

# **Pomona Management LLC**

## **Form ADV Part 2A**

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**This brochure provides information about the qualifications and business practices of Pomona Management LLC, doing business as Pomona Capital. If you have any questions about the contents of this brochure, please contact us at (212) 593-3639. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (“SEC”) or by any state securities authority.**

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

**REGISTRATION WITH THE SEC AS AN INVESTMENT ADVISER DOES NOT IMPLY THAT POMONA CAPITAL OR ANY OF THE PARTNERS OR EMPLOYEES OF POMONA CAPITAL POSSESS A PARTICULAR LEVEL OF SKILL OR TRAINING IN THE INVESTMENT ADVISORY BUSINESS OR ANY OTHER BUSINESS.**

### **Material Changes**

Pomona Capital's most recent update to Part 2 of Form ADV was made in March 2013. In 2012, certain Pomona Capital Funds entered into a purchase and sale agreement (the "**PSA**") and acquired a diversified portfolio of private equity assets that had been assembled and managed over the past five years by Pomona Capital on behalf of various investment funds (the "**Pomona-ING Funds**") in which controlling interests are held by certain affiliates (the "**ING Affiliates**") of ING Groep, N.V., an affiliate of Pomona Capital. For additional details, see Project Orange under Item Code of Ethics, Participation or Interest in Client Transactions and Personal Trading. At this time, there are no other material changes to report.

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## **Advisory Business**

Pomona Capital was founded in 1994 and is an independent manager of secondary private equity, primary private equity and co-investment funds. Pomona Capital maintains subsidiaries in London, Hong Kong, and Sydney. Pomona Capital Asia Limited (“Pomona Asia”) does not currently manage investments, but is an investment manager duly incorporated, authorized and registered with the Securities and Futures Commission in Hong Kong. Pomona Europe Advisors Ltd. (“Pomona Europe”) does not currently manage investments, but is an investment manager duly incorporated, authorized and regulated by the Financial Services Authority in the United Kingdom that provides research services to Pomona. Pomona Australia PTY LTD (“Pomona Australia”) is an investment manager duly incorporated, authorized and registered with the Australian Securities and Investments Commission in Australia, currently managing investments for six collective investment vehicles. Pomona Capital has managed over \$6.9 billion in capital commitments since 1994. Pomona Capital is a registered investment adviser which has been registered since December 5, 2008. The principal owner of Pomona Capital is ING Pomona Holdings LLC.

Pomona Capital and/or its affiliates provide financial, investment and portfolio analysis services as required for the benefit of its “secondary,” “primary” and “co-investment” private equity funds and other clients, including separate accounts (the “Pomona Capital Funds”). Pomona Capital’s primary investment focus is to seek capital appreciation by acquiring, holding and realizing upon a diversified portfolio of private investment fund interests through secondary market purchases. Pomona Capital also provides advice with respect to making “primary market” commitments to new private investment funds that have recently been formed and participating in co-investment transactions that are sponsored by managers or general partners of private investment funds. The Pomona Capital Funds generally seek capital appreciation through investments in private investment funds and privately held portfolio companies, but may also make investments from time to time in publicly traded securities.

Pomona Capital tailors its advisory services to the specific investment objectives and restrictions of each Pomona Capital Fund pursuant to the investment guidelines and restrictions set forth in each Pomona Capital Fund’s confidential private placement memorandum, limited partnership agreement and other governing documents (collectively, the “Governing Documents”). Investors and prospective investors of each Pomona Capital Fund should refer to the Governing Documents of the applicable Pomona Capital Fund for complete information on the investment objectives and investment restrictions with respect to such Pomona Capital Fund. There is no assurance that any of the Pomona Capital Funds’ investment objectives will be achieved.

The Pomona Capital Funds are offered exclusively to accredited investors and/or qualified purchasers pursuant to Section 3(c)(1) or Section 3(c)(7) of the Investment Company Act of 1940 (as amended, the “Company Act”), and are therefore not required to register as investment companies under the Company Act in reliance upon certain exemptions available to private investment funds whose securities are not publicly offered. A related entity of Pomona Capital generally acts as general partner of each

Pomona Capital Fund, and Pomona Capital is the investment manager of each Pomona Capital Fund.

In accordance with common industry practice, one or more of the Pomona Capital Funds' general partners may enter into "side letters" or similar agreements with certain investors pursuant to which the general partner grants the investor specific rights, benefits, or privileges that are not made available to investors generally.

Pomona Capital manages the majority of the assets of the Pomona Capital Funds on a discretionary basis in accordance with the terms and conditions of each Pomona Capital Fund's Governing Documents. As of September 30, 2012 Pomona Capital managed regulatory assets of approximately \$4.3 billion on a discretionary basis and \$58 million on a non-discretionary basis.

### **Fees and Compensation**

#### *Compensation and Fee Schedules*

All investors and prospective investors should review the Governing Documents of each Pomona Capital Fund in conjunction with this brochure for complete information on the fees and compensation payable with respect to a particular Pomona Capital Fund. Different Pomona Capital Funds and advisory accounts may be subject to different management fees and performance based compensation arrangements. In certain circumstances, the advisory fees payable to Pomona Capital may be negotiable. Investors and prospective investors in each Pomona Capital Fund should note that similar advisory services may (or may not) be available from other investment advisers for similar or lower fees. All clients are "qualified purchasers" and/or "accredited investors" as defined in Section 2(a)(51) of the Company Act and in Regulation D of the Securities Act of 1933 (the "Securities Act"), respectively, and therefore this information is not required.

