conditional basis with full approval conditioned upon fulfilling the requirements of regulators. Regulatory authorities are placing greater focus on monitoring products originally approved on a conditional basis and on whether the sponsors of such products have met the conditions of the conditional approval. If a portfolio company is unable to fulfill the conditions of its products' conditional approval, it may not receive full approval for these products and may be required to change the products' labeled indications or withdraw the products from the market, which could have an adverse effect on the value of the company. Moreover, even after approval, products may still be the subject of regulatory action if new facts concerning their safety and efficacy come to light. Health care regulation is subject to change and can have a considerable impact on the marketing of products and services by companies in which a KKR Credit Fund or Other Client intends to invest. Such regulatory changes could affect a portfolio company's ability to obtain or maintain approval of its products, even forcing such companies to withdraw their products from the market. In some cases, new regulations can substantially change the marketing conditions for certain health care products, such as pharmaceuticals. Accordingly, investments made in reliance on an existing market structure could prove to be not cost effective or worthless, and existing market positions could be endangered.

In addition, in both U.S. and non-U.S. markets, sales of health care products and their success will depend in part on the availability of reimbursement from third-party payors such as government health administration authorities, private health insurers and other organizations. The continuing efforts of governmental and third-party payors to contain or reduce the costs of health care affects the revenues and profitability of health care companies. Significant uncertainty exists as to the reimbursement status of newly approved health care products. There can be no assurance that a portfolio company's proposed products will be considered cost-effective or that adequate third-party reimbursement will be available to

enable a company to maintain price levels sufficient to realize an appropriate return on its investment in product development. Moreover, if reimbursement rates are reduced, or if health care providers anticipate reimbursement being reduced, providers may narrow the circumstances in which they prescribe or administer a portfolio company's products, which could reduce the use or sales of such products and thereby have a material adverse effect on the value of the company.

Many health care companies are subject to rigorous regulation in their operations. Compliance with these regulations can be costly. Even when health care companies develop and institute comprehensive compliance programs, they are not able to guarantee that they, their employees, their consultants and their contractors will be in compliance with all potentially applicable regulations. If a health care company fails to comply with applicable regulations, the company could be subject to monetary and administrative penalties, increased compliance costs or a curtailment of its authority to conduct business, any of which could have a material adverse effect on the value of the company.

#### *Amendments; Written Agreements*

The applicable management agreement and other governing documents of KKR Credit Funds and Other Clients may be amended from time to time generally with the consent of the relevant KKR Credit GP or KKR Credit, as applicable, and a majority in interest of investors, subject to certain exceptions set forth in the applicable governing documents. The applicable governing documents set forth certain other procedures for their amendment, including provisions allowing a KKR Credit GP to amend the applicable governing document without the consent of investors in certain circumstances. In addition, lenders to KKR Credit Funds or Other Clients may, under the terms of financing arrangements put in place with them, have the right to review or approve certain amendments to the applicable governing documents prior to a KKR Credit GP adopting any such amendment.

KKR Credit or a KKR Credit GP may enter into side letters or other similar agreements with certain investors with respect to KKR Credit Funds or Other Clients without the approval or vote of any other investor, which would have the effect of establishing rights under, altering or supplementing the terms of the applicable governing documents of the relevant KKR Credit Fund or Other Client with respect to such investors in a manner more favorable to such investors than those applicable to other investors. Any rights established, or any terms of the applicable governing documents of the relevant KKR Credit Fund or Other Client altered or supplemented in a side letter or other similar agreement with an investor will govern solely with respect to such investor notwithstanding any other provision of the applicable governing documents of the relevant KKR Credit Fund or Other Client. Such rights or terms in any such side letter or other similar agreement may include, without limitation: (i) excuse rights applicable to particular investments (which may increase the percentage interest of other investors in, and contribution obligations of other investors with respect to, such investments); (ii) reporting obligations of a KKR Credit GP; (iii) waiver of certain confidentiality obligations; (iv) consent of a KKR Credit GP to certain transfers by such investor; or other exercises by a KKR Credit GP of its discretionary authority under the applicable partnership agreement for the benefit of such investor; (v) withdrawal rights due to legal, regulatory or policy matters, including matters related to political contributions, gifts or others such policies; (vi) other rights or terms necessary in light of particular legal, tax, regulatory or public policy characteristics of an investor; or (vii) additional obligations, and restrictions on KKR Credit Funds or Other Clients with respect to the structuring of any investment (including with respect to alternative vehicles).

KKR Credit and its affiliates may from time to time enter into agreements or arrangements with investors, which agreements or arrangements are entered into with such investors other than in their respective capacities as investors of KKR Credit Funds or Other Clients. Such agreements or arrangements do not constitute side letters since they do not establish rights under or alter or supplement the terms of the



applicable governing documents of the relevant KKR Credit Fund or Other Client and therefore will not be disclosed or offered to other investors of KKR Credit Funds or Other Clients. Such agreements or arrangements may include, without limitation, strategic partnerships with investors and certain other multi-asset class investment programs, arrangements regarding investments with KKR Credit in one or more investment strategies, which may include co-investments alongside KKR Credit Funds or Other Clients and investment funds, vehicles and accounts, and similar arrangements established by KKR Credit and its affiliates with investors other than in their respective capacities as investors in KKR Credit Funds or Other Clients.

## **Certain Additional Legal and Regulatory Risks**

### *Legal and Regulatory Risks*

The regulatory considerations affecting the ability of a KKR Credit Fund or Other Client to achieve its investment objectives are complicated and subject to change. In the U.S., certain parts of Europe and other jurisdictions, the private funds industry has, over the last several years, been subject to criticism by some politicians, regulators and market commentators. The recent negative perception of this industry in certain countries could make it harder for funds and accounts sponsored by alternative management firms, such as a KKR Credit Fund or Other Client, to successfully bid for and complete investments.

This increased political and regulatory scrutiny of the private funds industry has been particularly acute during the global financial crisis. For example, the U.S. Congress passed into law extensive financial regulatory reform legislation as a direct response to the crisis. While it is now falling to the U.S. Department of Treasury, the SEC and other U.S. regulatory agencies to implement these reforms, such reforms will require, among other things, increased registration and regulation of alternative management firms and disclosure with respect to such firms and the funds they sponsor that could impact KKR's management of KKR Credit Funds or Other Clients. Other jurisdictions, including the EU, have passed and are in the process of implementing similar measures. Such increased regulatory burdens and reporting requirements may divert the attention of personnel and the management teams of portfolio companies, and may furthermore place a KKR Credit Fund or Other Client at a competitive disadvantage to the extent that KKR or portfolio companies are required to disclose sensitive business information. In addition, certain countries have sought to tax (or have taxed) the investment gains derived by non-resident investors, including private funds, from the disposition of the equity in companies operating in those countries. In some cases, this is the result of new legislation or changes in the interpretation of existing legislation and in other cases tax authorities have challenged investment structures that benefit from tax treaties between countries. There is, therefore, the risk that burdensome new laws (including tax laws) or regulations or changes in applicable laws or regulations or in the interpretation or enforcement thereof, specifically targeted at the private funds industry, or other related regulatory developments could adversely affect private fund managers and the funds and accounts they sponsor, including KKR Credit Funds or Other Clients.

### *Absence of Regulatory Oversight*

KKR Credit Funds and certain Other Clients are not registered investment companies under the Investment Company Act, or otherwise registered under the securities laws, or with the securities regulatory authority or commission, of any other jurisdiction, and KKR Credit Funds and such Other Clients have no current intention of being so registered. Accordingly, the provisions of the Investment Company Act and of similar legislation in other jurisdictions regulating the relationship between an investment fund and its asset manager and otherwise protecting the interests of investors in an investment

fund are generally not expected to be applicable to an investment in KKR Credit Funds or such Other Clients.

### *Increased Regulatory Oversight*

The financial services industry generally, and the activities of private investment funds and their managers, in particular, have been subject to intense and increasing regulatory oversight and enforcement actions. Such scrutiny may increase the exposure of KKR Credit Funds or Other Clients, the KKR Credit GPs, KKR Credit and its affiliates to potential liabilities and to legal, compliance and other related costs. Increased regulatory oversight may impose administrative burdens on the KKR Credit GPs and KKR Credit, including, without limitation, those arising from responding to investigations and implementing new policies and procedures. Such burdens may divert the KKR Credit GPs' and KKR Credit's time, attention and resources from portfolio management activities. The passage of the Dodd Frank Wall Street Reform and Consumer Protection Act of 2010 (the "**Dodd-Frank Act**") has resulted in extensive rulemaking and regulatory changes that affect private fund managers, the funds that they manage and the financial industry as a whole. Pursuant to the Dodd-Frank Act, the SEC has adopted rules that require additional reporting by registered investment advisers to private funds, which has added costs to the legal, operations and compliance obligations of KKR Credit and increased the amount of time that the management company spends on noninvestment-related activities.

The Dodd-Frank Act also affects a broad range of financial market intermediaries and other market participants with whom KKR Credit Funds or Other Clients interact or may interact. Regulatory changes that will affect other market participants are likely to change the way in which KKR Credit Funds or Other Clients can conduct business with counterparties. Parts of the Dodd-Frank Act, such as the "Volcker Rule" and the "Push-Out Provision," may affect the number and type of participants in the markets who can invest in KKR Credit Funds or Other Clients. It is difficult to anticipate the impact of these and other regulatory changes on KKR Credit GPs, KKR Credit Funds, Other Clients and their affiliates. The financial services industry continues to adapt to the Dodd-Frank Act, and it may take years to fully understand its impact. The continued uncertainty may make markets more volatile, and it may be more difficult for KKR Credit Funds and Other Clients to execute on their investment strategies.

The current U.S. regulatory environment may be further impacted by future legislative developments, such as amendments to key provisions of the Dodd-Frank Act. The full scope of President Trump's legislative agenda is not yet fully known, but it may include deregulatory measures and new regulations for the U.S. financial services industry and other industries in which KKR Credit Funds and Other Clients make investments.

Any significant changes in, among other things, economic policy (including with respect to interest rates and foreign trade), the regulation of the asset management industry and the industries in which KKR Credit Funds and Other Clients make investments, tax law, immigration policy and/or government entitlement programs could have a material adverse impact on KKR Credit Funds, Other Clients and their investments.

Enhanced oversight and regulation has created uncertainty in the financial markets and, in particular, the private funds industry. Many of the regulators to which KKR Credit, KKR Credit Funds, Other Clients or their respective affiliates are subject to globally, including governmental agencies and self-regulatory organizations, are empowered to conduct investigations and administrative proceedings that can result in fines, suspensions of personnel or other sanctions, including censure, the issuance of cease-and-desist orders or the suspension or expulsion of applicable licenses or members. Even if an investigation or proceeding did not result in a sanction or the sanction imposed against KKR Credit, KKR Credit Funds, Other Clients or their respective affiliates were small in monetary amount, the adverse publicity relating

to the investigation, proceeding or imposition of these sanctions could harm KKR Credit, KKR Credit Funds, Other Clients or their respective affiliates' reputations which may adversely affect KKR Credit Funds' or Other Clients' investment performance by hindering their ability to obtain favorable financing or consummate a potentially profitable investment. There is also a material risk that regulatory agencies in the U.S., the EU, and elsewhere will continue to adopt burdensome new laws or regulations (including tax laws or regulations), or change existing laws or regulations, or enhance the interpretation or enforcement of existing laws and regulations. Any such events or changes could occur during KKR Credit Funds' or Other Clients' terms and may adversely affect their ability to operate and/or pursue their investment strategies. Such risks are often difficult or impossible to predict, avoid or mitigate in advance.

In addition, as alternative asset managers become more influential participants in the U.S. and global financial markets and economy generally, the alternative investment industry has been subject to criticism by some politicians, regulators and market commentators. For example, various federal, state and local agencies have been examining the role of placement agents, finders and other similar private fund service providers in the context of investments by public pension plans and other similar entities, including investigations and requests for information. Moreover, as a result of highly publicized financial scandals, investors have exhibited concerns over the integrity of the U.S. financial markets. There has been an active debate both nationally and internationally over the appropriate extent of regulation and oversight of private investment funds and their managers. Any changes in the regulatory framework applicable to KKR Credit Funds and Other Clients may impose additional expenses, require the attention of senior management or result in limitations in the manner in which KKR Credit Funds' and Other Clients' business is conducted.

In summary, regulations generally as well as those more specifically addressed to the alternative investment industry, including tax laws and regulation, whether in the U.S., Europe or elsewhere, could increase the cost of acquiring, holding or divesting investments, the profitability of enterprises and the cost of operating KKR Credit Funds or Other Clients. Additional regulation could also increase the risk of third-party litigation. The transactional nature of the business of KKR Credit Funds or Other Clients exposes KKR Credit Funds, Other Clients, KKR Credit GPs, KKR Credit and each of their respective affiliates (including the investment teams) generally to the risks of third-party litigation.

It is anticipated that, in the normal course of business, KKR Credit GPs and KKR Credit will have contact with governmental authorities and/or may be subjected to responding to inquiries or examinations. KKR Credit Funds or Other Clients may also be subject to regulatory inquiries concerning their investments.

#### *Ongoing Regulatory Actions*

Other ongoing regulatory reforms and actions (i.e., Basel III and the U.S. Interagency Guidance on Leveraged Lending) also continue to have a material impact on KKR Credit's private equity investment business, and other European bank regulatory initiatives, including the European Banking Authority's guidelines on limits to exposures to shadow banking entities which carry out banking activities outside a regulated framework under EU law (including funds employing leverage on a substantial basis, within the meaning of AIFMD and its implementing rules), which entered into force on January 1, 2017, and guidance on leveraged lending which were published by the EBC in May 2017 and are modeled on U.S. leveraged lending guidelines, may also create a more challenging borrowing environment for KKR Funds. Reforms and actions with respect to the banking industry may result in KKR Credit Funds or Other Clients being unable to obtain committed debt financing for potential acquisitions or only obtaining debt at an increased interest rate or on unfavorable terms. KKR Credit Funds or Other Clients may therefore have difficulty completing otherwise profitable acquisitions or may generate profits that are lower than would otherwise be the case.

### *Pay-to-Play*

A number of U.S. states and municipal pension plans have adopted so-called “pay-to-play” laws, regulations or policies which prohibit, restrict or require disclosure of payments to (and/or certain contacts with) state officials by individuals and entities seeking to do business with state entities, including those seeking investments by public retirement funds, and which require investment advisers to adopt recordkeeping and reporting programs that monitor the adviser’s and its employees’ activities. In addition, the SEC has adopted rules that, among other things, prohibit an investment adviser from providing advisory services for compensation to a government client for two years after the adviser or certain of its executives, employees or agents makes a contribution to certain elected officials or candidates. Several states have followed suit by issuing similar restrictions at the state level. In addition, the SEC has reportedly investigated whether certain financial firms made improper payments to secure investments from sovereign wealth funds. If KKR Credit, a KKR Credit GP or any of its employees or affiliates or any service providers acting on its behalf fails to comply with such laws, regulations or policies, such non-compliance could have a materially adverse effect on such persons and on KKR Credit Funds or Other Clients.

### *Political Uncertainty*

As a result of the lingering effects of the recent global financial crisis and the limited global recovery, the rise of populist political parties and economic nationalist sentiments has led to increasing political uncertainty and unpredictability throughout the world. Among the attendant risks are greater regulatory uncertainty, for example regarding the posture of governments with respect to taxation and international trade and law enforcement.

### *Compliance with AIFMD*

AIFMD came into force in July 2011 and has been implemented in most EU member states as of July 22, 2013. The AIFMD applies to (i) alternative investment fund managers (“AIFMs”) established in the EU who manage EU or non-EU alternative investment funds (“AIFs”), (ii) non-EU alternative investment fund managers who manage EU AIFs and (iii) non-EU alternative investment fund managers which market their AIFs within the EU. The AIFMD has also been extended generally to the non-EU countries forming part of the European Economic Area (the “EEA”), i.e. Liechtenstein, Iceland and Norway and already applies to EEA alternative investment fund managers and AIFs under the national implementing legislation of some EU member states. The AIFMD allows authorized AIFMs to market AIFs to professional investors throughout the EU under an “EU passport.” Although KKR Credit is affiliated with an Irish AIFM authorized under the AIFMD, KKR Credit may not be able to benefit from the EU passport for all KKR Funds and Other Clients under the AIFMD and the EU passport may not apply to marketing to investors in the United Kingdom if and when its withdrawal from the EU becomes effective.

KKR Credit is affiliated with KKR AIM, an AIFM which is subject to various requirements under the AIFMD. The operating requirements imposed by the AIFMD include, among other things, rules relating to the remuneration of certain personnel, minimum regulatory capital requirements, restrictions on the use of leverage and restrictions on distributions that may impact an AIF’s ability to recapitalize, refinance or potentially restructure an EEA portfolio company within the first two years of ownership (“asset stripping” rules) limiting KKR Credit’s use of investment and realization strategies such as dividend recapitalizations and reorganizations, rule on the exposure that may be taken by an AIF to securitizations, disclosure and reporting requirements to both investors and home state regulators, and independent valuation of an AIF’s assets which may lead to delays in the fundraising process and thus decrease the speed with which KKR Credit can deploy capital. As a result, the AIFMD could have an adverse effect on

KKR Credit Funds and/or Other Clients by, among other things, increasing the regulatory burden and costs of doing business in the EU or EEA member states, imposing extensive disclosure obligations on the KKR Credit Fund's or Other Client's portfolio entities located in the EU or EEA member states, potentially requiring KKR Credit to change its compensation structures for key personnel, thereby affecting KKR Credit's ability to recruit and retain these personnel, and disadvantaging KKR Credit Funds or Other Clients with respect to investments in portfolio companies located in the EU or EEA member states when compared to non-AIF/alternative investment fund manager competitors which may not be subject to the requirements of the AIFMD. The AIFMD could also limit a KKR Credit GP's operating flexibility and a KKR Credit Fund's or Other Client's investment opportunities, as well as expose a KKR Credit Fund, Other Client, KKR Credit GP and/or KKR Credit to conflicting regulatory requirements in the United States and the EU or EEA member states. Some aspects of the requirements of the AIFMD remain uncertain due to lack of judicature, official regulatory guidance and established market practice. For example, a subsidiary of a KKR Credit Fund or Other Client could itself be characterized as an AIF, thus requiring an alternative investment fund manager to be appointed in respect of that subsidiary, limiting the operational flexibility of that subsidiary and increasing the costs and regulatory burden of running that subsidiary. In addition, a recent update to the AIFMD Q&A issued by the European Securities and Markets Authority may result in EU member state regulators requiring that the AIFM assume greater responsibility for, and mandate direct contractual relationships with administrators, distributors and other service providers, performing functions relating to the administration, marketing and other activities relating to AIFs. If the home member state regulator of the AIFM and/or a KKR Credit Fund or Other Client took such steps this may result in additional regulatory burdens and costs for the KKR Credit Fund or Other Client. The AIFMD is currently subject to legislative review by the European Commission. The outcome of that review is expected during the course of 2018 and it is not currently clear what changes to the AIFMD, if any, may be implemented and what impact any such changes would have on KKR Credit or KKR Credit Funds and Other Clients.

#### *Laws of Other Jurisdictions Where KKR Credit Funds are Marketed*

Interests in KKR Credit Funds may be marketed in various jurisdictions. In order to market interests in a KKR Credit Fund in certain jurisdictions (or to investors who are citizens of or resident in such jurisdictions), a KKR Credit Fund, the relevant KKR Credit GP, KKR Credit and its affiliates will be required to comply with applicable laws and regulations relating to such activities. Compliance may involve, among other things, making notifications to or filings with local regulatory authorities, registering a KKR Credit Fund, a KKR Credit GP, KKR Credit and its affiliates or the interests with local regulatory authorities or complying with operating or investment restrictions and requirements, including with respect to prudential regulation. Compliance with such laws and regulations may limit the ability of KKR Credit Funds to participate in investment opportunities and may impose onerous or conflicting operating requirements on a KKR Credit Fund, a KKR Credit GP, KKR Credit and its affiliates. The costs, fees and expenses incurred in order to comply with such laws and regulations, including, without limitation, related legal fees and filing or registration fees and expenses, will be borne by the KKR Fund and may be substantial. In addition, if a KKR Credit Fund, a KKR Credit GP, KKR Credit and its affiliates were to fail to comply with such laws and regulations, any or all of them could be subject to fines or other penalties, the cost of which typically would be borne by the relevant KKR Credit Fund.

#### **ERISA Considerations**

KKR Credit intends to limit investment in KKR Credit Funds or Other Clients by pension or other employment benefit plans in order to avoid having the assets of KKR Credit Funds or Other Clients constitute "plan assets" of any plan subject to Title I of ERISA or Section 4975 of the U.S. Internal

Revenue Code of 1986, as amended (the “**Tax Code**”). Unless an exception applies, if 25% or more of the total value of any class of equity interest in KKR Credit Funds or Other Clients is owned by “benefit plan investors” within the meaning of ERISA, the assets of KKR Credit Funds or Other Clients will be deemed to constitute “plan assets.” If the assets of KKR Credit Funds or Other Clients were deemed to be “plan assets” for purposes of ERISA, transactions involving assets of KKR Credit Funds or Other Clients could be subject to the fiduciary responsibility rules of ERISA and to the prohibited transactions provisions of Section 4975 of the Tax Code and, in certain instances, the fiduciary of a pension or other employment benefit plans which is responsible for the pension’s or other employment benefit plan’s investment in the relevant KKR Credit Fund or Other Client could be liable for prohibited transactions or other ERISA violations as a result of their investment in such KKR Credit Funds or Other Clients or as a co-fiduciary for actions taken by or on behalf of KKR Credit Funds or Other Clients, a KKR Credit GP or KKR Credit. In addition, under the applicable governing documents of the relevant KKR Credit Fund or Other Client, KKR Credit will have the power to take certain actions to avoid having the assets of KKR Credit Funds or Other Clients characterized as “plan assets,” including, without limitation, the right to cause an investor that is a pension or other employment benefit plan to completely or partially withdraw from KKR Credit Funds or Other Clients or to transfer its interest in KKR Credit Funds or Other Clients.

## **Tax Considerations**

### *Tax Risks*

An investment in KKR Credit Funds or Other Clients involves complex U.S. federal income tax and non-U.S. tax considerations that will differ for each investor depending on such investor’s particular circumstances. There can be no assurance that the structure of KKR Credit Funds or Other Clients or of any investment will be tax-efficient for any particular investor. Prospective investors are urged to consult their own tax advisors with reference to their specific tax situation.

### *U.S. Tax Reform*

On December 22, 2017, legislation was enacted that includes significant changes to U.S. federal income tax law. Among the changes to U.S. federal income tax law are (i) a reduction in the U.S. federal income tax rate on corporations, (ii) a partial limitation on the deductibility of business interest expense and new limitations on net operating loss deductions, (iii) an allowance of 100% first-year expensing of certain tangible personal property, (iv) a partial shift of the U.S. taxation of U.S. corporations from a tax on worldwide income to a territorial system under which a U.S. corporation receives a 100% deduction for foreign-source portions of dividends received from certain 10%-owned foreign corporations, and (v) a one-time repatriation tax on certain historic accumulated earnings (which a U.S. corporation may be eligible to spread over an eight-year period) and rules which prevent tax planning strategies which shift profits to low-tax jurisdictions. The legislation, as well as potential future U.S. tax legislation and administrative guidance, could materially impact the tax consequences of an investor’s investment in a KKR Fund or Other Client and the tax treatment of a KKR Fund’s or Other Client’s investments. While some of these changes may be beneficial, others could negatively impact the after-tax returns of a KKR Fund or Other Client and their respective investors. For example, many investments of KKR Funds and Other Clients utilize substantial amounts of indebtedness, and the partial limitation on the deductibility of interest will decrease the profitability and cash flow of portfolio companies which may adversely affect their valuations, financial flexibility and liquidity.

The recently enacted U.S. tax reform legislation also requires KKR GPs to hold an investment for more than three years in order for the carried interest related to such investment to be treated as long-term capital gains for tax purposes. This lengthened holding period may result in a conflict between KKR’s

interests and the interests of investors with respect to the sequence and timing of disposals of investments. Investors in KKR Funds and Other Clients generally are eligible for long-term capital gains treatment after a holding period of only one year. While KKR GPs generally intend to seek to maximize pre-tax returns of KKR Funds and Other Clients as a whole, a KKR GP may nonetheless be incentivized to hold investments for a longer period than would be the case if such three year holding period requirement did not exist and/or to realize investments prior to any future change in law that results in a higher effective income tax rate on its carried interest. A KKR GP may also be incentivized to structure investments in a manner that mitigates the impact of the three year holding period requirement applicable to carried interest, which may adversely impact the after-tax returns of, or otherwise result in increased costs for, a KKR Fund or Other Client and their investors. The extension of the period for long-term capital gains treatment could also adversely affect employees or other individuals performing services for a KKR Fund or Other Client who hold direct or indirect interests in KKR GPs and benefit from carried interest, which could make it more difficult for KKR and its affiliates to incentivize, attract and retain individuals to perform services for KKR Funds and Other Clients.

### *Taxation in Other Jurisdictions*

In addition to U.S. federal income tax consequences, prospective investors should consider the potential U.S. state and local tax consequences of an investment in KKR Credit Funds or Other Clients in the U.S. state or locality in which they are a resident for tax purposes. An investor may also be subject to tax return filing obligations and income, franchise or other taxes, including withholding taxes, in jurisdictions in which KKR Credit Funds or Other Clients operate. If a KKR Credit Fund or Other Client makes investments in jurisdictions outside the U.S., a KKR Credit Fund or Other Client or the investors may be subject to income or other tax in such jurisdictions. Additionally, withholding tax or branch tax may be imposed on earnings of a KKR Credit Fund or Other Client from investments in such jurisdictions. Local tax incurred in non-U.S. jurisdictions by KKR Credit Funds, Other Clients or vehicles through which they invest also may not be creditable to or deductible by an investor under the tax laws of the jurisdiction where such investor resides. Investors that wish to claim the benefit of an applicable tax treaty may be required to submit information to tax authorities in such jurisdictions. Further, changes to (or changes in the interpretation of) such tax treaties or tax treaties between the countries in which a KKR Credit Fund or Other Client is organized, operates, or makes investments may result in additional taxation to a KKR Credit Fund or Other Client or investors.

### *KKR Funds and Other Clients May Be Liable for Adjustments to Tax Returns as a Result of Recently Enacted Legislation*

Legislation was recently enacted that significantly changes the rules for U.S. federal income tax audits of partnerships. Such audits will continue to be conducted at the partnership level, but with respect to tax returns for taxable years beginning after December 31, 2017, and, unless a partnership qualifies for and affirmatively elects an alternative procedure, any adjustments to the amount of tax due (including interest and penalties) will be payable by the partnership. Under the elective alternative procedure, a partnership would issue information returns to persons who were partners in the audited year, who would then be required to take the adjustments into account in calculating their own tax liability, and the partnership would not be liable for the adjustments. There can be no assurance that KKR Credit Funds or Other Clients will be eligible to make such an election or that it will, in fact, make such an election for any given adjustment. If a KKR Credit Fund or Other Client does not or is not able to make such an election, then (1) the then current investors of the KKR Credit Fund or Other Client, in the aggregate, could indirectly bear income tax liabilities in excess of the aggregate amount of taxes that would have been due had the KKR Credit Fund or Other Client elected the alternative procedure, and (2) a given investor may indirectly bear taxes attributable to income allocable to other investors or former investors, including taxes (as well as interest and penalties) with respect to periods prior

to such investor's ownership of interests of the KKR Credit Fund or Other Client. Amounts available for distribution to the investors of a KKR Credit Fund or Other Client may be reduced as result of the KKR Credit Fund's or Other Client's obligations to pay any taxes associated with an adjustment. Many issues and the overall effect of this new legislation on KKR Credit Funds and Other Clients are uncertain, and investors should consult their own tax advisors regarding all aspects of this legislation as it affects their particular circumstances.

#### *Potential Changes in Tax Legislation Affecting KKR Credit and its Affiliates*

KKR Credit's ability to achieve the investment objectives of KKR Credit Funds and Other Clients depends to a substantial degree on KKR Credit's ability to retain and motivate its investment professionals and other key personnel, and to recruit talented new personnel. KKR Credit's ability to recruit, retain and motivate its professionals is dependent on its ability to offer highly attractive incentive compensation. Recently proposed tax reform legislation would require a KKR Credit GP to hold an investment for three years in order for the carried interest related to such investment to be treated as capital gains for tax purposes. Further, in previous years, legislation has been repeatedly introduced to treat all or part of the capital gain and dividend income that is recognized by an investment partnership and allocable to a partner affiliated with the sponsor of the partnership (i.e., carried interest) as ordinary income to such partner for U.S. federal income tax purposes, and President Trump has expressed his support for such legislation. If any such legislation or regulation were to be enacted and apply with respect to KKR Credit or its affiliates, KKR Credit's investment professionals would incur a material increase in their tax liability with respect to their entitlement to carried interest. This might make it harder for KKR Credit to retain and motivate these professionals, which may have an adverse effect on KKR Credit's ability to achieve the investment objectives of KKR Credit Funds and Other Clients.

#### *Certain Tax Positions KKR Credit Funds or Other Clients Have Taken May Be Successfully Challenged; Audit Related Matters*

KKR Credit Funds or Other Clients may take positions with respect to certain tax issues which depend on legal conclusions not yet resolved by the applicable tax authorities or the courts. Should any such positions be successfully challenged by an applicable taxing authority, there could be a material adverse effect on KKR Credit Funds or Other Clients or investors in KKR Credit Funds or Other Clients. An audit of a tax return of KKR Credit Funds or Other Clients for any given year might result in an adjustment to the tax liability of KKR Credit Funds or Other Clients for the year in question. Such an audit might result in the audit of the tax return of an investor and could result in the adjustment of items not related to KKR Credit Funds or Other Clients as well as items related to KKR Credit Funds or Other Clients. The cost of an audit, if any, at the fund level will be borne by KKR Credit Funds or Other Clients. However, the cost of any resulting audits of an investor will be borne solely by the affected investor.

#### *FATCA*

Under the Foreign Account Tax Compliance Act provisions of the U.S. Internal Revenue Code of 1986, as amended ("**Internal Revenue Code**") and related U.S. Treasury guidance ("**FATCA**"), a withholding tax of 30% will be imposed in certain circumstances on (i) payments of certain U.S. source income (including interest and dividends) and gross proceeds from the sale or other disposition after December 31, 2018, of property that can produce U.S. source interest or dividends ("**Withholdable Payments**") and (ii) payments made after December 31, 2018, (or, if later, the date on which the final U.S. Treasury regulations that define "foreign passthru payments" are published) by certain foreign financial institutions (such as banks, brokers, investment funds or certain holding companies) that are "attributable" to Withholdable Payments ("**Foreign Passthru Payments**"). It is uncertain at present when payments will be treated as "attributable" to Withholdable Payments.



Under FATCA, a foreign financial institution or certain other foreign entities generally will be subject to a 30% U.S. federal withholding tax, unless certain reporting and other applicable requirements are satisfied. Non-U.S. KKR funds and certain non-U.S. entities in which KKR Funds and Other Clients may invest (each, including the relevant KKR Funds and Other Clients, an “**Offshore Entity**”) will generally be treated as a “foreign financial institution” for this purpose. As a foreign financial institution, in order to be permitted to receive Withholdable Payments without deduction of this 30% withholding tax, it each Offshore Entity generally may need to be a party to an agreement (a “**Withholding Agreement**”) with the U.S. Internal Revenue Service (the “**IRS**”) requiring such Offshore Entity to provide certain information on its account holders to the IRS and to meet other requirements. Alternatively, each Offshore Entity may be permitted to receive Withholdable Payments without a 30% withholding tax deduction if it complies with the terms of an intergovernmental agreement, if any, between the U.S. government and the government of the country in which the Offshore Entity is a resident.

It is not yet certain how the U.S. will address withholding on Foreign Passthru Payments or if such withholding will be required at all. To avoid being subject to this U.S. federal withholding tax, non-U.S. KKR Credit Funds and relevant Other Clients will require their investors to provide information regarding themselves and their investors. Such KKR Credit Funds or Other Clients may be unable to satisfy their reporting obligations (including, if they cannot collect the requisite information from some or all of their investors) and, as a result, payments received by such KKR Credit Funds or Other Clients may be subject to this withholding tax.

Each Offshore Entity may be required to disclose to foreign fiscal authorities certain information in relation to its investors and certain information relating to the investors’ investment. Such foreign fiscal authorities may be required to automatically exchange information as outlined above with the IRS and other foreign fiscal authorities.

#### *U.S. Federal Income Tax Reform*

The recently enacted Tax Cuts and Jobs Act (the “**Tax Reform Bill**”) has fundamentally changed the U.S. Internal Revenue Code of 1986. Among the numerous changes included in the Tax Reform Bill are (i) a permanent reduction to the corporate income tax rate, (ii) a partial limitation on the deductibility of business interest expense, (iii) a new maximum tax rate for individuals receiving certain business income from “pass-through” entities, (iv) a partial shift of the U.S. taxation of multinational corporations from a tax on worldwide income to a territorial system (along with a transitional rule which taxes certain historic accumulated earnings and rules which prevent tax planning strategies which shift profits to low-tax jurisdictions) and (v) the suspension of certain miscellaneous itemized deductions, including deductions for investment fees and expenses, until 2026. The impact of the Tax Reform Bill on an investment in a KKR Credit Fund or Other Client is uncertain. Prospective investors should consult their own tax advisors regarding potential changes in tax laws.

#### *Misconduct of Employees and of Third-Party Service Providers*

Misconduct by employees of KKR Credit or by third-party service providers could cause significant losses to KKR Credit Funds or Other Clients. Employee misconduct may include binding KKR Credit Funds or Other Clients to transactions that exceed authorized limits or present unacceptable risks and unauthorized investment activities or concealing unsuccessful investment activities (which, in either case, may result in unknown and unmanaged risks or losses). Losses could also result from actions by third-party service providers, including, without limitation, failing to recognize trades and misappropriating assets. In addition, employees and third-party service providers may improperly use or disclose confidential information, which could result in litigation or serious financial harm, including limiting

KKR Credit Funds' or Other Clients' business prospects or future marketing activities. No assurances can be given that the due diligence performed by KKR Credit will identify or prevent any such misconduct.

*Core Investments* Although KKR has made investments of the type expected to be targeted by the core investment vehicles prior to the establishment of such vehicles, the “core” investment strategy is only recently established by KKR for third party investors. Investors participating in the core investment strategy should draw no conclusions from the prior experience of the relevant investment teams, whether or not they have been with KKR or KKR Credit or the performance of any other investments of KKR or its affiliates or of KKR or KKR Credit Funds or Other Clients sponsored or managed by any of them, and should not expect to achieve similar returns. The past performance of other KKR or KKR Credit Funds and Other Clients is not predictive of the performance of the core investment vehicles, in particular, because the investment objectives of such other KKR or KKR Credit Funds and Other Clients differ from the investment objectives of the core investment vehicles. Moreover, the core investment vehicles are subject to all of the business risks and uncertainties associated with any KKR or KKR Credit Fund or Other Client, including, in particular risks described above related to illiquid and long term investments, non-controlling, minority interests in portfolio companies and market, economic and political risks. There can be no assurances that the core investment vehicles will achieve their investment objectives and the value of an interest in the core investment vehicles could decline substantially.

## **Item 9 Disciplinary Information**

Except as described below, neither KKR Credit 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 legal or disciplinary events related to this Item.

On June 29, 2015, without admitting or denying the SEC’s findings, KKR consented to the entry of an order to cease and desist from committing or causing any violations and future violations of sections 206(2) and 206(4) of the Advisers Act and Rule 206(4)-7 thereunder. According to the SEC order, during the period from 2006 to 2011 KKR did not expressly disclose in its flagship private equity fund limited partnership agreements that it did not allocate broken deal expenses to its co-investment vehicles (including co-investment vehicles established for third party co-investors and co-investment vehicles established for executives, certain consultants and others) and this lack of disclosure resulted in a misallocation of expenses to KKR’s flagship private equity funds for that period. The order also finds that KKR did not adopt and implement a written compliance policy or procedure governing its fund expense allocation practices until 2011. KKR agreed in the settlement to pay disgorgement of \$14,165,968, prejudgment interest of \$4,511,441 and a civil monetary penalty of \$10,000,000.

Neither KKR Credit nor any of its current 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 is otherwise required to disclose any event required by this Item.

In the ordinary course of business, KKR and its affiliates are party to litigation, investigations, inquiries, employment-related matters, disputes and other potential claims. Additional information regarding such matters may also be available in current public filings with the SEC for the Public Company. For further information, please see: [http://ir.kkr.com/kkr\\_ir/kkr\\_sec.cfm](http://ir.kkr.com/kkr_ir/kkr_sec.cfm).