In addition, Pomona Capital receives an administrative fee for administrative services it provides.

#### *Deduction of Fees; Timing of Payments; Termination*

Pomona Capital is authorized under the Governing Documents to charge and deduct advisory fees directly from the Pomona Capital Funds or borrow funds for such purposes. Payment of advisory fees are generally made quarterly in advance and in accordance with negotiated terms between Pomona Capital and each respective Pomona Capital Fund. Please refer to the Governing Documents of each of the Pomona Capital Funds for complete information on the timing of advisory fee payments.

Pomona Capital's services may be terminated by any of the Pomona Capital Funds at any time by prior written notice to Pomona Capital delivered within a reasonable period of time prior to such termination. Upon termination of any account, any prepaid, unearned fees will be promptly refunded, and any earned, unpaid fees will be due and payable.

### *Other Fees and Expenses*

In addition to the advisory fees and performance-based compensation payable to Pomona Capital, each Pomona Capital Fund will incur certain charges imposed by third parties, including (but not limited to): fees, costs and expenses of any custodians, attorneys, accountants, auditors, valuation experts or other professionals (including costs and expenses for tax and audit services to the Pomona Capital Fund); out-of-pocket costs and expenses, if any, incurred in developing, negotiating, structuring, monitoring, or, to the extent applicable, disposing of, portfolio investments of the Pomona Capital Fund, including without limitation any financing, legal, accounting, advisory, consulting or other professional expenses in connection therewith and expenses incurred in connection with attending meetings of portfolio investments or with representatives thereof; the costs and expenses (including travel-related expenses) of holding meetings or conferences with the Pomona Capital Fund's investors; brokerage commissions, registration fees and expenses, custodial expenses, other bank service fees and other investment costs, fees and expenses actually incurred in connection with actual portfolio investments; interest on and fees and expenses arising out of all borrowings made by the Pomona Capital Fund, including, but not limited to, the arranging thereof; the costs of any litigation, liability or other insurance and indemnification or extraordinary expenses or liabilities relating to the affairs of the Pomona Capital Fund; the costs of dissolving the Pomona Capital Fund and liquidating the Pomona Capital Fund's assets; certain expenses incurred by the Pomona Capital Fund's advisory board members (if any); and any taxes, fees or other governmental charges levied against the Pomona Capital Fund and all expenses incurred in connection with any tax audit, investigation, settlement or review of the Pomona Capital Fund. In addition, each private investment fund in which a Pomona Capital Fund acquires an interest will generally pay advisory fees, performance-based compensation and/or other fees and expenses to an investment adviser and/or general partner including affiliates of Pomona Capital. Compensation and expenses paid to Pomona Capital for investment advisory services to the Pomona Capital Funds are separate and distinct from the advisory fees, performance-based compensation and expenses charged by the independent investment advisers or general partners of the private investment funds in which Pomona Capital Funds invest.

The section titled "Brokerage Practices" describes the factors Pomona Capital considers in selecting or recommending broker-dealers and determining the reasonableness of their compensation.

### *Timing of Payments*

Please refer to the subsection entitled "*Deduction of Fees; Timing of Payments; Termination*" described above.

### *Other Compensation*

From time to time, in connection with investments made by certain Pomona Capital Funds, Pomona Capital or its affiliates or supervised persons may receive commitment, structuring, monitoring and/or other fees. Investors are requested to refer to the

Governing Documents of each of the Pomona Capital Funds for complete information on the additional compensation received by Pomona Capital or its affiliates or supervised persons in connection with a particular Pomona Capital Fund's investments.

The Pomona Capital Funds will generally purchase securities and investments recommended by Pomona Capital directly from issuers or third parties that are not affiliated with Pomona Capital. Investors are requested to refer to the Governing Documents of the Pomona Capital Funds for complete information on any such engagements and any conflicts of interest they present.

### **Performance-Based Fees and Side-by-Side Management**

#### *Performance-Based Fees*

A related entity of Pomona Capital, as general partner of a Pomona Capital Fund, will typically receive certain allocations calculated and charged based on a share of capital gains on or capital appreciation of the assets of such Pomona Capital Fund.

The performance-based allocation arrangements discussed above comply with Rule 205-3 under the Investment Advisers Act of 1940 (together with all rules and regulations promulgated thereunder, the "Advisers Act"). Any share of profits paid to the general partners of the Pomona Capital Funds are separate and distinct from the advisory fees charged by Pomona Capital for advisory services.

Performance-based allocation arrangements received by related persons of Pomona Capital may create an incentive for Pomona Capital to recommend investments that may be riskier or more speculative than those that would be recommended under a different fee arrangement. Please refer to the Governing Documents of each Pomona Capital Fund for complete information on the "performance-based fee" arrangements of each Pomona Capital Fund.

### **Types of Clients**

#### *Types of Clients and Investment Vehicles*

Pomona Capital provides advice to pooled investment vehicles and other clients, including separate accounts, and including the Pomona Capital Funds. The limited partners of the Pomona Capital Funds may include corporations, endowments, foundations, trusts, estates, sovereign wealth funds, individuals and pension and profit sharing plans. The Pomona Capital Funds are offered exclusively to accredited investors and/or qualified purchasers pursuant to Section 3(c)(1) or 3(c)(7) of the Company Act and are therefore not required to register as investment companies under the Company Act in reliance upon certain exemptions available to Pomona Capital Funds whose securities are not publicly offered.