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

## Affiliated Broker-Dealers

KKR Credit 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 the Financial Industry Regulatory Authority, Inc. (“**FINRA**”). KKR Credit is also affiliated with KKR Capital Markets Limited located in London, which is authorized and regulated by the U.K. Financial Conduct Authority to conduct broker-dealer activities in the United Kingdom; with KKR Capital Markets Japan Limited, which is a certified Type I and Type II Financial Instruments Business Operator (broker-dealer) licensed by the Japanese Financial Services Agency; with KKR Capital Markets Asia Limited, which is licensed by the Hong Kong Securities and Futures Commission to conduct certain broker-dealer activities; and with KKR Capital Markets India Private Limited, which is licensed by the Securities and Exchange Board of India (“**SEBI**”) as a merchant bank that is authorized to execute capital market mandates, underwrite issues, offer investment advisory and other consultancy/advisory services. In addition, KKR Credit is affiliated with KKR Australia Pty Limited, KKR Australia Investment Management Pty Limited, KKR MENA Limited, and KKR Saudi Limited, which hold financial services licenses from the Australian Securities and Investment Commission, the Dubai Financial Services Authority, 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 KKR Credit Funds or Other Clients invest, including in respect of securities or other instruments of such portfolio companies in which KKR Credit Funds or Other Clients have not invested and with respect to securities and other instruments held directly or indirectly by certain co-investment vehicles. 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 KKR Credit Funds or Other Clients invest, including in connection with mergers and acquisitions, and may provide acquisition financing and other corporate lending services to such entities in addition to financing provided through a KKR Credit Fund’s or Other Client’s investment. In addition, Affiliated Brokers may alone or with other lenders (including other KKR Credit affiliated entities), arrange lines of credit to portfolio companies and other non-controlled entities in or through which KKR Credit Funds, Other Clients and other third party borrowers invest. Affiliated Brokers (through their respective related lending vehicles) may also provide loans and lines of credit to KKR Credit 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 KKR Credit Funds or Other Clients. Such Affiliated Brokers may receive fees, including underwriting, placement, transaction and syndication fees, commissions, underwriting discounts, interest payments and other compensation, which may be payable in cash or securities and/or loans, in respect of the activities described above and/or may waive such fees. Affiliated Brokers and other KKR Credit affiliated entities may, as a consequence of such activities, from time to time hold positions in instruments or securities and/or loans issued by portfolio companies, including, for example, where a KKR proprietary entity commits to a fund the shortfall amount, if any, resulting from the incomplete syndication by an Affiliated Broker of a portfolio co-investment opportunity. Under such circumstances, a KKR proprietary entity may commit to provide capital support for the syndication on a short-term basis (i.e. to provide certainty to KKR Credit Funds and Other Clients that there will be sufficient capital to complete the proposed transaction) or fund a different instrument or security in the portfolio company than that held by KKR Credit Funds and Other Clients to facilitate the syndication, which KKR proprietary entities may in either scenario sell down prior to KKR Credit Funds or Other Clients disposing of their respective investments in the portfolio company.

An Affiliated Broker also may act as placement agent or underwriter of securities and/or loans of a third party that a KKR Credit Fund or Other Client may purchase (for example, a co-investment vehicle). An Affiliated Broker may act as the placement agent for a KKR Credit 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. The Affiliated Brokers do not otherwise execute transactions on behalf of KKR Credit Funds or Other Clients. While fees, commissions, upfront placement fees, interest payments and other compensation paid to the Affiliated Brokers are generally believed by KKR Credit to be reasonable and charged at rates that are market rates for the relevant activities, such compensation is generally determined through negotiation with related parties. KKR Credit 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 KKR Credit Funds, Other Clients and KKR Credit Associates Vehicles as discussed in Item 5.

The relationship KKR Credit has with its Affiliated Brokers may give rise to a potential conflict of interest between KKR Credit and KKR Credit 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, KKR Credit 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 KKR Credit 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 KKR Credit 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). In certain circumstances, including without limitation, where a portfolio company becomes distressed and the participants in the relevant offering have a valid claim against the underwriter, the participating KKR Credit Fund or Other Client may have a conflict in determining whether to seek recourse or sue an Affiliated Broker. KKR Credit 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 fees, including underwriting, placement, transaction and syndication fees, commissions, underwriting discounts, interest payments 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 KKR Credit 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 KKR Credit 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 investee companies of KKR Credit as described in Item 4) and receive 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 KKR Credit 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 KKR Credit 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

KKR Credit Fund or Other Client even if the KKR Credit 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 KKR Credit Fund or Other Client) or disclosing to KKR Credit as a result of applicable confidentiality requirements or applicable law, even though such action or disclosure would be in the best interests of a KKR Credit 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 KKR Credit Fund's 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 KKR Credit Fund or Other Client, KKR Credit, through the Affiliated Brokers, may have a conflict of interest between a KKR Credit 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 KKR Credit Fund or Other Client invests, such KKR Credit 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 KKR Credit Funds' 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 KKR Credit 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.

Transactions involving a KKR Credit Fund or Other Client and an Affiliated Broker are reported periodically to KKR's Global Conflicts Committee. In addition, KKR Credit 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 Credit Fund or Other Client and KKR or its affiliates (including any Affiliated Broker) are complied with in the context of such transactions. Transactions involving a KKR Credit Fund or Other Client and an Affiliated Broker are reported periodically to KKR Credit Conflicts Committee.

## **Other Investment Advisers**

### *Special Purpose Vehicles*

KKR Credit Advisors (US) has the following wholly-owned special purpose subsidiaries in the U.S., and the Cayman Islands, through which it provides investment management and administration services to certain KKR Credit Funds and Other Clients:

- KAM Advisors LLC
- KAM Credit Advisors LLC
- KAM Fund Advisors LLC
- KKR Credit Fund Advisors LLC
- KKR CS Advisors I LLC
- KKR FI Advisors Cayman Ltd.
- KKR FI Advisors LLC
- KKR Financial Advisors II LLC
- KKR Mezzanine I Advisors LLC

Each of the above entities is a special purpose vehicle (each, a “**KCA SPV**”) established by KKR Credit Advisors (US) for certain administrative and operational convenience purposes. KKR Credit Advisors (US) is the sole member or shareholder, as applicable, of each KCA SPV. Accordingly, the activities of each KCA SPV are wholly controlled by KKR Credit Advisors (US). Each of the directors of KKR FI Advisors Cayman Ltd is an employee of KKR Credit Advisors (US).

#### *Relying Adviser*

KKR Credit Advisors (US) is affiliated with KKR Credit Advisors (Ireland), which is regulated by the Central Bank of Ireland. KKR Credit Advisors (Ireland) provides management, sub-advisory and administration services to or otherwise in respect of specific KKR Credit Funds or Other Clients and provides certain operational and other efficiencies with respect to such services. KKR Credit Advisors (Ireland) is subject to KKR Credit’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 KKR Credit pursuant to the requirements of the Advisers Act. More particularly, certain KKR Credit officers and employees serve as dual personnel of both KKR Credit and KKR Credit Advisors (Ireland). KKR Credit treats all officers and other personnel of KKR Credit Advisors (Ireland) as its “associated persons” and access persons for purposes of the Advisers Act.

#### *Participating Affiliates*

KKR Credit Advisors (US), either directly or indirectly, controls or is under common control with the following subsidiaries, which are located in the United Kingdom and Hong Kong:

- KKR Credit Advisors (EMEA) LLP
- KKR Credit Advisors (Hong Kong) Limited

Each of the above entities is a “**Participating Affiliate**” and is involved in identifying, negotiating and monitoring investments recommended by KKR Credit Advisors (US) to KKR Credit Funds and Other Clients in the relevant jurisdictions and regions. KKR Credit Advisors (EMEA) LLP is authorized and regulated by the U.K. Financial Conduct Authority as an investment manager and KKR Credit Advisors (Hong Kong) Limited is licensed and regulated by the Hong Kong Securities and Futures Commission. The Participating Affiliates are subject to KKR Credit’s supervision and Code of Ethics together with its compliance policies and procedures as adopted pursuant to the requirements of the Advisers Act, as applicable (in addition to applicable local laws and regulation). Any employees of the Participating Affiliates who provide services to KKR Credit’s Clients will be considered “associated person” of KKR Credit and access persons for purposes of the Advisers Act.

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

KKR Credit 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 (“**KKR Funds**”). KKR is separately registered under the Advisers Act as an investment adviser. Certain executives of KKR serve on investment committees established by KKR Credit. KKR Credit may also, from time to time, act as sub-adviser in respect of capital allocated within KKR Funds to strategies implemented by KKR Credit and may delegate sub-advisory authority to KKR in respect of capital allocated within certain KKR Credit Funds or Other Clients to strategies implemented by KKR (in each case, at no incremental cost to the relevant KKR Fund, KKR Credit Fund or Other Client). See Item 11 for a discussion of the relationship of KKR Credit, KKR Credit Funds and Other Clients and the KKR Funds. Following its acquisition in February 2014, KKR is affiliated with KKR Credit Advisors (Ireland) Unlimited Company, formerly Avoca and its affiliates. Following the acquisition, certain employees of

KKR Credit Advisors (Ireland) Unlimited Company have become employees of KKR. Certain KKR Credit Advisors (Ireland) Unlimited Company personnel may also participate in KKR Credit Associates Vehicles. Private funds, managed accounts and CLOs managed and advised by KKR Credit Advisors (Ireland) generally pursue strategies including European loans and bonds, credit opportunities, convertible bonds and structured and illiquid credit. See Item 11 for a discussion of the relationship of KKR Credit, KKR Credit Funds and Other Clients.

#### *PAAMCO Prisma Holdings LLC*

On June 1, 2017, Prisma Capital Partners LP (“**Prisma**”) became a subsidiary of PAAMCO Prisma Holdings LLC (“**PAAMCO Prisma**”), a new liquid alternatives firm. Under the terms of the agreement, the entire businesses of both Pacific Alternative Asset Management Company, LLC (“**PAAMCO**”) and Prisma were contributed to PAAMCO Prisma, which operates independently of KKR Credit. KKR Topaz LLC, a subsidiary of KKR & Co., retains a 39.9% stake in PAAMCO Prisma.

Prisma and PAAMCO are separately registered as investment advisers under the Advisers Act. Although KKR operates independently of PAAMCO and Prisma, KKR’s ownership interests in them may in certain circumstances create conflicts of interest or the appearance of conflicts of interest. PAAMCO Prisma and KKR have implemented an information barrier policy that restricts the flow of information between PAAMCO Prisma, on the one hand, and KKR and KKR Credit, on the other, to ensure the independent operation of PAAMCO Prisma from KKR and KKR Credit, and to mitigate the potential for conflicts of interest. Advisory affiliates of KKR and KKR Credit may also, from time to time, act as a sub-adviser with respect to capital allocated by investment vehicles and other accounts managed and advised by Prisma, and Prisma may advise or sub-advise investment vehicles and other accounts established by KKR, KKR Credit or their advisory affiliates. See Item 11 which discusses the relationship of KKR Credit, KKR Credit Funds, Other Clients, Stakes and Seed Managers, and Stakes and Seed Funds for further information.

#### *FS/KKR Credit BDC Advisor*

On December 11, 2017, KKR Credit announced a strategic partnership with FS to combine their respective private credit BDC platforms into an \$18 billion assets under management business. As of March 29, 2018, KKR Credit advises two private credit BDCs, including Corporate Capital Trust, Inc. and Corporate Capital Trust II, and FS manages \$13.7 billion across four private credit BDCs. As part of this transaction, a new investment manager being established as a joint venture between KKR and FS will serve as the sole investment adviser to the KKR Credit BDCs and the FSIC BDCs.

#### *KKR Alternative Investment Management Unlimited Company*

KKR Credit is affiliated with KKR Alternative Investment Management Unlimited Company (i.e., (“**KKR AIM**”), which is regulated by the Central Bank of Ireland, is an authorized EU alternative investment manager and separately files reports as an exempt reporting adviser with the SEC. KKR AIM may enter into delegation and/or sub-advisory agreements with KKR Credit under which KKR Credit will provide certain portfolio management services to KKR AIM in connection with investment funds with respect to which KKR AIM serves as alternative investment manager for the purposes of the AIFMD.

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

As a result of providing investment advisory services to certain KKR Credit Funds that invest in commodity futures and other commodity interests, KKR Credit, certain KKR Credit 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 KKR Credit’s investment management activities with respect to the relevant KKR Credit Funds, KKR Credit does not view such status as giving rise to a material conflict of interest in respect of such KKR Credit Funds or any other KKR Credit Funds or Other Clients. The CFTC has proposed but not adopted rules that may limit the total amount of hedging that investment funds controlled by a single corporate group may enter into. While these rules currently apply only to agricultural products, the CFTC may expand them to cover oil and gas which could materially adversely impact KKR Credit Funds or Other Clients.

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

KKR, KKR Credit and certain of their respective affiliates serve as sponsors or syndicators of a number of limited partnerships, including KKR Funds and KKR Credit Funds. KKR Credit also primarily serves as investment adviser to KKR Funds that are pooled investment vehicles. In addition, its affiliates and KKR also serve as investment advisers of investment vehicles and accounts (i.e., KKR 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 Credit Funds and KKR Funds may engage in transactions with or alongside each other that may give rise to material conflicts of interest. KKR and KKR Credit have adopted investment allocation policies and procedures and conflict of interest policies and procedures designed to facilitate proper management of conflicts of interest arising between KKR Funds and KKR Credit Funds. KKR and certain KKR Credit Funds have established regulated subsidiaries as required under applicable law in order to permit such subsidiaries or KKR Credit Funds to make portfolio investments in certain jurisdictions. As discussed in Item 11, KKR Credit’s relationship with KKR 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 KKR Credit’s relationship with these and other affiliates and the policies and procedures KKR Credit has adopted to address these conflicts.

#### *Dual Officers and Employees*

Certain Employees of KKR Credit, including investment professionals, also act as supervised persons of KKR Credit and/or associated persons of one or more Affiliated Brokers (“**Dual Personnel**”). In this capacity, Dual Personnel provide investment advisory services to KKR Credit Funds and Other Clients, participate in the marketing of KKR Credit Funds and KKR Funds, and, in certain cases, participate in the capital markets activities of Affiliated Brokers. The potential conflicts of interest discussed above in relation to Affiliated Brokers may be more acute when investment professionals of KKR Credit participate in the capital markets activities of Affiliated Brokers with respect to the same classes of assets held by KKR Credit Funds and Other Clients. In particular, Dual Employees may originate loans and other credit investments that are suitable for KKR Credit Funds and Other Clients, but that also may be syndicated to third-party investors by an Affiliated Broker. To mitigate these conflicts, KKR Credit and the Affiliated Brokers maintain compliance policies and procedures designed to ensure that such investment opportunities are made available to advisory clients before they may be syndicated to third parties, and that the compensation of Dual Personnel is not structured in a manner that favors services provided to third-parties over those provided to KKR Credit Funds and Other Clients.

#### *Other Businesses*



KKR Funds have acquired a controlling interest in Avendus Capital Private Limited (together with its wholly-owned subsidiaries, “Avendus”), which KKR and/or its affiliates may be deemed to control due to their control of such KKR Funds. Avendus engages in investment banking, private wealth management and alternative asset management primarily in India and Southeast Asia.

On March 30, 2017, KKR’s Indian capital markets and credit asset management businesses were reorganized, to create a new parent company, KKR India Financial Services Pte. Ltd., domiciled in Singapore (“**KIFL**”), through which KCM Capital Markets India Private Limited (“**KCM India**”) and KKR India Financial Services Private Limited (“**NBFC I**”) are now held. KKR has a significant equity interest in KIFL. KKR separately holds an equity interest in KKR India Asset Finance Private Limited (“**NBFC II**”). NBFC I and NBFC II are each registered by the Reserve Bank of India as non-deposit taking, non-banking financial companies (“**NBFCs**”) that are authorized to undertake lending and financing activities in India. NBFC I is primarily focused on corporate lending in India, whereas NBFC II is primarily focused on real-estate debt investments in India. KCM India is licensed by the SEBI as a merchant banker that is authorized to execute capital market mandates, underwrite issues, offer securities related investment advisory and other securities related consultancy/advisory services, and act as investment manager to funds established in India that have raised capital from Indian institutional and fund investors.

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

Please also refer to Item 11 for a discussion of the Stakes and Seed Managers and Stakes and Seed Funds.

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

### **Code of Ethics**

KKR Credit 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 KKR Credit. 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 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 KKR Credit Funds and Other Clients.

The policies and procedures set forth in the Code recognize that as an investment adviser, KKR Credit is in a position of trust and confidence with respect to the KKR Credit Funds and Other Clients and has a duty to place the interests of the KKR Credit Funds and Other Clients before the interests of KKR Credit 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). 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, KKR Credit 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 KKR Credit 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 KKR Credit Funds and Other Clients; and (iii) preserve the confidentiality of information that they may obtain in the course of KKR Credit's business and use such information properly, consistent with applicable legal standards, and not in any way adverse to the interests of any KKR Credit Funds or Other Clients.

Under the Code and Firm policy, Employees are prohibited from trading in securities and/or loans 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 with respect to publicly-trade equity or debt of corporate issuers to avoid conflicts of interest and preclude the potential misuse of proprietary and material non-public information with respect to such issuers, as well as certain restrictions on investments in private companies and non-KKR or KKR Credit Funds, 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 KKR Credit also maintain personal private investment holdings which may include investments in private assets that are or subsequently become targeted for acquisition by KKR or KKR Credit, or KKR or KKR Credit Funds, or Other Clients (or investments in private assets that compete with KKR Credit Fund or Other Client acquisition targets) and/or private funds that invest in or own assets that compete with assets or businesses targeted by KKR or KKR Credit Funds or Other Clients (i.e. through the acquisition of or investment in an asset of an unaffiliated private fund sponsor). Certain of these investments are maintained with third-party investment managers who sponsor investment vehicles that may compete with KKR or KKR Credit, or that KKR, KKR Credit or certain KKR affiliates may recommend to their respective 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 Credit Funds and Other Clients on the one hand, and KKR, KKR Credit and their respective affiliates, on the other hand, including, in particular, to the extent such investment personnel participate in the management of a KKR Credit Fund's or Other Client's investments in such assets and the personal investment interests of such investment personnel are not aligned with those of a KKR Credit Fund or Other Client. In addition, KKR Credit personnel may hold investments in entities that become service providers to KKR or KKR Credit or portfolio companies of KKR or KKR Credit Funds or Other Clients. Although the relevant KKR Credit personnel may not have control or other influence over the decisions of the relevant service provider, a conflict of interest may nevertheless arise in connection with engaging the relevant entity as a service provider in light of the personal benefits that may accrue through the investment held in the service provider. KKR Credit's personal securities investment and reporting policies, which require the pre-approval from KKR's Compliance Group on any personal private fund or private investments, seek to address any potential or actual conflicts of interest relating to personal private investments.

The Code restricts Employees' ability to conduct activities outside the Firm that may conflict with the interests of the KKR or KKR Credit Funds or Other Clients, requires preapproval for Employees to engage in certain outside business activities or receive and/or provide gifts and entertainment in excess of certain values and restricts Employees' ability to make political donations. However, Employees, Senior Advisors, Industry Advisors, KKR 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 KKR or KKR Credit Funds or Other Clients (as discussed below).

KKR's Compliance Group receives and reviews trading and other reports and Employee certifications, questionnaires and pre-approval requests 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. 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, questionnaires and pre-approval requests to identify such conflicts of interest.

Additionally, KKR and KKR Credit have adopted inside information barrier and other policies and procedures to provide for the proper handling of confidential information (i.e., nonpublic information received or created by KKR Credit 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, overseeing potential conflicts of interest, and escalating to an established oversight committee, as appropriate.

The Code is available upon written request of KKR Credit 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 KKR Credit's internal compliance policies and procedures, KKR Credit and its affiliates will not, as principal, sell a security to, or buy a security from, any KKR Credit Fund or Other Client without providing appropriate disclosure and obtaining the informed consent of such KKR Credit Fund or Other Client prior to the settlement of each such transaction, as well as the prior authorization of KKR Credit's Chief Compliance Officer. The BDCs, and the RIC 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 KKR Credit warehouses an investment, in whole or in part, in one of its proprietary entities for the benefit of one or more KKR Credit Funds or seeds the initial portfolio of a KKR Credit Fund by making the initial commitment and capital contributions to the KKR Credit Fund pending the admission of third party investors to such KKR Credit Fund and the acquisition by the KKR Credit Fund of the investment from the proprietary entity or the participation by such third party investors in such seeded initial portfolio of investments. In these cases, a KKR Credit Fund or Other Client may, for example, require that (i) the transaction price be determined to be fair by an independent valuation expert (the cost of which would be borne by the KKR Credit Fund or Other Client) or be calculated in accordance with a formula provided for in the governing documents of the KKR Credit Fund; and/or (ii) the consent of the respective KKR Credit Fund's limited partner advisory committee, independent client representative or investors or the consent of the Other Client be obtained prior to the completion of the relevant transaction or in connection with the investors' subscriptions to the KKR Credit Fund or the establishment of the Other Client relationship. For warehoused assets, the consent to transfer such assets to KKR Credit Funds or Other Clients is generally obtained through the signed approval of the subscription agreement or limited partnership agreement of the KKR Credit Fund or Other

Client. As indicated in Item 10, Affiliated Brokers may act as principal in underwriting or placing the securities of KKR Credit Funds or Other Clients.

Prior to the receipt by a KKR Credit Fund of capital contributions from its investors for which a capital call notice has been given, a KKR Credit GP may fund such amounts on a temporary basis in order to permit the KKR Credit Fund to make an investment. In addition, KKR Credit, a KKR Credit GP or one of their affiliates may fund certain general and administrative expenses of a portfolio company on a temporary basis in order to avoid a de minimis capital call to investors or to ensure timely payment of a KKR Credit Fund obligation, or may provide an interest free loan to a platform portfolio company to cover its start-up and operating costs prior to the receipt by a KKR Credit Fund or Other Client of a capital call in respect of such expenses. Such amounts will be reimbursed to the KKR Credit GP at cost as and when such capital contributions are made by the investors in the KKR Credit Fund or through a reduction of subsequent distributions by the KKR Credit Fund. KKR Credit does not consider such temporary arrangements to be principal transactions.

#### *Stakes and Seed Managers*

Affiliates of KKR Credit may acquire or hold from time to time a non-controlling interest in a third-party hedge fund manager or fund of hedge fund manager (“**Stakes and Seeds Managers**”) and funds or other vehicles sponsored or advised by such managers (referred to herein collectively as (“**Stakes and Seeds Funds**”). For example, affiliates of KKR have acquired a 24.9% interest in each of Nephila Capital Ltd., an investment manager focused on investing in natural catastrophe and weather risk, and BlackGold Capital Management L.P., a credit-oriented investment manager focused on energy and hard asset investments, a 29.9% interest in Marshall Wace LLP, a global alternative investment manager specializing in long/short equity products, and a 39.9% interest in PAAMCO Prisma Holdings LLC, a new liquid alternatives firm that owns Prisma Capital Partners LP and Pacific Alternative Asset Management Company, LLC. . KKR Credit has also invested in Acion Partners Limited, a Hong Kong-based investment manager that manages Asian event-driven investments. From time to time, a Stakes and Seeds Manager may be retained as a non-discretionary sub-adviser by KKR Credit in respect of certain KKR Credit Funds or Other Clients. KKR and KKR Credit may also, from time to time, act as a non-discretionary sub-adviser of a Stakes and Seeds Manager and/or a Stakes and Seeds Fund, including in particular with respect to co-investments made alongside KKR Credit Funds or Other Clients. KKR Credit may be deemed to have a financial interest in transactions between any Stakes and Seeds Fund, on the one hand, and a KKR Credit Fund or Other Client on the other. Such transactions (which do not involve securities of KKR Credit advisory clients on both sides of the transaction) are neither principal transactions nor agency cross transactions. However, because of a KKR Credit affiliate’s financial interest in Stakes and Seeds Managers, an affiliate of KKR Credit will receive additional compensation related to such transactions. Such additional compensation will not be shared with KKR Credit Funds or Other Clients or KKR Credit Associates Vehicles. Also, Employees may be charged no (or reduced) management or incentive fees by the Stakes and Seeds Managers for their personal investments in Stakes and Seeds Funds.

#### *Cross Transactions and Agency Cross Transactions*

Under certain circumstances, KKR Credit may arrange for purchases and sales of securities between two KKR Credit Funds and/or Other Clients (a “**cross transaction**”) (see also discussion of “**Rebalancing Transactions**” below). KKR Credit has adopted a specific cross-trading policy (“**Cross Transactions Policy**”) for such transactions which requires complying with applicable law, as well as governing documents for the relevant KKR Credit Fund or Other Client. The Cross Transactions Policy establishes that a cross transaction may only be effected if the cross transaction provides a clear benefit to each participating KKR Credit Fund or Other Client and further requires certain procedures are followed prior

to the execution of the cross transaction. Cross transactions may create conflicts of interest because, by not exposing buy and sell transactions to market forces, a KKR Credit Fund or Other Client may not receive the best price otherwise possible, or KKR Credit may have an incentive to improve the performance of one KKR Credit Fund or Other Client by selling underperforming assets to another KKR Fund or Other Client, for example, to earn fees. KKR Credit will not arrange for a cross transaction to be implemented unless the requirements of the Cross Transaction Policy are fulfilled. KKR Credit may engage in agency cross transactions between Other Clients and KKR Credit Funds and an unaffiliated third party in a manner consistent with the Advisers Act and the rules promulgated thereunder. In an agency cross transaction, KKR Credit or one of its affiliates including, in particular, an Affiliated Broker, earns a fee for arranging a transaction between KKR Credit Funds or Other Clients. The BDCs, and the RIC and other regulated entities will generally not engage in cross transactions or agency cross transactions, except as permitted under the Investment Company Act and SEC guidance thereunder.

KKR proprietary entities 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 KKR Credit Funds or Other Clients as well as a KKR proprietary entity, KKR Credit will allocate such transactions in accordance with the procedures described in “Allocation of Investments” below.

#### *Core Investments*

In addition to its traditional private equity and other private markets fund strategies, KKR and certain KKR Funds or Other Clients pursue a “core” investment strategy that seeks to invest in businesses that have the potential to generate attractive risk-adjusted returns and net asset value appreciation over a longer time horizon than that of traditional private equity fund investments. While core investments also typically have a lower risk and return profile than traditional private equity investments, no single attribute is determinative and attributes of a particular core private equity investment may change over time. In addition, there could be overlap between core investments and investments that fall within other strategies, such as infrastructure, real estate and energy. In 2017, KKR established core investment vehicles with capital commitments from fund investors and KKR’s Balance Sheet (described below) to make core investments in private equity and real asset opportunities globally. Please see “KKR Purchases/Sales of Securities Recommended to KKR Funds and Other Clients -- *Proprietary Investments*” below for further information regarding such investments.

#### *Transactions Between KKR Credit Portfolio Companies*

Portfolio companies of KKR Credit Funds or Other Clients may be counterparties to or participants in agreements, transactions or other arrangements with portfolio companies of another KKR Credit Fund or Other Client (for example, a portfolio company of one KKR Credit Fund or Other Client may engage a portfolio company of another KKR Credit Fund or Other Client to provide due diligence and special asset services). Agreements, transactions and other arrangements entered into between one KKR Credit Fund or Other Client portfolio company and another KKR Credit Fund or Other Client’s portfolio company may indirectly benefit KKR Credit by increasing the overall value of all investments at the expense of a one KKR Credit Funds or Other Client’s investment. Generally, transactions between portfolio companies of a KKR Credit Fund or Other Client and portfolio companies of another KKR Credit Fund or Other Client would not give rise to a conflict of interest as these transactions are typically negotiated between members of management of the portfolio companies that are independent of KKR Credit and without the participation of KKR Credit. However, KKR Credit’s interest in maximizing such overall investments may give rise to a conflict of interest in particular, but not limited to, where KKR Credit has the ability through its investments to influence the activities of such companies or encourages KKR

Credit Fund or Other Client portfolio companies to transact therewith. Where KKR Credit determines that there is a conflict of interest, including possibly because members of management are not sufficiently independent of KKR Credit, KKR Credit will take actions to resolve the conflict, in accordance with its established procedures and policies for addressing conflicts, including potentially having other independent parties approve the transaction.

#### *Rebalancing Transactions*

Subject to certain terms and conditions, on occasion and to the extent permitted by law and specific KKR Credit policies, KKR Credit may effect rebalancing transactions between a KKR Credit Fund or Other Client and one or more other KKR Credit Funds or Other Clients pursuing similar investments. In such case, a KKR Credit Fund or Other Client may, directly or indirectly, purchase a security held by another KKR Credit Fund or Other Client or may sell a security to another KKR Credit Fund or Other Client (each a “**Rebalancing Client**”). From time to time, one or more KKR Credit Funds or Other Clients may commit to an investment before an allocation decision is made, and such commitments may be aggregated in an underlying pooled investment vehicle (a “**Rebalancing Vehicle**”) that rebalances the investment among such KKR Credit Funds or Other Clients after the allocation decision is made. KKR Credit will determine, in its sole discretion, whether a particular KKR Credit Fund or Other Client is a Rebalancing Client, provided that KKR Credit Funds and Other Clients invested in a Rebalancing Vehicle will be treated as Rebalancing Clients. KKR Credit 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. KKR Credit effects these transactions based on the then-current independent market price and consistent with valuation procedures established by KKR Credit. Neither KKR Credit 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 KKR Credit’s or its affiliates’ ownership interest in a particular KKR Credit Fund, KKR Credit 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 KKR Credit Fund or Other Client Transactions*

As described in response to Item 10, KKR Credit 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 controlled or non-controlled entities in or through which KKR Credit Funds or Other Clients may invest (including securities that are senior or junior within the capital structure of those held by KKR Credit Funds or Other Clients) or may otherwise be involved in the public or private placement of securities or debt instruments issued by KKR Credit Fund or Other Client portfolio companies and other controlled or non-controlling entities in or through which a KKR Credit Fund or Other Client may invest, including in connection with mergers and acquisitions or the syndication of portfolio company co-investment opportunities alongside certain KKR Credit Funds or Other Clients, and may provide acquisition financing and other corporate lending services to such entities in addition to financing provided through a KKR Credit Fund or Other Client’s investment. In addition, Affiliated Brokers may arrange lines of credit for (i) portfolio companies and other controlled or non-controlled entities in or through which KKR Credit Funds or Other Clients may invest; (ii) KKR Credit Funds; (iii) Other Clients; and (iv) other third parties. Affiliated Brokers (through their respective lending related vehicles) may also provide loans and lines of credit to such entities. Affiliated Brokers may, as a consequence of such activities hold positions in instruments and securities issued by a KKR Credit Fund’s or Other Client’s portfolio companies (or controlled or non-controlled entities through which they invest), including securities issued in different parts of the capital structure of such companies, and may engage in transactions that may also be appropriate investments for a KKR

Credit Fund or Other Client. Subject to applicable law, Affiliated Brokers may receive fees, including underwriting, placement, transaction and syndication fees, underwriting discounts, interest payments or other compensation which are not required to be shared with KKR Credit Funds or Other Clients. In certain circumstances, where an Affiliated Broker is participating in the above underwriting and financing transactions, it may do so as lead or sole arranger in which case it will be responsible for negotiating its customary fees with the company for services provided. In addition, certain KKR Credit Funds or Other Clients (for example, KKR Credit Funds or Other Clients that are regulated under ERISA or the Investment Company Act) that would otherwise participate in an investment in respect of the relevant company may be restricted from doing so as a result of an Affiliated Broker participating in such arranging, underwriting or financing transactions. Where an Affiliated Broker serves as underwriter with respect to a portfolio company's securities, the relevant KKR Credit Fund, Other Client or portfolio company may be subject to a "lock-up" period following the offering under applicable regulations or agreements during which time its ability to sell any securities that it continues to hold is restricted. This may prejudice such KKR Credit Fund's or Other Client's ability to dispose of such securities at an opportune time.

KKR Credit has conflicts of interest policies and procedures in place, where transactions involving a KKR Credit Fund or Other Client and an Affiliated Broker or its respective lending vehicles are appropriately reviewed and 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 KKR Credit Fund or Other Client and KKR Credit 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 KKR Credit 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.

Affiliated Brokers may provide investment banking, advisory and other services to affiliated or unaffiliated corporations, financial sponsors, management or other persons. Such services may relate to transactions that could give rise to investment opportunities that are suitable for KKR Credit Funds or Other Clients. In such case, the Affiliated Broker's particular client would typically require the Affiliated Broker to act exclusively on its behalf, thereby precluding KKR Credit Funds or Other Clients from participating in such investment opportunities. No Affiliated Broker would be obligated to decline any such engagements in order to make an investment opportunity available to KKR Credit Funds or Other Clients. In addition, an Affiliated Broker may come into the possession of information through these new businesses that limits a KKR Credit Fund's or Other Client's ability to engage in potential transactions.

#### *Financial Interest in KKR Credit Fund, Portfolio Company or Other Client Transactions*

As described in Item 5, KKR Credit and its affiliates (including, in particular, KKR) may receive monitoring fees, financial advisory fees, loan administrative agent fees, transaction fees, and other compensation for services provided to portfolio companies, holding companies and other entities in or through which a KKR Credit Fund or Other Client invests. Such parties may also receive break-up fees and other compensation with respect to KKR Credit Fund or Other Client portfolio company investments (including unconsummated or terminated transactions). As noted above, such compensation may be shared with the relevant KKR Credit Funds or Other Clients, as described in their offering materials, documents and/or the governing documents.

KKR Credit may also earn fees as a result of its subsidiaries' providing loan servicing or asset leasing services to certain KKR Credit Funds or Other Clients that invest in loan participations or hard assets, which fees will generally not be shared with KKR Credit Funds or Other Clients, depending on the

particular governing documents of a particular KKR Credit Fund or Other Client. In negotiating originated loans and certain other originated credit investments on behalf of KKR Credit Funds and or Other Clients, KKR Credit or its affiliates may have the ability to negotiate the payment of arranging and other transaction related fees by the relevant counterparty to KKR Credit and its affiliates and/or an original issue discount (“OID”). In such circumstances, KKR Credit may face a conflict of interest to the extent that a portion of any arranging or transaction related fees payable to KKR Credit and its affiliates may be retained by KKR Credit and its affiliates, whereas any OID provided by the relevant counterparty would solely benefit a KKR Credit Fund or Other Client. As noted above, such compensation may or may not be shared with the relevant KKR Credit Funds or Other Clients, as described in their offering materials, disclosure documents and/or governing documents.

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

Such portfolio companies may also compete with a KKR Credit Fund’s or Other Client’s investments. For example, KKR Credit (through its proprietary investment activities) or a KKR Credit Fund may invest in a company which competes with, is a customer of, or is a service provider or supplier to another KKR Credit Fund portfolio company. In providing advice and recommendations to, or with respect to such portfolio companies’ business dealings, KKR Credit, any KKR Credit Fund or Other Client are not obligated to and may not take into consideration the interests of the other relevant KKR Credit Fund or Other Client or their portfolio companies and other investments. Accordingly, these circumstances give rise to certain potential conflicts of interest. A portfolio company of a KKR proprietary investment, KKR Credit Fund or Other Client may do something for commercial reasons that has adverse consequences for another KKR Credit Fund or Other Client or its portfolio company, such as seeking to expand its market share at the expense of the other KKR Credit Fund portfolio company, withdrawing business from the other KKR Credit Fund portfolio company in favor of another company, offering the same product or service at a lower price, increasing its own prices along with other enterprises in the industry, or commencing litigation against another KKR Credit Fund’s portfolio company. A KKR Credit Fund or Other Client may also obtain confidential information regarding its portfolio companies that it cannot act on or disclose to another KKR Credit Fund or Other Client or its portfolio companies due to confidentiality requirements or applicable law, though such action or disclosure might be in the latter’s interests. Accordingly, such business dealings may result in adverse consequences to such other KKR Credit Funds or Other Clients or their investments.

While KKR Credit Funds and Other Clients may have only a limited ability pursuant to their applicable governing documents to invest in portfolio companies that are private equity, special situations or other equity investments of other KKR Credit Funds or Other Clients, such KKR Credit Funds and Other Clients may not be restricted in their ability to provide financing to a sponsor, acquisition vehicle of a sponsor or another portfolio company for the purposes of acquiring another company that represents a private equity, special situations or other equity investment of another KKR Credit Fund or Other Client.