Pomona Capital or its related entities may establish certain Pomona Capital Funds (“Feeder Funds”) to address certain tax or regulatory requirements. Each Feeder Fund, if formed, would be a limited partner of a Pomona Capital Fund and interests in such Feeder Fund would be held by the investors who elect to participate in the Pomona Capital Fund through such Feeder Fund. In addition, Pomona Capital may form other alternative investment vehicles or special purpose vehicles (collectively, “AIVs”) formed for the purpose of facilitating certain investments by one or more Pomona Capital Funds and/or investors. Prospective investors are requested to refer to the Governing Documents of the applicable Pomona Capital Fund for complete details on any Feeder Fund established by such Pomona Capital Fund and such Pomona Capital Fund’s ability to make investments through AIVs.

#### *Minimum Investment Requirements*

Pomona Capital and its related entities require that each limited partner in each of the Pomona Capital Funds be an “accredited investor” as defined in Regulation D under the Securities Act. In addition, Pomona Capital and its related entities require that each limited partner in each of the Pomona Capital Funds be a “qualified purchaser” as defined in the Company Act.

In general, the minimum investment commitment required of a limited partner to participate in a Pomona Capital Fund is \$10,000,000; however, the general partner of each Pomona Capital Fund has discretion to increase or reduce the minimum investment commitment. Investors are requested to refer to the Governing Documents of each of the Pomona Capital Funds for complete information on advisory fees and minimum investment requirements for participation in a particular Pomona Capital Fund.

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

##### *Methods of Analysis*

Investments and potential investments are analyzed by Pomona Capital based on (i) with respect to investments in private investment funds, the investment strategy and focus of the underlying private investment funds, the relevant experience of the underlying private investment funds’ managers, the past performance of related private investment funds, if any, and any other methods deemed appropriate, and (ii) with respect to investments in equity and quasi-equity securities and securities distributed in kind to the Pomona Capital Funds, the “fundamental” analysis of the issuers of such securities.

Pomona Capital’s principal sources of information (i) with respect to investments in private investment funds include private offering memoranda, quarterly and annual reports of the underlying private investment funds, personal interviews with the underlying private investment funds’ managers, and reference checks on the underlying private investment funds’ managers, and (ii) with respect to investments in equity and quasi-equity securities of an entity, include private offering memoranda, quarterly and annual reports, personal interviews with directors and officers of such entities and visits to such entities, SEC filings (if available) and general industry knowledge.



Pomona Capital provides investment advice on various types of private investments. As described above, Pomona Capital's primary investment strategy is to seek capital appreciation by acquiring, holding and realizing upon a diversified portfolio of private investment fund interests through secondary market purchases. Pomona Capital also provides advice with respect to making "primary market" commitments to new private investment funds that have recently been formed and participating in co-investment transactions that are sponsored by managers or general partners of private investment funds. Investors are requested to refer to the Governing Documents for each of the Pomona Capital Funds for complete information on investment strategies employed with respect to a particular Pomona Capital Fund.

The task of identifying investment opportunities and managing private equity investments is difficult. There can be no assurance that a Pomona Capital Fund will be able to make and/or realize any particular investment or that the Pomona Capital Funds will be able to generate returns for their investors. The marketability and value of any such investments will depend upon many factors beyond the control of the Pomona Capital Funds. In addition, there can be no assurance that any investor will receive any distribution from a Pomona Capital Fund. Investing in the Pomona Capital Funds involves a risk of loss that investors should be prepared to bear. Investors in the Pomona Capital Funds should carefully consider, among other factors, the following material risks involved with Pomona Capital's investment strategies. Investors in the Pomona Capital Funds are requested to refer to the Governing Documents of the applicable Pomona Capital Fund for complete information on investment strategies employed by the Pomona Capital Fund and the corresponding risks associated with such investment strategies.

#### Risks Inherent in Investments in the Pomona Capital Funds

A successful program of investing is subject to risks related to (i) the quality of the management of the respective private investment funds in which the Pomona Capital Funds invest (the "Investment Funds"); (ii) the ability of the management of the Investment Funds to select successful investment opportunities; (iii) general economic conditions; and (iv) the ability of the Pomona Capital Funds and the Investment Funds to liquidate their investments. There can be no assurance that the investments made by the Investment Funds in which the Pomona Capital Funds invest will result in rates of return to the Pomona Capital Funds that are equal to or better than the average rate of return on investments in other partnerships, or that the performance of any Investment Fund will equal or exceed the performance of past investments made by Pomona Capital. Historically, private equity returns have varied greatly over time, depending on the conditions at the time investments were made and when the private equity partnerships exited such investments. In addition, each private equity subclass may exhibit considerable volatility of returns. The Pomona Capital Funds may not be successful in meeting their respective performance objectives. Investors should not subscribe to a Pomona Capital Fund unless they can bear the risk of a complete loss of their committed capital.

### Highly Competitive Market for Investment Opportunities

The activity of identifying, completing and realizing private equity investments is highly competitive and involves a high degree of uncertainty. The Pomona Capital Funds and the Investment Funds in which they invest will be competing for investments with other private equity investment vehicles, as well as individuals, financial institutions and other institutional investors. Furthermore, over the past several years, an increasing number of private equity funds, including secondary investment funds of funds and other capital pools targeted at the secondary sector, have been formed, and additional capital will likely be directed at this sector in the future. Additional funds with similar investment objectives may be formed in the future by other unrelated parties. No assurance can be given that the Pomona Capital Funds will be able to identify investment opportunities that satisfy their investment objectives and desired diversification goals or, if the Pomona Capital Funds are successful in identifying such investment opportunities, that they will be permitted to invest, or invest in the amounts desired, in such opportunities. Accordingly, it is possible that a Pomona Capital Fund's capital commitments will not be fully utilized if sufficient attractive investments are not identified and consummated by such Pomona Capital Fund during its investment period.

### Certain Risks Particular to Secondary Investments

The market for secondary investments has been evolving and is likely to continue to evolve. It is possible that competition for appropriate investment opportunities may increase, thus reducing the number of investment opportunities available to the Pomona Capital Funds and adversely affecting the terms upon which investments can be made. Accordingly, there can be no assurance that the Pomona Capital Funds will be able to identify sufficient investment opportunities or that they will be able to acquire sufficient secondary investments on attractive terms. In addition, in the cases where a Pomona Capital Fund acquires an interest in an Investment Fund in a secondary transaction, such Pomona Capital Fund may acquire contingent liabilities of the seller of such interest. More specifically, where the seller has received distributions from the relevant Investment Fund and, subsequently, such Investment Fund recalls one or more of these distributions, such Pomona Capital Fund (as the purchaser of the interest to which such distributions are attributable and not the seller) may be obligated to return monies equivalent to such distributions to the Investment Fund. While such Pomona Capital Fund may, in turn, be able to make a claim against the seller for any such monies so paid to the Investment Fund, there can be no assurances that such Pomona Capital Fund would have the ability to make such a claim or, if such a claim is made, there can be no assurances that such Pomona Capital Fund would prevail. Finally, in some instances, the Pomona Capital Funds may have the opportunity to acquire a portfolio of Investment Funds from a seller on an "all or nothing" basis. Certain of the Investment Funds in the portfolio may be less attractive than others, and certain of the sponsors of such Investment Funds may be more familiar to the Pomona Capital Funds than others, or may be more experienced or highly regarded than others. In addition, the Pomona Capital Funds may have the opportunity to participate in "stapled secondaries" (e.g., a secondary market purchase of an existing limited partner interest and corresponding commitment to a new fund in formation sponsored by the same investment manager). In certain

instances, the purchase of the interest in the new fund may be less attractive than the secondary market purchase of an existing limited partner interest. In such cases, it may not be possible for the Pomona Capital Funds to exclude from such purchases those investments which Pomona Capital considers (for commercial, tax, legal or other reasons) less attractive.

#### Certain Risks Particular to Co-Investments

Certain Pomona Capital Funds may make “co-investments” in transactions sponsored by the general partners or managers of Investment Funds. Typically, co-investments are structured as investments in special purpose vehicles (“SPVs”) established and controlled by the sponsor Investment Fund general partner or manager or an affiliate thereof, which in turn invest in an underlying transaction. SPVs are typically structured so that all decision making with respect to the underlying investment transaction is generally consistent with the sponsor’s Investment Fund, subject to any necessary changes. Thus, a Pomona Capital Fund’s investment in any co-investment will be largely controlled by the sponsor Investment Fund’s general partner or manager or an affiliate thereof. Co-investment opportunities are sometimes in high demand and over-subscribed. Accordingly, sponsor Investment Fund general partners and managers are generally reluctant or unwilling to negotiate the terms of co-investments and at times insist on flexibility to deviate from strict decision making. This flexibility could cause the underlying investment to be less successful for the co-investors than for the sponsor’s Investment Fund. In addition, the sponsor’s Investment Fund typically receives transaction, monitoring and other fees and remuneration in connection with co-investment transactions. These fees are often not shared with co-investors, thus making investments less attractive for co-investors than for the sponsor’s Investment Fund. The sponsor’s Investment Fund is typically responsible for break-up fees if the underlying transaction is ultimately not consummated for certain reasons attributable to such Investment Fund. Some co-investment opportunities require co-investors to bear their pro-rata portion of any such break-up fees. In these situations, a Pomona Capital Fund could be required to pay a portion of a break-up fee if a co-investment transaction is not consummated.

Where appropriate, the general partners or managers of Investment Funds may, but is not obligated to, provide co-investment opportunities to Limited Partners and/or other third parties. Such investments will involve additional risks not present in investments where a third party is not involved, including the possibility that the co-investor may have interests or objectives that are inconsistent with those of the Funds or may be in a position to take (or block) action in a manner contrary to the Funds’ investment objectives. In addition, the Funds may, in certain circumstances, be liable for actions of their third-party partners.

#### Illiquidity of Investments by the Pomona Capital Funds

The Pomona Capital Funds may not be able to liquidate a particular interest in an Investment Fund or directly held security at the time and upon the terms it desires. Further, the timing of distributions from the Investment Funds, if any, will likely be at the

discretion of their management and may not occur at a time that is desirable. Distributions from the Investment Funds may be in the form of securities. If a Pomona Capital Fund holds securities, it may engage in various hedging transactions, including the purchase and sale of derivative securities which may involve borrowing. Unanticipated changes in interest rates, securities prices, currency exchange rates, or other factors may result in losses to such Pomona Capital Fund and its investors.

#### Certain Risks Related to Borrowings

Pomona Capital may borrow and utilize various lines of credit and other forms of leverage on behalf of clients in connection with the making of private equity investments. While borrowing and leverage present opportunities for increasing total return, they have the effect of potentially increasing losses as well. If income and appreciation on investments made with borrowed funds are less than the cost of the leverage, the value of clients' net assets will decrease. Accordingly, any event which adversely affects the value of an investment would be magnified to the extent leverage is employed. Leveraged transactions may also involve the posting of collateral. To the extent that a creditor has a claim on a client, such claim would be senior to the rights of the client and the investors in partnerships and limited liability companies managed by Pomona Capital.