In addition, KKR Credit Fund and Other Clients may not be limited in their ability to provide financing to a borrower, or to provide debt or equity financing to a third party which in turn will use such financing to provide financing to a borrower, for the purposes of refinancing an existing loan or other debt position in the relevant borrower held by another KKR Credit Fund or Other Client. To the extent such investment opportunities arise, KKR Credit may face actual or apparent conflicts of interest, in particular in respect of its incentives to facilitate a successful exit of any such investment by the relevant KKR Credit Fund or Other Client through financing provided directly or indirectly by another KKR Credit Fund or Other Client. In addition, KKR Credit Funds and Other Clients may not be restricted in their ability to refinance loans or other debt positions held by other KKR Credit Funds or Other Clients in a borrower prior to their stated maturity. Such prepayments may result in KKR Credit Funds or Other Clients receiving a lower than anticipated yield on such investments which they may not recoup through the redeployment of the relevant investment proceeds or otherwise mitigate through any early repayment penalties negotiated with the relevant borrower. While not limited to such periods, debt refinancings are more likely to occur during periods of declining interest rates. To the extent that KKR Credit Funds and Other Clients reinvest the proceeds of a prepayment in these circumstances, they will likely receive a rate of interest that is lower than the rate on the debt positions that were prepaid as a result of the refinancing. In considering such refinancing opportunities, KKR may face actual or apparent conflicts of interest, in particular in respect of its incentives to source attractive refinancing opportunities for the benefit of Other KKR Credit Funds or Other Clients. The pricing and terms of any of the foregoing refinancing transactions may be established solely by KKR Credit and its affiliates without the involvement of an independent third party.

In addition, portfolio companies of KKR proprietary entities, KKR Credit Funds or Other Clients that provide financial services (“**Controlled Financial Service Companies**”) may enter into agreements, transactions or other arrangements with KKR Credit, certain KKR proprietary entities, and Affiliated Brokers. For example, from time to time, investments originated by KKR Credit, certain KKR proprietary entities, or Affiliated Brokers may be sold to, purchased from, or distributed by a Controlled Financial Service Company. Agreements, transactions, and other arrangements entered into by a Controlled Financial Service Company may directly or indirectly benefit KKR Credit, KKR proprietary entities and Affiliated Brokers, or may adversely impact the relevant KKR Credit Fund or Other Client with which they do business. The interest of KKR Credit, the KKR proprietary entities, or Affiliated Brokers in maximizing its return on such investments may give rise to a conflict of interest including, but not limited to, where KKR Credit, the KKR proprietary entity or Affiliated Broker may have the ability to influence the activities of such Controlled Financial Service Companies. KKR Credit has established policies and procedures to address these conflicts, including policies and procedures designed to ensure that any fees paid to or received from the Controlled Financial Service Company are negotiated at arms-length, and that any potential conflicts are disclosed.

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 KKR Credit 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 KKR Credit Fund or Other Client (for example a portfolio company of a KKR Credit Fund may retain a company in which KKR or KKR Credit 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. Agreements, transactions and other arrangements entered into by KKR Credit Fund or Other Client portfolio companies and any such companies may indirectly benefit KKR Credit as an owner of such companies or may adversely impact any KKR Credit Fund or Other Client portfolio companies with which they do business. KKR Credit’s interest in maximizing its return on such investments may give rise to a conflict of interest in particular, but not limited to, where KKR Credit has the ability through its investments to influence the activities of such companies or encourages KKR Credit Fund or Other Client portfolio companies to transact therewith. Transactions between

companies in which KKR acquires such proprietary interests, on the one hand, and KKR Credit Funds or Other Clients or their respective portfolio companies, on the other, are generally not expected to constitute the types of transactions that will entitle such companies to fees or other compensation that will reduce management fees payable by the KKR Credit Fund or Other Client. For example, insurance brokerage fees or IT licensing fees payable by a KKR Credit Fund portfolio company for related services of an affiliate of KKR Credit are not expected to reduce management fees.

Certain KKR proprietary entities and Affiliated Brokers, on behalf of their proprietary and client accounts, may also make investments in companies, businesses or other investments that compete with a KKR Credit Fund's or Other Client's investments. For example, KKR Credit or its affiliates may invest in a company which competes with a KKR Credit Fund 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, KKR Credit and its affiliates will not take into consideration the interests of the relevant KKR Credit Fund or Other Client or their portfolio companies and other investments. Accordingly, such advice, recommendations and dealings may result in adverse consequences to such KKR Credit 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 Advisors, KKR Capstone, RPM and other Consultants may serve on the boards of KKR Credit 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 Advisor, Industry Advisor, KKR Advisor, KKR Capstone, RPM or Other Consultant. 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 KKR Credit Funds or Other Clients. As the KKR Credit 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 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 KKR Credit Funds or Other Clients. It would be expected that the interests of a competitor company would often not be aligned with those of a KKR Credit Fund, Other Client or their portfolio company, and consistent with the fiduciary duty owed by Employees, KKR Capstone, RPM, Senior Advisors, Industry Advisors, KKR Advisors and other Consultants 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 KKR Credit Funds or Other Clients. Having KKR Credit Employees serve as directors or interim executives of a portfolio company of a KKR Credit Fund or Other client or another company (including a portfolio company of another KKR Credit Fund, Other Client or KKR proprietary entity) may restrict the ability of a KKR Credit Fund to invest directly in an investment opportunity that also constitutes an investment opportunity for such company.

As discussed below under "KKR Credit Purchases/Sales of Securities Recommended to KKR Credit Funds or Other Clients", Employees and other persons associated with KKR Credit and executives of KKR Credit Fund portfolio companies are permitted to invest in KKR Credit Associates Vehicles established as co-investment vehicles to facilitate participation by such persons in portfolio investments made by KKR Credit Funds or Other Clients (which vehicles typically will not be charged management fees or carried interest allocations, performance fees or certain expenses). Employees and other persons associated with KKR Credit as well as KKR proprietary entities also may be permitted to co-invest in "opportunistic" investments by the Balance Sheet (described below), which may also be made alongside KKR Credit Funds or Other Clients. Please refer to "KKR Credit Purchases/Sales of Securities Recommended to KKR Credit Funds and Other Clients – *Proprietary Investments*" and "Allocations of Investment Opportunities – *Balance Sheet Investments*" for further information regarding such investments.

Certain KKR proprietary entities also make capital contributions to KKR Credit Funds and co-investments in portfolio companies. The Public Company indirectly holds limited partnership interests in a number of KKR Credit Funds and co-investments in portfolio companies, each of which it has transferred or sold and may in the future transfer or sell (in whole or in part), to third parties (including other investors in KKR Credit Funds) in negotiated transactions. Please refer to “KKR Credit Purchases/Sales of Securities Recommended to KKR Credit Funds and Other Clients – *Proprietary Investments*” for further information regarding such investments.

KKR Credit Funds and Other Clients may sell a portfolio company interest to a limited partner of a KKR Credit Fund or Other Client, including a limited partner or Other Client already directly or indirectly holding an interest in the same portfolio company or a limited partner in another KKR Credit Fund or Other Client that is not invested in the portfolio company. Because such proposed sales are from KKR Credit Funds or Other Clients (and not KKR Credit) and to limited partners of KKR Credit Funds or Other Clients and not “clients” as defined under the Advisers Act, KKR does not consider such sale transactions to be principal transactions. KKR Credit has policies and procedures to manage conflicts of interest that may arise in these circumstances.

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

Certain KKR Funds and KKR proprietary entities have or may in the future have, an investment focus that is, at least in part, similar to the focus of certain KKR Credit Funds, Other Clients and KKR Credit Associates Vehicles. In particular, certain KKR Credit Funds or Other Clients may co-invest in private equity and other investments made by KKR Funds may co-invest in credit investments alongside KKR Credit Funds or Other Clients. The overlap of investment focus may be viewed as giving rise to conflicts of interest between KKR Credit Funds and Other Clients.

Certain KKR Credit Funds, KKR Funds, KKR Credit Associates Vehicles and other KKR proprietary entities, 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, a KKR Credit Fund or a KKR Credit affiliate, including an Affiliated Broker, may invest in debt securities issued by a portfolio company in which a KKR Fund has a controlling or other equity interest or an Affiliated Broker may underwrite an offering of debt securities issued by a portfolio company that are more senior or junior to those held by a KKR Credit Fund or Other Client or a KKR Credit Fund or Other Client may hold preferred equity in a portfolio company in which another KKR Credit Fund or Other Client holds ordinary shares. The interests of the KKR Credit Fund and such KKR Fund or KKR Credit 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 KKR Credit Fund or Other Clients may be adverse to those taken for a KKR Fund, a KKR Credit affiliate, or vice versa and actions taken by an Affiliated Broker may be adverse to the interests of a KKR Credit Fund or Other Client, or vice versa. KKR has policies and procedures to mitigate potential conflicts of interest involved in investments by such entities in different parts of a portfolio company’s capital structure.

Additionally, the investment programs employed by KKR Credit, KKR for KKR Funds or KKR proprietary entities, as applicable, will conflict from time to time with the transactions and strategies employed by KKR Credit in managing KKR Credit Funds and Other Clients (or, as applicable, other KKR Credit Funds or Other Clients). For example, where a KKR Credit Fund, Other Client, KKR Fund or KKR proprietary entities including Seed Investments, hold portfolio investments in the same issuer,

their interests will in many cases be in conflict irrespective of whether their investments are at different levels of the capital structure. In addition, KKR Credit and KKR may 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, certain KKR Credit Funds, Other Clients, KKR Funds or KKR proprietary entities that are 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, KKR Credit Funds or Other Clients (or, as applicable, other KKR Credit Funds or Other Clients). Such advice and actions may adversely impact a KKR Credit Fund or Other Client.

The timing of entry into or exit from a portfolio investment may vary as among KKR Credit Funds, Other Clients, KKR Funds and KKR proprietary entities for reasons such as differences in strategy, existing portfolio or liquidity needs. Similarly, the form of consideration received in connection with an exit of an investment may also vary among these parties if, for example, KKR proprietary entities were to receive and retain an in-kind distribution of securities, for example, through an in-kind distribution by a KKR Credit Fund, Other Client or KKR Credit Fund to its general partner, where such securities are otherwise disposed of by such KKR Credit Fund, Other Client or KKR Fund for cash, in whole or in part. These variations in timing or form of consideration may be detrimental to another KKR Credit Fund or Other Client or any such other investing entities. There can be no assurance that the terms of, or the return on, such KKR Credit Fund’s or Other Client’s investment will be equivalent to, or better than, the terms of, or the returns obtained by, a different KKR Credit Fund or Other Client, or a KKR Fund or KKR proprietary entity, including in respect of any category of investments, nor can there be any assurance that a different KKR Credit Fund or Other Client, or a KKR Fund or KKR proprietary entity with similar investment objectives, programs or strategies, including, without limitation, any Seed Investments, will hold the same positions, obtain the same financing or perform in a substantially similar manner as such KKR Credit Fund or Other Client.

Different advice and/or inconsistent actions may be due to a variety of reasons, including, without limitation, the differences between the investment objective, program, strategy or tax treatment of certain KKR Credit Funds or Other Clients, KKR Funds or KKR proprietary entities on the one hand and different KKR Credit Funds or Other Clients on the other, the regulatory status of certain KKR Credit Funds or Other Clients, KKR Funds and any related restrictions or obligations imposed on KKR Credit (or any affiliate) as a fiduciary thereof (including, for example, certain KKR Credit Funds or Other Clients or KKR Funds invested in by pension plans and employee benefit plans and constituting “plan assets” under ERISA or certain KKR Credit Funds or Other Clients or KKR Funds that are registered as investment companies under the Investment Company Act). For example, a KKR Credit Fund may engage in *bona fide* hedging transactions in connection with its investments, while KKR proprietary entities may enter into such transactions for speculative purposes or, alternatively, may hedge a given risk related to a given investment more or less fully than such KKR Credit Fund. KKR proprietary entities may enter into such hedging arrangements in connection with investments alongside a KKR Credit Fund and, like other investors in such KKR Credit Fund, may also enter into hedging arrangements in connection with their investments made through such KKR Credit Fund (including with respect to the applicable KKR Credit GP’s entitlement to receive carried interest distributions), which arrangements are not employed by such KKR Credit Fund itself. These differences in hedging strategy could result in such KKR proprietary entities achieving more or less favorable returns with respect to an investment relative to the returns achieved by the KKR Credit Fund or Other Client or other investors in the KKR Credit Fund or Other Client. In the future, certain KKR Credit Funds or Other Clients, KKR Funds or a KKR proprietary entity may concurrently, or in close proximity in time with such acquisition by a different KKR Credit Fund or Other Client, establish a short position in a security acquired by such KKR Fund or Other Client (for example as collateral) or that otherwise relates to such an investment held by such KKR Credit Fund or Other Client and such short sale may result in a decrease in the price of the security acquired by or otherwise held by such KKR Credit Fund or Other Client or may otherwise benefit the

execution of the transaction entered into by another KKR Credit Fund or Other Client, or a KKR Fund and/or KKR proprietary entity.

With respect to portfolio companies of KKR Credit Funds, Other Clients or KKR proprietary entities that are private equity investments of KKR and/or KKR Funds (if any), such KKR Funds and/or KKR will seek to acquire controlling or other significant influence positions and will also seek to make some investments in which they do not acquire control or significant influence. KKR Funds or Other Clients will frequently have the ability to elect some or all of the members of the board of directors of their 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 either directly by reason of a KKR Fund's, Other Client's or KKR proprietary entity's interest in such company may be in the interests of the KKR Fund or Other Client or KKR proprietary entity but adverse to the interests of a KKR Credit Fund or Other Client, or vice versa. For example, a KKR Fund or KKR proprietary entity 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 KKR Credit Fund to additional or increased risk.

In addition, to the extent that a KKR Fund, Other Client or KKR proprietary entity is the controlling shareholder of a portfolio company of a KKR Credit Fund or Other Client, KKR or a KKR affiliate is likely to have the ability to determine (or significantly influence) 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, Other Client or KKR proprietary entity interests with respect to the management, investment decisions, or operations of a portfolio company may at times be in direct conflict with those of KKR Credit Funds or Other Clients 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.

KKR Credit's ability to implement any KKR Credit Fund's or Other Client's strategy effectively may also be limited to the extent that contractual obligations entered into in respect of investments made by a different KKR Credit Fund or Other Client, a KKR Fund or a KKR proprietary entity. Limitations on strategy implementation may also result from regulatory obligations or restrictions imposed on KKR Credit as a result of the regulatory status of KKR proprietary entities and/or different KKR Credit Funds or Other Clients, or a KKR Fund (for example, under ERISA or the Investment Company Act), including restrictions on the ability of any KKR Credit Fund or Other Client (or KKR Credit on their behalf) to invest in securities or interests that such KKR Credit Fund or Other Client may otherwise be interested in pursuing or to otherwise take actions in respect of such KKR Credit Fund's or Other Client's investments that may be beneficial to such KKR Credit Fund or Other Client. For example, in certain instances in connection with the sale of investments by KKR proprietary entities or KKR Credit Funds and Other Clients, KKR Credit may enter into agreements prohibiting KKR Credit Funds, Other Client and KKR proprietary entities from engaging in activities that are deemed to compete with the disposed of investment for a certain period of time. Such agreements may prevent KKR Credit Funds or Other Clients from acquiring investments in certain sectors or regions, including investments that otherwise would have been appropriate for KKR Credit Funds or Other Clients.

KKR Credit Funds or Other Clients may also participate in releveraging and recapitalization transactions involving issuers of their portfolio investments in which other KKR Credit Funds or Other Clients or KKR Funds have invested or will invest. Recapitalization transactions will present conflicts of interest,

including determinations of whether existing investors are being cashed out at a price that is higher or lower than market value and whether new investors are paying too high or too low a price for the company or purchasing securities with terms that are more or less favorable than the prevailing market terms.

For example, with respect to a KKR Credit Fund's or Other Client's debt investments in certain companies, KKR Funds may invest in equity issued by the same companies. The interests of the KKR Credit Fund or Other Client may not be aligned in all circumstances with the interests of the KKR Funds to the extent that they hold equity interests, which could create actual or potential conflicts of interest or the appearance of such conflicts. In that regard, actions may be taken by KKR (or any affiliate) or the KKR Funds that are adverse to the KKR Credit Fund or Other Client. The interests of the KKR Credit Fund, Other Client and/or KKR Funds investing in different parts of the capital structure of a portfolio company are particularly likely to conflict in the case of financial stress or distress of the company and such conflicts will be increased where KKR and/or KKR Funds hold material equity interests in a portfolio company or otherwise have a material influence on its management. For example, if additional financing is necessary as a result of financial or other difficulties of a portfolio company, it may not be in the best interests of a KKR Credit Fund or Other Client, as a holder of debt issued by such company, to provide such additional financing and the ability of KKR to recommend such additional financing as being in the best interests of KKR Credit Funds or Other Clients might be impaired. In addition, it is possible that, in a bankruptcy proceeding, KKR Credit Funds or Other Client's interests may be subordinated or otherwise adversely affected by virtue of KKR Fund's or Other Client's involvement and actions relating to their investments. There can be no assurance that the term of or the return on a KKR Credit Fund's or Other Client's investment in a portfolio company will be equivalent to or better than the term of or the returns obtained by a KKR Fund participating in the transaction. Actions taken by KKR in respect of any KKR Fund's interest in a portfolio company may result in a loss or substantial dilution of KKR Credit Fund's or Other Client's investment in the same portfolio company, while such KKR Fund recovers all or part of amounts due to it. In addition, where a KKR Credit Fund or Other Client is a creditor of a portfolio company in which a KKR Fund holds equity securities, KKR Credit 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 a more junior debt holder or as an equity holder. Similarly, KKR Credit's ability to implement a KKR Credit Fund's or Other Client's strategies effectively may be limited to the extent that contractual obligations entered into in respect of the activities of KKR (or an affiliate), a KKR Fund impose restrictions on such KKR Credit Fund or Other Client engaging in transactions that KKR Credit may be interested in otherwise pursuing. Similar issues may arise with KKR Credit Funds and/or Other Funds are investing in different parts of the capital structure of the same portfolio company (e.g., in senior and junior debt or equity issued by the same company).

KKR Credit has established policies and procedures intended to mitigate potential conflicts of interest inherent in investments by KKR Credit Funds, Other Clients and KKR Funds in portfolio companies of other KKR Credit 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 KKR Credit, Other Client or KKR Fund. However, no assurance can be made that any such conflict of interest will be resolved in favor of the KKR Credit Funds or Other Clients.

To the extent KKR Credit Funds, Other Clients or KKR Funds and any relevant dedicated single or multiple asset co-investment vehicles (and their related co-investors) 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 KKR Credit Fund or Other Client or co-investment vehicle may participate in such investments on different and potentially less favorable terms than other participants if KKR Credit deems such participation as being otherwise in the best interests of any relevant KKR Credit Fund or Other Client.