#### Lack of Liquidity of Interests in the Pomona Capital Funds

Prospective investors should be aware of the long-term nature of their investment in the Pomona Capital Funds. There is not now and will not be a public market for limited partner interests in the Pomona Capital Funds. Limited partner interests may not be assigned, transferred or encumbered without the prior written permission of the general partner of the applicable Pomona Capital Fund. Accordingly, a limited partner may not be able to liquidate its investment and must be prepared to bear the risks of owning its limited partner interest for an extended period of time. The inability to transfer limited partner interests in the Pomona Capital Funds may limit the availability of estate planning strategies. The limited partner interests will not be registered under the Securities Act or under the various "Blue Sky" or securities laws of the state or jurisdiction of residence of any limited partner. The timing of distributions from the Pomona Capital Funds, if any, will depend in substantial part on the timing of distributions, if any, from the Investment Funds and will be unpredictable.

#### Reliance on Management

All decisions with respect to the management of a Pomona Capital Fund and the investments of a Pomona Capital Fund will be made by the general partner of such Pomona Capital Fund and/or its affiliates, and thus the limited partners must rely on the ability of the general partner and/or its affiliates to make appropriate investments for the Pomona Capital Funds and to manage and dispose of such investments. In addition, the timing and form of distributions from the Pomona Capital Funds will be subject to the discretion of the general partner. Limited partners will generally have no right or power to participate in the affairs or investment activities of the Pomona Capital Funds or to replace the general partner. Accordingly, no person should purchase a limited partner

interest in a Pomona Capital Fund unless such person is willing to entrust all aspects of the management of such Pomona Capital Fund and the investments of such Pomona Capital Fund to the general partner and/or its affiliates.

#### Dependence on Key Personnel

The success of the Pomona Capital Funds will be highly dependent on the expertise and performance of Pomona Capital's investment team. There can be no assurance that the members of the investment team will continue to be associated with the respective general partners of the Pomona Capital Funds or any of their affiliates throughout the life of the Pomona Capital Funds. The loss of certain of these individuals could have a significant adverse impact on the business of the Pomona Capital Funds. Investors in the Pomona Capital Funds may have no recourse in the event that any of these individuals ceases to perform services for the Pomona Capital Funds. Investors are not expected to be permitted to withdraw commitments or investments in the Pomona Capital Funds as a result of the departure of one of the professionals responsible for the activities of the Pomona Capital Funds.

#### Risks Related to Commitment Strategy

The general partner of a Pomona Capital Fund may expect Investment Funds to drawdown less capital than such Pomona Capital Fund has committed to the Investment Funds. If the general partner decides it is in the best interest of the Pomona Capital Fund to fully deploy the total capital commitments of such Pomona Capital Fund's limited partners, the general partner may make aggregate commitments to Investment Funds that exceed the aggregate capital commitments of limited partners to such Pomona Capital Fund. Although each Pomona Capital Fund will monitor cash flow projections closely, there can be no assurance that each such Pomona Capital Fund will be able to meet all of its commitments to the Investment Funds or otherwise successfully implement its commitment strategy. If a Pomona Capital Fund is not able to meet all of its commitments to the Investment Funds, such Pomona Capital Fund may be subject to penalties arising under the terms of its contractual commitments with respect to its investment in Investment Funds, including, without limitation, being required to sell its interest in an Investment Fund or forfeiting a portion of its investment in an Investment Fund. In such cases, such Pomona Capital Fund's return from such Investment Fund could be materially lower than it would have been had the Pomona Capital Fund been able to meet all of its commitments.

#### Reliance on Management of Investment Funds

The Pomona Capital Funds will invest in Investment Funds managed by investment managers unrelated to Pomona Capital and, therefore, investments by such Investment Funds will be selected by such unrelated investment managers. The Pomona Capital Funds will not have an active role in the day-to-day management of the Investment Funds. As a result, the returns of the Pomona Capital Funds will depend in large part on the performance of these unrelated investment managers and could be substantially adversely affected by the unfavorable performance of a small number of investment

managers. Each Pomona Capital Fund will also be subject to management and other fees and carried interest charged by the Investment Funds in which it invests.

### **Multiple Levels of Expense**

The Pomona Capital Funds and the Investment Funds impose performance-based allocations or fees, management charges, and other expenses. Such fees and expenses will result in greater expense than if limited partners of a Pomona Capital Fund were able to invest directly in the Investment Funds or the portfolio companies of such Investment Funds. Fees and expenses of the Pomona Capital Funds and the Investment Funds in which the Pomona Capital Funds invest will generally be paid regardless of whether the Pomona Capital Funds or the Investment Funds produce positive investment returns. From time to time, a Pomona Capital Fund may purchase an interest in another investment fund managed by Pomona Capital, provided that the sale or purchase is consistent with Pomona Capital's fiduciary obligations to each such Fund. While Pomona Capital endeavors at all times to act in the best interests of the Pomona Capital Funds, investors should be aware that Pomona Capital's receipt of compensation from each of the investment funds and the contribution of additional capital by a Pomona Capital Fund to another investment fund managed by Pomona Capital creates a potential conflict of interest with respect to such transactions.

### **Disciplinary Information**

Pomona Capital and its employees have not been the subject of any material legal proceeding required to be disclosed in response to this item.

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

#### *Registered Broker-Dealers*

None of Pomona Capital or its subsidiaries are registered as a broker-dealer or a registered representative of a broker-dealer.

Pomona Capital is affiliated, through a common ultimate parent, ING Investment Management LLC ("IIM"), with the broker-dealer ING Investments Distributor, LLC. ING Alternative Asset Management LLC ("IAAM") is an affiliated investment adviser owned by IIM. Pomona Capital affiliates (including their employees) may act as broker-dealers, investment advisers or investment managers on behalf of themselves or others, may execute trades, manage funds or capital for themselves or for others, may have, make and maintain investments in their own name or through other entities, and may serve as a consultant, partner or stockholder of one or more investment funds, partnerships, securities firms, advisory firms or companies in which Pomona Capital, its affiliates (including employees) or their customers have invested. Pomona Capital or its affiliates may give advice and take action with respect to their own investments which may involve the same or similar investments, or alternatively, may differ from the advice, timing or nature of action taken with respect to other clients.

### *Registered Futures Commission Merchants, Commodity Pool Operators and Commodity Trading Advisors*

None of Pomona Capital or any of its subsidiaries are registered as a registered futures commission merchant, commodity pool operator or commodity trading advisor.

Pomona Capital is affiliated, through a common ultimate parent, IIM, with the commodity trading advisor ING Investment Management Co. LLC.

### *Relationships with Related Persons*

Pomona Capital employees are employees of ING Investment Management LLC ("ING IM") or other affiliated SEC-registered investment advisers. Officers or employees of Pomona Capital may also be officers or employees of its affiliates which advise private funds, funds-of-funds, collateralized debt obligations, structured products and non-U.S. funds. Pomona Capital may share office space, staff and other resources with ING IM or any of its other affiliates. In addition, Pomona Capital may provide investment advice or engage in sub-advisory, marketing, product development or other initiatives with affiliates. Pomona Capital may enter into servicing, solicitation and employee-sharing agreements with affiliated advisers across multiple locations relating to portfolio management, trading and operational support. Pomona Capital and ING IM share compliance personnel and will be subject to the same compliance policies and procedures and Code of Ethics requirements.

From time to time various ING insurance companies and other affiliates may invest in funds or other products managed by Pomona Capital.

### *Selection or Recommendation of Other Advisers*

As a secondary private equity manager, Pomona Capital selects private investment funds for its clients. Pomona Capital does not, however, receive compensation from the advisers of such private investment funds in a manner that would create a material conflict of interest and does not have other business relationships with other advisers that create a material conflict of interest.

Certain of Pomona Capital's employees and/or related persons may be invited to serve on the advisory boards of the Investment Funds in which the Pomona Capital Funds invest to provide advice on certain conflicts of interest and other matters pertaining to such Investment Funds. There may be instances where such persons are asked to vote on issues taking the needs of all investors in such Investment Funds into account.

### *Co-Investment Opportunities*

Co-Investment opportunities are offered to Limited Partners and/or other third parties when Pomona Capital believes it is in the best interest of the Funds to do so. In general, Limited Partners that have expressed an interest in co-investments will be offered the opportunity to participate in such investments on a pro-rata basis. Limited Partners

committing to a Fund prior to the Fund's first close will receive preferential treatment regarding such offers, such as offers of such opportunities prior to other Limited Partners and other third parties in some cases. In any event, Pomona Capital will seek to allocate the available investments among the Funds, the Limited Partners and/or any third parties in an appropriate manner, as it may determine in its sole discretion. Thus, co-investment opportunities will not be offered to all Limited Partners in every case. Co-investors may participate in investments with management fees and/or carried interest that are different from those charged to the Funds and/or may permit Pomona Capital to retain other fees allocated to such co-investors. The amount of such management fees, carried interest and/or retained fees will not offset the management fees and/or carried interest paid by the Funds.

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

#### *Code of Ethics*

Pomona Capital has adopted a Code of Ethics under Rule 204A-1 of the Advisers Act expressing Pomona Capital's commitment to ethical conduct. Pomona Capital's employees are subject to the ING IM Code of Ethics (the "Code"), which describes its fiduciary duties and responsibilities to its clients. The Code prohibits personnel from engaging in personal investment activities which compete with or attempt to take advantage of planned portfolio transactions. Among the objectives of the Code is for Pomona Capital to act in its clients' best interests. As such, Pomona Capital employees are prohibited from using the influence of their position to obtain a personal trading advantage. All potential conflicts and violations of the Code of Ethics must be promptly reported to Pomona Capital's Chief Compliance Officer ("CCO").

Subject to certain exceptions consistent with industry requirements (e.g., U.S. government securities, open-end investment companies, etc.), the Code requires employees to receive pre-clearance before entering personal trading requests, regularly report securities transactions and holdings, and certify annually in writing regarding compliance with the terms of the Code. Subject to certain exceptions, the Code also establishes minimum holding periods before employees may profit from transactions (purchase and sale or sale and purchase) in the same or related securities. The Code further prohibits employees from participating in IPOs. Private placements are permitted under the Code with compliance and supervisory approval, subject to the requirements detailed above.

Pomona Capital requires that all individuals act in accordance with all applicable federal and state regulations governing investment advisory practices. Pomona Capital's Code also includes the firm's policy prohibiting the use of material non-public information. For legal, regulatory and other reasons, Pomona Capital may determine to restrict investments in securities or instruments of companies in which a client or an employee of Pomona Capital is an officer or director or with which such person has other material relationships, or where other potential conflicts of interest are present. In an effort to prevent inappropriate securities transactions by Pomona Capital's personnel, the CCO



will maintain and make available a list of restricted securities. Access persons are strictly prohibited from trading on their own behalf in restricted securities. Any individual not in observance of the above may be subject to discipline or termination.