### **Investments of Stakes and Seeds Funds and Other Pooled Funds**

Stakes and Seeds Funds and pooled funds or separate accounts managed by portfolio companies (or divisions or subsidiaries of portfolio companies) of KKR Funds may pursue a broad range of investment strategies and invest in a broad range of securities and instruments and other assets globally. Any of these funds or accounts may invest in securities or other financial instruments of companies (or issuers) in which KKR Credit Funds or Other Clients may also have an interest. These funds and accounts may also invest in competitors of KKR Credit Funds, Other Clients or their respective portfolio companies. In addition, KKR Credit Funds and Other Clients may participate in co-investment opportunities that are sourced or managed by a Stakes and Seeds Manager. Actions taken by any Stakes and Seeds Manager or other funds or accounts in respect of any of the foregoing may adversely impact a KKR Credit Fund or Other Client. Generally any such investments and actions will be controlled by the respective Stakes and Seeds Manager and will generally be outside the control and oversight of KKR or KKR Credit. However, as it relates to investment opportunities where KKR Credit Funds and Other Clients directly participate in a strategy managed by a Stakes and Seeds Manager or where a Stakes and Seeds Manager participates in co-investment opportunities sourced by KKR Credit, its Funds or Other Clients, control and supervisory oversight will be retained by KKR Credit.

### **CLO Transactions**

Affiliates of KKR Credit and KKR may invest in CLOs managed by KKR Credit 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 KKR Credit in determining whether to take certain actions on behalf of the CLO, as a KKR Credit client, as a whole which may have a different impact on a particular investor. KKR Credit has adopted a policy designed to avoid any such conflicts, or to mitigate a conflict that arises.

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

#### *Co-Investment Vehicles*

As indicated above in response to Item 4, KKR Credit (and its affiliates) offer and sponsor a number of vehicles that are dedicated co-investment vehicles that facilitate the co-investment by third party co-investors in single or multiple portfolio companies alongside other KKR Credit Funds and Other Clients. Any such vehicle will be established at KKR Credit's or its affiliates sole discretion, and KKR Credit and its affiliates have no obligation to offer a similar opportunity to any investors. Co-investment vehicles include, but are not limited to, investment vehicles that are only open to investment by Employees, Senior Advisors, Industry Advisors, KKR Capstone, RPM and other persons associated with KKR (which may include executives of KKR portfolio companies and external consultants) (i.e., KKR Credit Associates Vehicles). These vehicles and their related co-investors will typically invest in portfolio companies at the same time and price and on the same terms as the other participating KKR Credit Funds and Other Clients to the extent practicable and co-investment vehicles that are open to third party institutional co-investors seeking to participate in investments made by KKR Credit Funds and Other Clients. These special purpose vehicles are established to facilitate the investment decisions of the underlying co-investors.

KKR Credit does not provide investment management, advisory, monitoring or supervisory services to such vehicles or the related co-investors. KKR Credit (and its affiliates) does not charge management fees or receive incentive allocations for its services to KKR Credit Associates Vehicles and KKR Credit (or its affiliates) retains any allocated monitoring fees, transaction fees and service costs that could otherwise be allocated to these vehicles, co-investment vehicles or KKR proprietary entities based on their respective ownership of the relevant company or investment as discussed above in Item 5. KKR Credit (or its affiliates) may also bear any allocable share of expenses on behalf of these vehicles.

### *Proprietary Investments*

The Public Company uses the balance sheet (the “**Balance Sheet**”) of its subsidiaries as a significant source of capital to further grow and expand its business, increase its participation in existing businesses, and improve the liquidity profile of the Firm. The Balance Sheet includes general partner capital commitments to, and limited partnership interests in certain KKR Credit Funds, KKR Funds and co-investments in certain portfolio companies of KKR Funds and KKR Credit Funds. The Balance Sheet also owns the assets of KKR Financial Holdings LLC (“**KFN**”) and interests in Stakes and Seed Managers. The Balance Sheet also holds other assets used in the development of the Public Company’s business, including seed capital for the purpose of developing, evaluating and testing potential investment strategies or products (“**Seed Investments**”). The Balance Sheet also engages in certain structured financing transactions to improve the liquidity profile of the Firm and further expand its investor base. For example, the Balance Sheet has established an alternative asset financing vehicle and certain separate structured managed accounts to obtain financing on pools of assets, including assets from the Balance Sheet, in consideration for providing the lenders with a portion of the upside in such investments and retaining a “first loss” position with respect to any depreciation in the value of such investments over a designated term.

In addition, the Balance Sheet may make a capital commitment to a KKR Credit Fund or Other Client in order to “bridge” a capital commitment by a prospective investor that is unable to complete its subscription prior to the final closing. Such a “bridge” by the Balance Sheet may be effected through a limited partner commitment or, subject to the minimum commitment amount for the KKR Credit Fund or Other Client, through the conversion of a portion of the interest of the general partner of the KKR Credit Fund or Other Client into a limited partner interest, followed by the transfer of the relevant interest to the prospective investor.

In addition, a KKR Credit Fund or Other Client may, subject to applicable requirements in their governing documents, which may include obtaining advisory committee consent, determine to sell a particular portfolio company interest into a separate vehicle, which may be managed by KKR Credit, with different terms than the KKR Credit Fund or Other Client (i.e., longer duration), and provide investors with the option to monetize their investment with the KKR Credit Fund or Other Client at the time of such sale, or to roll all or a portion of their interest in the portfolio company into the new vehicle. Under such circumstances, KKR Credit may invest in or alongside the new vehicle, or hold the entirety of the portfolio company interest sold by the KKR Credit Fund or Other Client through or alongside the new vehicle (i.e., in the event that all investors elect to monetize their investment at the time of sale to the new vehicle).

The Public Company has adopted policies and procedures (the “**Balance Sheet Guidelines**”) to mitigate potential conflicts of interest between the investment activities of the Balance Sheet on the one hand and any KKR Credit Fund (or Other Client) on the other. Under the Balance Sheet Guidelines, the Balance Sheet’s uses are categorized generally into three primary categories: (1) strategic, (2) opportunistic and (3) operational funding.



Strategic uses principally focus on acquiring or owning assets in the financial services industry to enhance the Public Company's businesses or earnings. Examples of such uses include strategic acquisitions, such as KFN, the strategic partnership with FS, general partner commitments to KKR Credit Funds and KKR Funds, warehoused investments for KKR Credit Funds and KKR Funds and Stakes and Seed Managers. For the sake of clarity, Stakes and Seed Managers are separate and distinct from Seed Investments. Investments in Stakes and Seed Managers involve strategic, non-controlling investments in third-party managers (and their funds) while Seed Investments are strategic investments managed by KKR (or its affiliates). If a potential (non-warehoused) investment is determined by KKR in its discretion to be strategic in nature, then such investment opportunity (including the acquisition of assets that are within the investment focus of any KKR Credit Fund or Other Client) is deemed not within the investment focus of any KKR Credit Fund or Other Client and will not be allocated accordingly. In addition, KKR may determine that an investment in a company is strategic at one given time but an investment in a similar company is opportunistic at a later time due to geographic or other considerations (including, but not limited to, investments in different parts of the capital structure).

Opportunistic uses are investments principally made to generate a return on investment and KKR may make opportunistic investments pursuant to investment strategies that mirror or are similar to, in whole or in part, investment strategies implemented by KKR Credit on behalf of KKR Credit Funds or Other Clients due to geographic or other considerations. KKR seeks to mitigate potential conflicts of interest arising from opportunistic investments by offering, where KKR believes it is appropriate, such investments to relevant KKR Credit Funds or Other Clients. Similarly, KKR has recently established investment vehicles with approximately \$5 billion of third-party capital and approximately \$3 billion of Balance Sheet capital to be deployed over the next five years in core investments in certain private equity and real asset opportunities, which may include opportunities that are the same as or similar to opportunities targeted by certain KKR or KKR Credit Funds or Other Clients. The core investment vehicles target opportunistic "core" investments, which are typically characterized by an expectation of lower returns and risks and longer hold periods than typical private equity investments, although no single attribute is determinative and attributes of a particular core investment may change over time so that the realized return, risks and hold period of any particular core investment could become similar to those of a KKR or KKR Credit Fund or Other Client. While the targeted hold period for a core investment is generally longer than the targeted hold period for traditional private equity-focused KKR Funds' and Other Clients' investments, there are other attributes of core investments that may be similar to investments targeted by traditional private equity-focused KKR Funds and Other Clients, such as the amount of leverage and the greater focus on income generation. In order to manage potential conflicts related to the allocation of such opportunistic core investments, KKR has established allocation policies and procedures which provide for core investments to be offered to relevant KKR or KKR Credit Funds and Other Clients pursuing traditional private equity strategies and certain other investor transparency measures.

KKR proprietary entities from time to time co-invest in KKR Credit Funds' or Other Clients' investments in portfolio companies. Co-investments by KKR proprietary entities result in less availability of discretionary investment opportunities for third parties. KKR Credit does not generally charge management fees or performance related compensation for its services to such other KKR proprietary entities for such co-investment opportunities and KKR Credit (or its affiliates) retains any allocated monitoring fees, transaction fees and services costs based on their respective ownership of the relevant investment in a portfolio company. KKR Credit may also bear any allocable share of expenses related to such co-investments on behalf of such KKR proprietary entities. The core investment vehicles may also co-invest alongside certain KKR or KKR Credit Funds or Other Clients from time to time in investments that fall within their respective strategies and also meet the criteria for opportunistic core investments. Application of KKR Credit's allocation policies and procedures may result in allocations of investment opportunities between KKR Credit Funds or Other Clients on the one hand and KKR proprietary entities

on the other, that are non-pro rata (including a greater than pro rata allocation to a proprietary account) relative to a KKR Credit Fund or Other Client in either the same or different parts of a target company's capital structure. See "Allocation of Investments" below for further information. In addition, a KKR Credit Fund or Other Client may, subject to applicable requirements in their governing documents which may include obtaining limited partner advisory committee consent, determine to sell a particular portfolio company interest into a separate vehicle, which may be advised by KKR Credit, with different terms than the KKR Credit Fund or Other Client (for example, longer duration). Under such circumstances, KKR Credit may invest in the new vehicle alongside participating limited partners, or hold the entirety of the portfolio company interest sold by the KKR Credit Fund or Other Client through the new vehicle.

Moreover, KKR may manage proprietary entities according to investment strategies that are inconsistent with, or deviate in material aspects from, the investment strategies pursued by KKR Credit Funds or Other Clients. The foregoing proprietary entities, including Seed Investments and KFN may invest in similar or the same types of securities, properties or other assets in which KKR Credit Funds or Other Clients may invest or otherwise do or may in the future, or may have investment objectives, programs, strategies and positions that are similar to, or may conflict with, those of KKR Credit Funds or Other Clients. These proprietary entities may compete with, and have interests adverse to a KKR Credit Fund or Other Client. The existence of Seed Investments and KKR proprietary entities, including KFN, investing in the same or similar investments that may be made by KKR Credit Funds or Other Clients could, among other adverse consequences, affect the prices of the investments, securities, properties or other assets in which a KKR Credit Fund or Other Client invests and will affect the availability of such assets. In such circumstances, KKR's interest in maximizing the investment return of its proprietary entities and those of its affiliates may create a conflict of interest in that KKR may be motivated to allocate more attractive investments to the proprietary entities under its management, and allocate less attractive investments to the KKR Credit Funds or Other Clients. Similarly, KKR may be motivated to allocate scarce investment opportunities to the proprietary entities under its management rather than to the KKR Credit Funds or Other Clients. Investment professionals who participate in investment decisions made on behalf of KKR Credit Funds or Other Clients as described above are also involved in the investment activities of the Balance Sheet. As noted above, the Balance Sheet Guidelines seek to mitigate the potential conflicts of interest.

Lastly, the Balance Sheet's operational funding uses typically consist of activities to facilitate normal course transactions in support of the Public Company's businesses, including credit support to KKR Credit GP obligations to KKR Credit Funds and Other Clients and support of certain transactions by KKR Credit Funds and Other Clients. Examples of such activities include capital support for the activities of Affiliated Brokers and treasury and liquidity management investments. Operational activities may also include provision by the Balance Sheet of credit support to a KKR Credit GP's obligation to a KKR Credit Fund or Other Client to support certain transactions by KKR Credit Funds or Other Clients as well as support of certain transactions by KKR Funds or Other Clients or their portfolio companies. For example, the Balance Sheet may provide interest-free loans to special purpose vehicles through which a KKR Fund or Other Client invests or to platform vehicles in order to bridge down payments or other operational needs of a portfolio investment pending the receipt of capital contributions from the KKR Fund or Other Client and other equity owners. As an additional example, a KKR proprietary account has in the past and may in the future, guarantee the obligation of a KKR Credit GP to post collateral on behalf of a KKR Credit investment vehicle in connection with such investment vehicle's derivative transactions, and has also agreed to be liable for certain investment losses and/or for providing liquidity in the events specified in the governing documents of other KKR investment vehicles. KKR Credit has also provided credit support regarding repayment obligations to third-party lenders to certain of its employees, excluding its executive officers, in connection with their personal investments in KKR Credit Funds and to a strategic partner regarding the ownership of its business. KKR Credit also may become liable for certain fees payable to sellers of businesses or assets if a transaction does not close, subject to certain

conditions, if any, specified in the acquisition agreements for such businesses or assets. Operational funding activities are not offered to KKR Credit Funds or Other Clients for investment allocation purposes.

Moreover, from time-to-time, KKR Credit may finance, securitize or employ other structured finance arrangements in respect of certain Balance Sheet assets, including co-investments and investments in KKR Credit Funds, Other Clients or other KKR Credit investment vehicles. These financing arrangements could alter KKR Credit's returns and risk exposure with respect to the applicable Balance Sheet assets as compared to KKR Credit holding such assets outside of such arrangements and could create incentives for KKR Credit to take actions in respect of such assets that it otherwise would not in the absence of such arrangements.

### **Allocation of Investments**

KKR Credit has adopted policies and procedures designed to ensure allocations of opportunities among KKR Credit Funds, Other Clients, KKR Credit Associates Vehicles and those KKR proprietary entities that participate in the relevant KKR Credit investment strategy, to the extent practicable and in accordance with each KKR Credit Fund's, Other Client's, KKR Credit Associates Vehicle's and KKR proprietary entity's applicable investment strategies, are made on a fair and equitable basis over time. 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 KKR Credit Funds or Other Clients, KKR Credit Associate Vehicles, KKR Funds, KKR proprietary entities or other KKR Credit affiliates or other parties, including other co-investors (as defined below under "Allocation of Investment Opportunities— *Co-investors*"), in the event there is an overlap of investment strategies with KKR. Such policies and procedures are further supported by specific guidelines addressing proprietary investment activity which may occur alongside KKR Credit Funds and Other Clients. Allocations of investment opportunities among KKR Credit Funds, or Other Clients, KKR Credit Associates Vehicles and those KKR proprietary entities that participate in the relevant KKR Credit investment strategy, are overseen by KKR Credit Conflicts Committee. Investment allocation review and general oversight has been delegated to an Allocation Sub-Committee which provides periodic reporting to the KKR Credit Conflicts Committee. Escalation to KKR's Global Conflicts Committee may be determined as an appropriate action by the KKR Credit Conflicts Committee, from time to time. 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 KKR Credit Funds and Other Clients.

In order to 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 KKR Credit's allocation procedures. Under these procedures, the conflicts inherent in making such allocation decisions may not always be resolved to the advantage of the KKR Credit Funds and Other Clients. Moreover, except as provided in the governing documents of KKR Credit Funds or Other Clients, no KKR Credit Fund or Other Client will necessarily have any priority with respect to any category of investment opportunities in accordance with KKR Credit's allocation methodology (as discussed below) and may result in a KKR Credit Fund or Other Client being allocated less than a pro rata share of an investment opportunity or none of such opportunity.

### *Types of KKR Credit Funds or Other Clients*

In determining how an investment opportunity will be allocated and whether a specific investment opportunity will be offered to KKR Credit Funds or Other Clients including Seed Investments, proprietary entities and co-investors, KKR Credit considers the following types of relationships:

Primary accounts represent those KKR Credit Funds or Other Clients that have a right to participate in KKR Credit investment opportunities on a pro rata basis (based on capacity and relevant investment criteria and limitations as further described below – *Process*) along with other KKR Credit Funds and Other Clients that have a primary allocation to the respective KKR Credit strategy in which the investment opportunity is aligned (“**Primary Accounts**”).

<b>Primary Accounts</b>	
Private Funds	Multi-investor KKR Credit Funds and funds-of-one managed by KKR Credit.
Registered Investment Funds	KKR Credit Funds registered under the Investment Company Act of 1940 where KKR Credit serves as investment advisor or sub-advisor to the KKR Credit Fund.
SMA	Other Clients managed by KKR Credit pursuant to managed account arrangements.
Affiliated Co-Investor Accounts	Other Clients managed by an affiliated advisor that have an allocation to a KKR Credit investment strategy and right to participate pro rata along with other Primary Accounts.
Strategy Overlap	KKR Funds and Other Clients managed by an affiliated advisor that have a right to participate pro rata along with other Primary Accounts where an allocation methodology has been agreed upon.
CLOs	Collateralized loan obligation vehicles managed by KKR Credit.

With respect to the allocation tiers set forth below, these relationships enable KKR Credit to consummate transactions on behalf of the Primary Accounts where excess capital is required above the relevant Primary Accounts capacity amount as further detailed below:

<b>Secondary Accounts</b>	
Other Funds / SMA/Accounts with Strategy Allocation	Certain KKR Credit Funds and Other Clients that have a co-investment relationship with KKR Credit or an affiliated advisor maintain an allocation to a KKR Credit investment and strategy; however KKR Credit does not owe an obligation to allocate investment opportunities, except to the extent of excess capacity (“ <b>Secondary Accounts</b> ”). Further, there is no right to participate in pro rata allocation and therefore these participate second in the allocation waterfall following Primary Accounts.