Pomona Capital will provide a complete copy of the Code to any investor and any client or any prospective investor upon request.

*Participation or Interest in Client Transactions; Personal Trading*

As general partners, limited partners or managing members of the general partners of each of the Pomona Capital Funds, Pomona Capital and its related persons have indirect beneficial interests in the securities owned by the Pomona Capital Funds and will share in any profits and losses generated by the Pomona Capital Funds' investments. Before Pomona Capital makes a recommendation that a Pomona Capital Fund buy or sell a security, all related persons that have direct ownership of such security at the time of such recommendation are required to disclose such interest to Pomona Capital and will not be permitted to participate in the discussions or authorizations to recommend that a Pomona Capital Fund buy or sell such security. A related person shall not be so restricted if such person's only interest in a security is (i) held indirectly through one of the general partner entities, the Pomona Capital Funds or otherwise or (ii) related to such person's service as a director or advisor of a portfolio entity to facilitate Pomona Capital's ability to monitor the investment in such portfolio entity.

Pomona Capital and/or certain related persons of Pomona Capital may, directly or through one or more entities, sell securities in which they have a direct or indirect ownership interest to certain Pomona Capital Funds in connection with certain "warehousing" transactions, provided that the sale is consistent with Pomona Capital's fiduciary obligations to the Pomona Capital Funds. Such transactions will be fully disclosed and the written consent of the appropriate Pomona Capital Fund (which, in certain circumstances, may be provided by the Pomona Capital Fund's advisory committee) will be obtained prior to the consummation of any such transactions in accordance with Section 206(3) of the Advisers Act and all other applicable state and federal securities laws.

In certain situations, related persons of Pomona Capital may purchase interests in the same portfolio investments held by one or more Pomona Capital Funds. All such transactions are subject to compliance with Pomona Capital's Code as described above. Moreover, Pomona Capital may cause a Pomona Capital Fund to engage in "cross transactions" via the purchase or acquisition of a limited partner interest from or sale or transfer of a limited partner interest to another Pomona Capital Fund, provided that the transfer is consistent with Pomona Capital's fiduciary obligations to each Pomona Capital Fund participating in the cross transaction.

While Pomona Capital endeavors at all times to act in the best interests of the Pomona Capital Funds, investors should be aware that Pomona Capital's receipt of compensation from the Pomona Capital Funds creates a potential conflict of interest with respect to such transactions.

## *Project Orange*

In 2012, certain Pomona Capital Funds entered into a purchase and sale agreement (the “**PSA**”) and acquired a diversified portfolio of private equity assets that had been assembled and managed over the past five years by Pomona Capital on behalf of various investment funds (the “**Pomona-ING Funds**”) in which controlling interests are held by certain affiliates (the “**ING Affiliates**”) of ING Groep, N.V., an affiliate of Pomona Capital. Pursuant to the PSA, these Pomona Capital Funds, purchased limited partnership interests in the Pomona-ING Funds from the ING Affiliates (such purchase, “**Project Orange**”). Since the ING Affiliates hold, in the aggregate, controlling interests in the Pomona-ING Funds, each Pomona Capital Fund’s purchase of its respective share of Project Orange may be deemed a “principal transaction” pursuant to Section 206(3) of the Investment Advisers Act of 1940 (the “**Advisers Act**”). The Pomona Capital Funds that participated include Pomona Capital VII, L.P., Pomona Capital VII Fund Investors, L.P., Pomona Capital VIII, L.P., Opportunity Investor P, L.P. Pomona Capital Secondary Co-Investment, L.P. and a special co-investment vehicle formed for the purpose of allowing certain investors to participate in Project Orange, Pomona Capital VIII Co-Investment, L.P.

Prior written consent of either the limited partner advisory committees or the limited partners (as applicable) of the Pomona Capital Funds participating as purchasers in Project Orange were obtained in connection with such funds’ participation in Project Orange. Pomona Capital waived all management fees payable to Pomona Capital by the Pomona-ING Funds and has caused ING, its affiliates and current Pomona Capital employees to waive any future carried interest payable by these entities in an effort to eliminate substantially all “double fee/ double carry” in connection with the foregoing Pomona Capital Funds’ acquisition of interests in the Portfolio-ING Funds. A small portion of such carried interest was not waived by former Pomona Capital employees. However, the underlying portfolio in Project Orange includes an interest in another Pomona Capital Fund (the “**Underlying Pomona Investment**”). While no carry will be paid out of the Underlying Pomona Investment, a nominal amount of management fees will be indirectly paid to Pomona Capital by the Pomona Capital Funds participating as purchasers in Project Orange with respect to the Underlying Pomona Investment. The maximum amount of such management fees to be borne by the Pomona Capital Funds participating as purchasers in Project Orange is, in the aggregate, \$375,000 per year, and no further management fees will be payable to Pomona Capital with respect to the Underlying Pomona Investment after December 22, 2014.

## **Brokerage Practices**

Although Pomona Capital typically does not utilize broker-dealers to effect portfolio investments, the Pomona Capital Funds may receive shares of certain companies as part of a general distribution. Subject to the investment objectives, policies and restrictions of each Pomona Capital Fund, as set forth in such Pomona Capital Fund’s Governing Documents, Pomona Capital will generally have discretionary authority to select the

broker or dealer to be used to execute transactions in securities on behalf of the Pomona Capital Funds and negotiate the commission cost to be paid.