<b>Third Tier Accounts</b>	
Balance Sheet	The Balance Sheet is comprised of KKR proprietary investment vehicles and is not entitled to be offered any opportunities in any strategies. The Balance Sheet may be offered the opportunity to participate in investments after Primary Accounts and Secondary Accounts have been permitted to participate. KKR Credit may

	<p>consider its own interest before the interests of Syndicatees (defined below), which are not advisory clients, in deciding whether to present investment opportunities to them. The Balance Sheet may under certain circumstances invest in similar or the same type of securities, properties, or other assets in which KKR or KKR Credit Clients may invest and otherwise do so or may in the future, or may have investment objectives, programs, strategies, and positions that are similar to, or may conflict with, those of KKR or KKR Credit Clients. KKR has adopted Balance Sheet Guidelines to mitigate any potential conflicts of interest between investment activities of the Balance Sheet. Please refer to “KKR/KKR Credit Purchases/Sales of Securities Recommended to KKR Credit Clients -- <i>Proprietary Investments</i> above for a discussion of the Balance Sheet Guidelines.</p> <p>Participate third in allocation waterfall following Primary Accounts and Secondary Accounts.</p>
Syndicatees	<p>“<b>Syndicatees</b>” are third party co-investors and are not entitled to be offered any opportunities in any KKR Credit investment strategies. Syndicatees may be offered the opportunity to participate in investments after Primary Accounts and Secondary Accounts have been permitted to participate. Syndicatees may include investors in KKR Funds, KKR Credit Funds or Other Clients or other third-parties, such as institutional investors or high net worth individuals. Syndicatees are not advisory clients of KKR or KKR Credit. Certain syndicatees may have priority or first look rights as it relates to certain investment opportunities.</p> <p>Participate third in allocation waterfall following Primary Accounts and Secondary Accounts.</p>
Other Funds/SMA/Accounts without Strategy Allocation	<p>Certain KKR Credit Funds and Other Clients that have a co-investment relationship with KKR Credit or another KKR advisory entity do not maintain an allocation to a KKR Credit investment strategy and KKR Credit does not owe an obligation to allocate investment opportunities. Further, there is no right to participate in pro rata allocation and therefore participate last in the allocation waterfall following Primary Accounts, Secondary Accounts and Third Tier Accounts.</p> <p>Participate third in allocation waterfall following Primary Accounts and Secondary Accounts.</p>

KKR Credit, from time to time, develops new client relationships and vehicles, including new types of arrangements that may alter the relative priority of allocations described above, pursuant to any limitations contained in the offering materials, disclosure documents and/or governing documents for existing KKR Credit Funds and Other Clients.

#### *Process*

KKR Credit’s allocation methodology is based on a *pro rata* allocation or other allocation method deemed reasonable and appropriate for the respective investment strategy for which a particular

investment is made and for the KKR Credit Funds, Other Clients, KKR Credit Associates Vehicles and KKR Proprietary entities that participate in such strategy, provided that the method is designed to achieve a fair and equitable allocation of such investment opportunity among all eligible KKR Credit Funds and Other Clients over time. A *pro rata* allocation generally incorporates, to the extent appropriate, the investment specific parameters as established by the respective investment committee with respect to an established investment strategy as well as the investment criteria of KKR Credit Funds, Other Clients, Seed Investments and other KKR proprietary entities participating in a particular investment strategy. Under a *pro rata* allocation, investments will be allocated among participating KKR Credit Funds or Other Clients, KKR Credit Associates Vehicles, Seed Investments and other KKR proprietary entities based on requested order size for KKR Credit vehicles managed on a parallel basis (e.g., onshore and offshore KKR Credit Funds and Other Clients that share substantially similar investment objectives and strategies), taking into account any relevant investment criteria and limitations. Such criteria may include, 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 KKR Credit Fund's and Other Client'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 KKR Credit and its affiliates.

The application of relevant factors and other limitations discussed above in determining allocations of investment opportunities between a KKR Credit Fund, Other Client, KKR Credit Associates Vehicle or Seed Investment may result in a KKR proprietary entity taking a non-pro rata allocation of any excess capacity of a particular investment opportunity relative to a KKR Credit Fund or Other Client in either the same or different parts of the target's capital structure. Subject to the applicable governing documents, such determinations may also result in the dilution of a KKR Credit Fund's or Other Client's interest in any existing investment by another KKR Credit Fund or Other Client or Seed Investment and other KKR proprietary entity (and/or third party co-investors) to the extent that an investment opportunity constituting a follow-on investment in respect of an existing investment arises and the relevant KKR Credit Fund or Other Client has insufficient available capital (including pursuant to reserves for follow-on investments following the end of the KKR Credit Fund's or Other Client's investment period established by the relevant KKR Credit GP or KKR Credit) or is subject to investment restrictions, tax covenants or other constraints restricting its ability to take up all or any part of what would otherwise be its allocable share of such opportunity (which would generally be based on its participation in the initial investment). Any such dilution may be determined on the basis of a valuation in respect of the existing investment determined by the relevant KKR Credit GP or KKR Credit. Conversely, to the extent a KKR Credit Fund or Other Clients participating in the original investment has insufficient capital or is otherwise unable to participate on a pro rata basis in any related follow-on investment opportunity, such excess opportunity may be allocated in whole or in part to another KKR Credit Fund or Other Client increasing its concentration in the relevant investment, which may increase the losses incurred by such other KKR Credit Fund or Other Client to the extent such follow-on investment as a whole does not perform as anticipated. In addition, an allocation range with a minimum and maximum investment amount may be deemed appropriate for a KKR Credit Fund, Other Client, Seed Investment and other KKR proprietary entity, with the investment amount above the minimum being offered to non-affiliated third parties in order to facilitate a transaction. In the event the non-affiliated third parties do not participate fully in the offered investment amount, the KKR Credit Fund, Other Client, Seed Investment and other KKR proprietary entity will be allocated the balance, up to its maximum allocation. Allocations, including

reallocations, involving the BDCs 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 KKR Credit Funds, Other Clients, Seed Investments and other KKR proprietary entities concerned, as determined by the portfolio manager seeking to reallocate along with requisite Compliance approval as outlined in KKR Credit's Allocation Policy.

From time to time, a particular investment may be deemed suitable for and within the established criteria of more than one credit investment strategy. To the extent there is a strategy overlap with respect to such investment opportunity, the allocation methodology will be based on a *pro rata* allocation across the respective investment strategies based on their specific order size to eligible KKR Credit Funds and Other Clients that participate in a relevant strategy.

#### *Co-Investors*

To the extent excess capacity of an investment opportunity exists after the eligible KKR Credit Funds, Other Clients and KKR Credit Associates Vehicles ("Primary Accounts") (as defined above) participating in the relevant investment strategy have received their target allocation, KKR Credit will then offer such excess capacity to Secondary Accounts (as defined above). To the extent Secondary Accounts elect to participate in such investment opportunity, the Secondary Accounts will invest alongside the participating Primary Accounts participating in the strategy. To the extent there remains excess capacity thereafter, KKR Credit may consider offering the excess capacity to KKR proprietary entities, Syndicatees (as defined above) and Other Funds/SMAs/Accounts without Strategy Allocation (as defined above) as applicable. Co-investment relationships may consist of existing investors in KKR Credit Funds, KKR Funds and other third party relationships, including syndicate co-investment vehicles or third parties that KKR or KKR Credit believes will be of strategic benefit to KKR Credit Funds or Other Clients or who may provide broader capital raising opportunities to KKR and its affiliates.

With respect to syndication of co-investment opportunities to third-party co-investors, KKR Credit will take into account various factors it deems appropriate to limit the overall risk of the syndication. While these factors will vary from opportunity to opportunity, in many cases the most important are: whether a prospective co-investor has expressed an interest in evaluating co-investment opportunities; the financial resources of the prospective co-investor and its commitment to satisfy certain minimum/maximum investment amounts and its ability to provide the requisite capital and complete a co-investment opportunity within the specified timeframe based on KKR Credit's prior experience with such prospective co-investor; the size of the prospective co-investor's capital commitments to KKR Credit Funds and Other Clients and the importance of such prospective co-investor for future business with KKR Credit or its affiliates; the overall strategic benefit to KKR Credit or its affiliates of offering a co-investment opportunity to such potential co-investor; attributes of the applicable investment opportunity that may be attractive to a potential co-investor based on its investment objectives, its ability to contribute to the targeted business or its geographic proximity to the investment; the economic terms on which such prospective co-investor will agree to participate; ease of process with respect to arranging a co-investment group; any legal, regulatory or tax considerations to which the proposed investment is expected to give rise; and such other factors that KKR Credit deems relevant under the circumstances.

#### *Co-Investment Structuring*

In addition to economic interests, the voting, control and governance rights with respect to an investment in which KKR Credit Funds, Other Clients, KKR proprietary entities and/or co-investors participate may be structured in a number of ways depending upon various considerations relating to the specific investment and the entities participating. For example, voting rights may be allocated *pro rata* to the participants in an investment in accordance with their respective equity interests or may be allocated on a

disproportionate basis to one or more of the participants. In many cases, the “flagship” KKR Credit Fund participating in an investment may control the general partner (or similar entity) of the aggregating vehicle through which the various entities participate in the relevant investment, and as such will indirectly control the aggregating vehicle even where it does not own a majority of the relevant investment. Similarly, KKR proprietary entities may be allocated at least half or more of the voting rights or governance rights (including the right to elect at least half of the board of directors) with respect to an aggregating entity (which may be a limited liability company) even where the KKR Credit Funds (or Other Clients or co-investors) own a majority of the economics or equity in the entity. Where KKR proprietary entities or a KKR Credit Fund (or Other Client) have interests or requirements that do not align with those of a different KKR Credit Fund (or Other Client), including in particular differing liquidity needs or desired investment horizons, conflicts may arise with respect to the manner in which the voting or governance rights with respect to an aggregator entity (or similar entity) are exercised, potentially resulting in an adverse impact on a KKR Credit Fund (or Other Client).

### *Balance Sheet Investments*

Investments by the Balance Sheet are described above under “KKR/KKR Credit Purchases/Sales of Securities Recommended to KKR Credit Funds and Other Clients – Proprietary Investments.” KKR believes that the Balance Sheet’s strategic investments and operational funding activities are appropriate solely for proprietary investment activities and therefore not within the investment focus of any KKR Credit Fund or Other Client. As such, strategic investments and operational funding activities are not typically allocated to KKR Credit Funds or Other Clients. The Balance Sheet’s opportunistic investments, however, may also be allocated to relevant KKR Credit Funds and Other Clients (see discussion below regarding examples of such investments). Please also see “KKR/KKR Credit Purchases/Sales of Securities Recommended to KKR Credit Funds and Other Clients – Proprietary Investments” for a discussion of the Balance Sheet Guidelines and “Allocation of Investment Opportunities” above for further information regarding KKR’s allocation procedures with respect to certain co-investments by KKR alongside KKR Credit Funds or Other Clients.

Examples of opportunistic investments made by the Balance Sheet involve certain investment opportunities that are not within an investment mandate of a KKR Credit Fund or Other Client or that have been declined by the investment committee of a relevant KKR Credit Fund. For example, in the past the Balance Sheet has made certain Seed Investments for the real estate, technology, media and telecommunications and health care growth equity strategies, which were below the equity investment size threshold targeted by KKR private equity funds. Such investments by their nature would not typically be allocated to KKR Credit Funds or Other Clients. However, such investments, if opportunistic in nature, would be offered for co-investment alongside the Balance Sheet to certain KKR Credit Funds that established as investment vehicles for a single investor whose investment mandate includes opportunistic investments made alongside the Balance Sheet. The amount allocated to any such KKR Credit Fund would depend on various factors, including suitability of investment, available capital, concentration limits and other investment restrictions, the investment’s risk profile and to the extent applicable, consent of investor(s) in such KKR Credit Fund.

### *Investments in Marketable Securities*

Periodically, KKR Credit Funds and Other Clients 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 KKR Credit Funds, Other Clients or KKR proprietary entities qualified to invest in such new issues. The determination of the eligibility of any such entity to invest in new issues will be made by



KKR Credit's Legal and Compliance department through, among other things, questionnaires contained in subscription agreements or other documentation or confirmation obtained from investors therein designed to elicit specific information regarding investor eligibility.

## **Other Conflicts of Interest**

### *Side Letters, Strategic Partnerships and Other Arrangements*

A KKR Credit Fund or KKR Credit GP may enter into side letters or other similar agreements with particular investors in such KKR Credit Fund without the approval or vote of any other investor, which would have the effect of establishing rights under, altering or supplementing the terms of such KKR Credit Fund's governing documents with respect to such investors in a manner more favourable to such investors than those applicable to other investors. Any rights established or any terms of the governing documents altered or supplemented, in side letters or other similar agreements with investors will govern solely with respect to such investors, notwithstanding any other provisions of the governing documents. Such rights or terms in any such side letters or other similar agreements may include, without limitation: (i) excuse rights applicable to particular investments (which may increase the percentage interest of other investors in and contribution obligations of other investors with respect to, such investments); (ii) reporting obligations of the KKR Credit GP; (iii) waiver of certain confidentiality obligations; (iv) consent of the KKR Credit GP to certain transfers by such investors or other exercises by the KKR Credit GP of its discretionary authority under a KKR Credit Fund's governing documents or (v) rights or terms necessary in light of particular legal, tax, regulatory or public policy characteristics of an investor.

KKR Credit and its affiliates may from time to time enter into agreements with investors who are in a KKR Credit Fund, which agreements are entered into with such investors other than in their respective capacities as investors in such fund. Such agreements do not constitute side letters since they do not establish rights under or alter or supplement the terms of the KKR Credit Fund's governing documents and therefore will not be disclosed or offered to other investors. Such agreements may include, without limitation, strategic partnerships with investors, arrangements regarding investments with KKR Credit in one or more investment strategies, which may include co-investments alongside the relevant KKR Credit Fund and other KKR Credit Funds, and similar arrangements established by KKR Credit and its affiliates with investors other than in their respective capacities as investors in the relevant KKR Credit Fund.

KKR Credit 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 KKR Credit's platform of products, investment ideas and asset classes (including the investment strategy of an existing KKR Credit Fund). Such arrangements may include KKR Credit granting certain preferential terms to such investors, including blended fee and carried interest rates that are lower than those applicable to a KKR Credit Fund when applied to the entire strategic partnership. Where such investors participate in a KKR Credit Fund through dedicated investment vehicles or accounts as part of such arrangements, such vehicles and accounts may be granted terms, including management fees or carried interest, that are more favourable than those applicable to other investors notwithstanding that the capital commitment of the relevant investors to such vehicles or accounts and/or the capital commitments to the KKR Credit Fund by such vehicles or accounts maybe smaller than other investors' capital commitments to such KKR Credit Fund. Where management fees and carried interest are applicable at the level of such vehicles and accounts, such terms may include a waiver of management fees and carried interest on their investment in a KKR Credit Fund.

KKR Credit may also establish other KKR Credit Funds that pursue similar investments and strategies to the relevant KKR Credit Fund and may permit such other KKR Credit Funds and any other investor to co-invest in investments made by such relevant KKR Credit Fund. The terms applicable to such other

KKR Credit Funds and co-investors, including management fees or carried interest, may be more favourable than those applicable to the relevant KKR Credit Fund (and may include no fees and/or carried interest). The foregoing preferential terms are not subject to the “most favored nation” provisions of any relevant KKR Credit Fund and are therefore unavailable to investors in such KKR Credit Fund that have not entered into strategic partnerships or other comparable arrangements with KKR Credit.

#### *General Partner’s Interest; Fees*

A KKR Credit GP’s entitlement to receive carried interest or performance allocations or fees (particularly where a KKR Credit Fund contains a preferred return or hurdle for the benefit of investors) or comparable arrangements with any Other Client may create an incentive for the KKR Credit GP and KKR Credit to make riskier or more speculative investments on behalf of KKR Credit Funds (or Other Clients) than would be the case in the absence of this arrangement. The payment by some, but not all, KKR Credit Funds and Other Clients of carried interest or performance allocations or fees or the payment of such amounts at varying rates (including varying effective rates based on the past performance of a KKR Credit Fund or Other Client) may create an incentive for KKR Credit to disproportionately allocate time, services or functions to KKR Credit Funds and Other Clients paying carried interest or performance allocations or fees or paying such amounts at a higher rate, or allocate investment opportunities to such KKR Funds. Recently enacted U.S. tax legislation requires KKR Credit GPs to hold an investment for more than three years in order for the carried interest related to such investment to be treated as long-term capital gains for tax purposes. This lengthened hold period may result in a conflict between KKR Credit’s interests and the interests of investors with respect to the sequence and timing of disposals of investments. Investors in KKR Credit Funds or Other Clients generally are eligible for long-term capital gains treatment after a holdings period of only one year. Please see Item 8 – “*Methods of Analysis, Investment Strategies and Risk of Loss – Certain Tax Legislation*” for further information regarding this potential conflict of interest.

Each KKR Credit GP or, as applicable, KKR Credit, will be responsible for the valuation of a KKR Credit Fund’s or Other Client’s investments. In some KKR Credit Funds or Other Clients, KKR Credit GPs (or KKR Credit, as applicable) do not receive carried interest or performance allocations or fees until investors receive distributions equal to their share of write-downs not taken into account in prior distributions or until the relevant KKR Credit Funds or Other Clients have exceeded previous “high water marks”. Each such KKR Credit GP (and KKR Credit), therefore, has a conflict of interest with respect to such valuations because the amount of carried interest or performance allocations or fees to which such KKR Credit GP (or KKR Credit) is entitled with respect to the KKR Credit Fund or Other Client, and the timing of its receipt of carried interest or performance allocations or fees, will depend in part on the value of the investments that continue to be held by the KKR Credit Fund or Other Client. Further, in the “catch-up” period (if any) that occurs after investors in certain KKR Credit Funds or Other Clients have received the applicable preferred return, the KKR Credit GP or KKR Credit, as applicable, is incentivized to bring realizations forward and lock in returns (and stop the accrual of the preferred return), even though the relevant KKR Credit Fund or Other Client may achieve a higher overall return if it had realized the investment at a later date. Finally, a KKR Credit GP or KKR Credit could be motivated to overstate valuations in order to improve a KKR Credit Fund’s or Other Client’s track record or to minimize losses from write-downs that may need to be returned in accordance with the terms of the relevant KKR Credit Fund or KKR Other Client prior to the relevant KKR Credit GP’s or KKR Credit’s receiving carried interest or performance allocations or fees. KKR Credit has valuation policies and procedures in place to protect against such conflicts of interest.

Furthermore, the use of a subscription facility (or other long-term leverage) may present conflicts of interest as a result of certain factors, including that typically interest will accrue on any such outstanding borrowings at a rate lower than the rate of any applicable preferred return obligation, that any applicable

preferred return does not begin to accrue upon the incurrence of such borrowings, and that the preferred return only begins to accrue on the date of capital contribution by investors to the KKR Credit Fund or KKR Other Client (i.e., the due date for the capital call notice). As a result, the use of a subscription facility (or other long-term leverage) with respect to investments and ongoing capital needs of a KKR Credit Fund or KKR Other Client may reduce or eliminate the preferred return received by the ultimate investors and accelerate or increase distributions of carried interest to KKR Credit GP or KKR Credit, providing them with an economic incentive to fund investments and ongoing capital needs of a KKR Credit Fund or KKR Other Client through subscription facilities (or other long-term borrowings) in lieu of capital contributions and to make distributions prior to repayment of such outstanding borrowings.

In addition, in the event that any KKR Credit Fund or Other Client makes any distribution in kind to investors as a whole or to any investor in particular, the fair market value of such property will be determined by the relevant KKR Credit GP or KKR Credit. If the valuations made by the KKR Credit GP or KKR Credit are incorrect (including both with respect to an in kind distribution or with respect to the fair value of investments that continue to be held by the KKR Credit Fund or Other Client), the carried interest or performance allocations or fees received by such KKR Credit GP or KKR Credit, or the timing of receipt of carried interest or performance allocations or fees, could also be incorrect. An independent valuation or appraisal generally will not be required and is not expected to be obtained in connection with in kind distributions or contributions. In certain circumstances, a KKR Credit Fund may be permitted to make a distribution in kind to all investors in the KKR Credit Fund.

In certain circumstances, a KKR Credit GP may offer the option to investors to receive an in-kind distribution of securities in lieu of a cash distribution in connection with any proposed disposition by a KKR Credit Fund or Other Client, in which case the KKR Credit GP may itself elect to receive an in-kind distribution in lieu of a cash distribution with respect to carried interest or other amounts distributable to such KKR Credit GP with respect to a portfolio investment of a KKR Credit Fund. In such circumstances, notwithstanding the KKR Credit GP's election to receive its share of the investment in-kind, it is expected that the KKR Credit Fund would dispose of the portion of the investment allocable to the investors and distribute cash unless investors exercise any right they may have to elect an in-kind distribution pursuant to the KKR Credit Fund's governing documents. The decision of the KKR Credit GP to receive such an in kind distribution will result in such KKR Credit GP disposing of its investment at a different time than the disposition by the KKR Credit Fund of the portion of the investment allocable to the investors and otherwise taking actions with respect to such investment (including the exercise of voting or other rights in connection therewith) that are different than the actions taken by the KKR Credit Fund with respect to the portion of the investment allocable to the investors. A KKR Credit GP may ultimately receive a return on its share of an investment distributed to it in kind that is higher than the return achieved by the investors with respect to their share of such investment and is higher than the amount it would have received (including with respect to both its carried interest and its capital interest) had it taken its distribution in cash at the same time as the disposition by the KKR Credit Fund.

Under certain circumstances, a KKR proprietary entity may seek to hold a co-investment interest when a KKR Credit Fund or Other Client sells, due to differences in strategy, asset allocation objectives or liquidity needs. KKR would obtain any consents required under the governing documents of KKR Credit Fund and Other Clients prior to doing so and would endeavor to determine whether there would be a negative impact on the valuations of KKR Credit Funds or Other Clients prior to implementing a hold strategy for a KKR proprietary account. Such variations in timing of investment dispositions may result in KKR proprietary entities achieving better investment performance than KKR Credit Funds and Other Clients.

The payment of the management fees may also give rise to certain conflicts of interest. Management fees payable after a KKR Credit Fund's or Other Client's investment period terminates are typically based on

the cost basis of invested capital, which generally includes any amounts borrowed by KKR Credit Funds or Other Clients, as of the last day of the most recently ended calendar quarter. Post-investment period management fees will increase to the extent that the relevant KKR Credit Fund or Other Client has invested more capital. As a result, the method of calculating the management fees may create an incentive for a KKR Credit GP (or KKR Credit) to seek to draw down and deploy more capital (or more capital more quickly) or to borrow more than it would otherwise. Furthermore, the method of calculating management fees may create an incentive for a KKR Credit GP (or KKR Credit) to cause the relevant KKR Credit Fund (or Other Client) to hold on to investments that have poor prospects for improvement in order to receive a potentially larger carried interest distribution and for KKR Credit to receive ongoing management fees.

### *Service Providers*

Certain advisors and other service providers, or their affiliates (including accountants, administrators, lenders, bankers, brokers, attorneys, consultants, and investment or commercial banking firms), to a KKR Credit Fund or Other Client and its portfolio companies also provide goods or services to or have business, personal, political, financial or other relationships with the general partner of such fund, KKR Credit or its affiliates or employees. Such advisors and service providers may be investors in other KKR Credit Funds, sources of investment opportunities for KKR Credit, or may otherwise be co-investors with or counterparties to transactions involving the foregoing and payments by such KKR Credit Funds and/or portfolio companies may indirectly benefit KKR Credit or such other KKR Credit Funds. These relationships may influence a KKR Credit GP and KKR Credit in deciding whether to select or recommend any such advisor or service provider to perform services for a KKR Credit Fund or Other Client or a portfolio company (the cost of which will generally be borne directly or indirectly by such KKR Credit Fund or Other Client or its portfolio company, as applicable).

Notwithstanding the foregoing, KKR Credit GPs and KKR Credit will generally seek to engage advisors and service providers in connection with investment transactions for KKR Credit Funds or Other Clients that require their use on the basis of cost and the overall quality of advice and other services provided, the evaluation of which includes, among other considerations, such service provider's provision of certain investment-related services and research that a KKR Credit GP believes to be of benefit to the KKR Credit Fund or Other Client, as applicable. Advisors and service providers, or their affiliates, often charge different rates or have different arrangements for specific types of services. With respect to service providers, for example, the fee for a given type of work may vary depending on the complexity of the matter as well as the expertise required and demands placed on the service provider. Therefore, to the extent the types of services used by KKR Credit Funds, Other Clients and portfolio companies are different from those used by KKR Credit and its affiliates, KKR Credit and its affiliates may pay different amounts or rates than those paid by the KKR Credit Funds, Other Clients and portfolio companies. However, it is KKR Credit's practice to not enter into arrangements with advisors or service providers that could provide for lower rates or discounts than those available to KKR Credit Funds, Other Clients or portfolio companies for the same services.

### *Third Party Placement Agents*

KKR Credit may enter into arrangements with third parties to raise capital for a KKR Credit Fund or Other Client. Such placement agents may receive a flat fee or in some cases a percentage of the investments they bring to the respective KKR Credit Fund or Other Client. KKR Credit generally bears such fees instead of KKR Credit Funds or Other Clients. Basing the placement agent's compensation on an investor's decision to invest creates a conflict of interest by incentivizing the placement agent to attract investors to a KKR Credit Fund or Other Client when it may not be in the investors' best interests to subscribe.

### *Interpretation of Governing Documents and Legal Requirements*

The governing and related documents of each KKR Credit Fund or Other Client are detailed agreements that establish complex arrangements among KKR Credit, the investors, the KKR Credit Fund or Other Client, and other entities and individuals. Questions will arise from time to time under these agreements regarding the parties' rights and obligations in certain situations, some of which the parties may not have considered while drafting and executing these agreements. In these instances, the applicable provisions of the agreements, if any, may be broad, general, ambiguous, or conflicting, and may permit more than one reasonable interpretation. At times, there may not be provisions directly applicable to the situation at hand. While KKR Credit will construe the relevant agreements in good faith and in a manner consistent with its legal obligations, the interpretations it adopts may not necessarily be, and need not be, the most favorable interpretations for KKR Credit Funds or Other Clients or their investors.

### *Multiple Clients*

Certain inherent conflicts of interest arise from the fact that KKR Credit provides investment management services to multiple clients, as these clients may have overlapping investment objectives. The KKR Credit professionals who provide investment management services to one KKR Credit Fund or Other Client are affiliated with (or in some cases are the same as) other KKR Credit professionals who provide similar services to other KKR Credit Funds or Other Clients with the same or similar investment objectives. In addition, portfolio strategies or KKR proprietary investment strategies that KKR Credit employs for a certain KKR Credit Fund or Other Client could conflict with strategies for other KKR Credit Funds or Other Clients, and may affect the prices and availability of securities and other assets in which such other KKR Credit Funds or Other Clients invest. KKR Credit may also advise KKR Credit Funds or Other Clients with conflicting investment objectives or strategies, which can adversely affect the prices and availability of other securities or instruments held by or considered for one or more KKR Credit Funds or Other Clients.

KKR Credit may receive various kinds of portfolio company data and information (including from portfolio entities of KKR Credit Funds or Other Clients), including information relating to business operations, trends, budgets, customers and other metrics. In furtherance of the foregoing, KKR Credit may seek to enter into information sharing and use arrangements with portfolio companies. KKR Credit believes that access to this information may further the interests of limited partners by providing opportunities for operational improvements across portfolio companies and for KKR Credit to utilize such information in connection with the investment management activities of KKR Credit Fund and Other Clients. Subject to appropriate applicable confidentiality requirements and applicable law and KKR Credit's policies and procedures on the proper handling of private and confidential information, KKR Credit may also utilize such information outside of the activities of KKR Credit Funds or Other Clients in a manner that provides a material benefit to KKR Credit Funds or Other Clients, or to KKR Credit or KKR Credit affiliates in which KKR Credit Funds or Other Clients would not participate. However, the acquisition of certain confidential or material, non-public information may also limit the ability of KKR Credit Funds or Other Clients to buy or sell particular securities. The benefits received by KKR Credit or KKR Credit affiliates from any such arrangements will not offset management fees or otherwise be shared with investors.

### *Advisory Committees*

Certain KKR Credit Funds or Other Clients have advisory committees that consist of the representatives of certain investors in such KKR Credit Funds or Other Clients. Any approval or consent given by such advisory committees is generally binding on such KKR Credit Funds or Other Clients and all of their

investors. Advisory committees are also generally authorized to give approval or consent required under the Advisers Act, including under Section 206(3) of the Advisers Act. Although KKR Credit has adopted investment allocation policies and procedures and conflicts mitigation policies and procedures to mitigate potential conflicts of interest among KKR Credit Funds and Other Clients, advisory committee members may have conflicts of interest that do not disqualify them from voting on or consenting to matters submitted for consideration or review. In addition, advisory committee members generally do not owe a fiduciary obligation to the relevant KKR Credit Fund or Other Client.

#### *Common Advisors*

KKR Credit Funds, Other Clients, certain co-investment vehicles, KKR Credit Associates Vehicles and KKR 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 KKR Credit Funds, Other Clients, certain co-investment vehicles, KKR Credit Associates Vehicles and KKR Funds, such as in a work-out or other distressed situation, separate representation may become desirable, in which case KKR Credit may hire separate counsel in its sole discretion, and in litigation and other circumstances, separate representation may be required. Legal counsel and other advisors who advise KKR Credit Funds and Other Clients also routinely represent KKR Credit and KKR affiliates in various matters. Partners of the law firms and other advisor and service providers engaged to represent KKR Credit Funds, Other Clients, certain co-investment vehicles, KKR Credit Associates Vehicles and KKR Funds may be directly or indirectly investors in such funds, and may also represent one or more portfolio companies or investors of such funds.

### **Item 12            Brokerage Practices**

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

To the extent required by applicable law, it is KKR Credit'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 KKR Credit 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 KKR Credit's view, the transaction represents the best overall qualitative and quantitative execution for the KKR Credit Fund or Other Client. KKR Credit'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. KKR Credit 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;
- whether the broker-dealer is making a market in a particular issuer;
- 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 KKR Credit 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. On a quarterly basis, KKR Credit's Trade Review Committee conducts an evaluation of the qualitative and quantitative factors surrounding the execution quality of its counterparties.

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

#### *Research and Other Soft Dollar Benefits*

Pursuant to KKR Credit's policy, it does not enter into soft dollar or comparable commission sharing arrangements with broker-dealers relating to transactions executed for the benefit of KKR Credit Funds or Other Clients, despite the incentive to receive research or other products or services without paying. It should be noted, however, that various broker-dealers may provide KKR Credit or its affiliates with proprietary research and other products and services, which KKR Credit may use to service all KKR Credit Funds or Other Clients, if applicable, equally. KKR Credit is of the view that it would receive such research, products and services regardless of the volume of transactions executed through such broker-dealers or the level of commissions or spreads generated by such transactions and that, accordingly, it is not causing any KKR Credit Fund and Other Client to "pay up" for such research, services or products and such research, products and services are not a factor considered by KKR Credit in directing client transactions to such broker-dealers. KKR Credit does not cause KKR Credit Funds or Other Clients to pay commissions higher than those charged by other broker-dealers in return for soft-dollar benefits or direct client transactions to a particular broker-dealer in return for soft dollar benefits. Acquisitions of portfolio companies will typically be executed by KKR Credit on behalf of KKR Credit Funds or Other Clients on terms specifically negotiated by KKR Credit with such companies or the seller of such companies.

#### *Brokerage for Client Referrals*

KKR Credit may engage broker-dealers or affiliates of broker-dealers with whom it engages in securities transactions on behalf of KKR Credit Funds and Other Clients to place securities issued by KKR Credit Funds. Similarly, such entities may be underwriters of, or otherwise involved in the placement of securities issued by KKR Credit or KKR Credit 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 KKR Credit 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 KKR Credit's selection of broker dealers and other trading counterparties. KKR Credit, 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*

KKR Credit does not recommend, request or require that a client direct KKR Credit 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 KKR Credit Fund and Other Client transactions in marketable securities, KKR Credit may bunch orders for KKR Credit Funds and Other Clients (subject to KKR Credit's obligation to seek best execution for KKR Credit Funds and Other Clients and otherwise treat KKR Credit Funds and Other Clients in a fair and equitable manner over time). Allocations of bunched trades are made consistent with KKR Credit's allocation policies and procedures described above in Item 11.

## **Item 13            Review of Accounts**

KKR Credit has an internal structure which allocates responsibility for oversight of KKR Credit Fund and Other Client portfolios and/or specific KKR Credit Fund or Other Client portfolio investments to the respective KKR Credit investment committees and/or executive investment management, and for certain Other Clients, as it relates to strategic investment oversight, to appropriate senior investment professionals. Generally, investments of KKR Credit Funds and Other Clients are overseen by established investment committees, which primarily consist of representation by portfolio management, KKR Credit senior investment professionals, and for certain credit strategies, trading. Additionally, certain KKR Credit 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.

KKR Credit Fund and Other Client portfolios and their respective investments are reviewed and monitored with respect to historic and anticipated performance, market developments and compliance with the investment mandate of the relevant KKR Credit Fund or Other Client on an ongoing basis, both informally and formally through scheduled periodic meetings of the investment committees or established portfolio monitoring governance structure, as appropriate.

The nature and frequency of regular reports to KKR Credit Funds and Other Clients and to investors in KKR Credit Funds and Other Clients depends on the terms of the governing documents of such KKR Credit Funds and Other Clients 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 KKR Credit 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 and other Consultants receive economic benefits from portfolio companies of KKR Credit Funds and Other Clients.

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

Please refer to 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 refer to response to Item 5, “Fees and Compensation” “KKR Capstone and RPM” with respect to portfolio companies of KKR Credit Funds or Other Clients and fees and/or servicing payments payable to KKR, its affiliates, KKR Capstone or RPM (or other Consultants).

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

KKR Credit 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 KKR Credit. KKR Credit will disclose these solicitation arrangements to affected investors, and any cash solicitation agreements will comply with Rule 206(4)-3 under the Advisers Act. Solicitors introducing clients to KKR Credit may receive compensation from KKR Credit, 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 KKR Credit or KKR and not by any affected client.

#### **Item 15**      **Custody**

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

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

KKR Credit, including through the KKR Credit GPs, generally has discretionary authority based on its investment management agreements with each KKR Credit Fund or Other Client and the governing documents of the KKR Credit Funds and Other Clients to buy and sell securities or other investments on behalf of the KKR Credit Funds and Other Clients and to determine the amount of such investments to be bought and sold. The terms upon which KKR Credit serves as investment manager of a KKR Credit Fund are established at the time each KKR Credit Fund is established and are generally set out in the governing documents entered into by KKR Credit with respect to the relevant KKR Credit Fund, and disclosed in the offering or disclosure documents for the relevant KKR Credit Fund, as applicable. These terms, which vary as among each KKR Credit Fund, potentially restrict KKR Credit’s advice concerning investment in certain securities or types of securities, geographies, and leverage. Typically, the governing documents of the KKR Credit Funds contain limited investment restrictions and requirements as to diversification of fund investments, either by geographic region or asset type.

For Other Clients and certain other investment vehicles established for a single investor, KKR Credit

would negotiate the level of investment discretion with the client at the outset of the advisory relationship.

In addition to the conflicts of interest described under Item 11, as a general matter, KKR Credit 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 KKR Credit 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 KKR Credit 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 KKR Credit Funds, Other Clients or KKR proprietary entities or the regulatory status of other KKR Credit Funds or Other Clients and any related restrictions or obligations imposed on KKR Credit as a fiduciary thereof (including for example KKR Credit Funds or Other Clients that are registered as investment companies under the Investment Company Act). Such advice and actions may adversely impact KKR Credit Funds and Other Clients. For example, another KKR Credit Fund, Other Client, Seed Investment or other KKR proprietary entity may establish a short position in a security held by a KKR Credit 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 KKR Credit Fund, Other Client, Seed Investment or other KKR proprietary entity hold. Similarly, KKR Credit may seek to buy or sell a security for a KKR Credit 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. KKR Credit 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 KKR Credit Funds, Other Clients, Seed Investments and other propriety accounts. These policies and procedures are designed to ensure that KKR Credit 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 KKR Credit provides investment advisory or management services to KKR Credit Funds or Other Clients that are subject to ERISA (“**ERISA Clients**”), KKR Credit will be acting as an ERISA fiduciary to such ERISA Clients. KKR Credit’s fiduciary relationships with ERISA Clients may cause conflicts of interest, as described herein, and independently may affect the actions KKR Credit is permitted to take with respect to any other KKR Credit 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 KKR Credit Fund or Other Client may not be equivalent to, or better than, the terms of, or the returns obtained by, other KKR Credit Funds or Other Clients or KKR proprietary entities. In addition, a KKR Credit Fund or Other Client or KKR proprietary entity with similar investment objectives, programs or strategies of any other KKR Credit Fund or Other Client may not hold the same positions, obtain the same financing or perform in a substantially similar manner as such other KKR Credit Fund or Other Client.

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

KKR Credit 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 KKR Credit in the proxy voting process. The services provided by ISS include in-depth research, global issuer analysis, and voting recommendations as well as vote notifications, execution, reporting and recordkeeping with respect to both U.S. and non-U.S. securities. KKR Credit, however, retains ultimate voting discretion with respect to Client securities. It is the general policy of KKR Credit to vote Client proxies in the interest of maximizing shareholder value. To that end, KKR Credit will vote in a way that it

believes is consistent with its obligations to the KKR Credit Funds and Other Clients, and will cause the value of the relevant investment to increase the most or decrease the least.

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

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

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

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

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

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