In instances where Pomona Capital utilizes the services of a broker, Pomona Capital will have full discretionary authority with respect to the selection of, and the commissions paid to, brokers. If Pomona Capital determines to engage a broker, Pomona Capital will select the broker considering the range and quality of its brokerage services, its execution capability, commission rate, financial responsibility and responsiveness to Pomona Capital, and the value to Pomona Capital of research provided, if any. In order to minimize execution costs and obtain best execution for all Funds, Pomona Capital may aggregate orders for multiple Funds, as long as aggregating would be in the best interests of each participating Fund. Pomona Capital will use a rotational brokerage allocation process when deemed appropriate and subject to Pomona Capital's obligation to seek best execution. Pomona Capital maintains records that specify the broker to be used in the rotation and the amount of securities intended to be sold for each fund.

In selecting brokers, Pomona Capital's primary consideration will be to obtain the most favorable net result for the Pomona Capital Funds under the circumstances, which may not involve the lowest possible commission cost. In selecting broker-dealers to effect securities transactions, Pomona Capital seeks to obtain best execution by considering factors including, but not limited to, execution quality, price, the level of service offered, reliability, experience in liquidating distributions from private equity funds, research services (such as reports and analyses of markets, industries, companies and economic trends) and such other factors as Pomona Capital considers relevant and beneficial to the Pomona Capital Funds. The applicability of specific criteria will vary depending upon the nature of the transaction, the market in which it is executed, and the extent to which it is possible to select from among multiple brokers or dealers.

#### *Research and Soft Dollar Benefits*

Pomona Capital does not engage in soft dollar arrangements with respect to securities transactions for the Pomona Capital Funds.

Any research services and/or other products or services that are provided to Pomona Capital by brokers and dealers may be used for the benefit of all clients of Pomona Capital and do not necessarily benefit solely the Pomona Capital Fund from which the commissions were generated. The receipt of research and/or other products or services is not directly connected to the recommendation of brokerage services to the Pomona Capital Funds, but does create a potential conflict of interest of which investors should be aware in assessing Pomona Capital's choice of broker-dealers.

#### *Service Providers and Client Referrals*

Subject to Pomona Capital's obligation to seek best execution of all transactions for its clients, Pomona Capital may consider referrals of investors in determining its selection of

third party service providers. Accordingly, Pomona Capital may have an incentive to select or recommend a service provider based on its interest in receiving investor referrals. Any such determinations will be made in accordance with Pomona Capital's fiduciary obligations to the Pomona Capital Funds and Pomona Capital's compliance policies and procedures.

#### *Directed Brokerage*

Pomona Capital has discretionary authority to select the brokers or dealers in connection with securities transactions of the Pomona Capital Funds, and investors are not permitted to direct Pomona Capital to use a particular broker or dealer to execute portfolio transactions on behalf of a Pomona Capital Fund.

#### *Investment Allocation*

Pomona Capital's investment allocation procedures are designed to ensure that each Pomona Capital Fund is treated fairly and that transactions are allocated in a manner that is fair and equitable to each Pomona Capital Fund relative to the other Pomona Capital Funds, taking into account all relevant facts and circumstances. Pomona Capital will always take into account each Pomona Capital Fund's investment objectives in the allocation process. The allocation of commitments and investment decisions are made by Pomona Capital with respect to all Pomona Capital Funds and takes into account multiple criteria, including: specific Pomona Capital Fund objectives, Pomona Capital Fund size and capital available for investment, Pomona Capital Fund diversification needs, the size of the investment opportunity, and current and anticipated market conditions. In the event the investment opportunity is suitable for more than one Pomona Capital Fund, Pomona Capital and its affiliates will derive an allocation that, over a period of time, is fair and equitable to each Pomona Capital Fund relative to other Pomona Capital Funds, taking into account all relevant facts and circumstances.

### **Review of Accounts**

#### *Review of Client Accounts*

Pomona Capital will continuously monitor portfolio investments on behalf of the Pomona Capital Funds. Investments are reviewed in the context of each Pomona Capital Fund's stated investment objectives and guidelines as set forth in the Governing Documents of each Pomona Capital Fund. Members of Pomona Capital's investment committee meet regularly to determine and review overall investment objectives, risk tolerance and other information relevant to the Pomona Capital Funds. In addition, Pomona Capital's investment personnel generally meet on a weekly basis to collectively review and discuss client accounts. Weekly Management Reports and/or other reports are reviewed at such meetings. Further, Pomona Capital's investment personnel generally attend a majority of annual meetings organized by the Investment Funds and prepare summary reports which are distributed to the entire investment team.

### *Reports to Clients*

The general partners of each Pomona Capital Fund distribute quarterly and annual written reports to their respective limited partners. Annual reports generally contain a newsletter, a listing of investments held by the Pomona Capital Fund and the audited financial statements of the Pomona Capital Fund, which include each limited partner's capital account balance as of the end of such fiscal year. The quarterly reports generally contain unaudited financial statements of the Pomona Capital Fund for the fiscal quarter.

Investors are requested to refer to the Governing Documents of each Pomona Capital Fund for further information on the reports provided by a particular Pomona Capital Fund to its investors.

### **Client Referrals and Other Compensation**

#### *Economic Benefits Received from Third Parties*

From time to time, in connection with investments made by certain Pomona Capital Funds, Pomona Capital or its affiliates or supervised persons may receive commitment, structuring, monitoring and/or other transaction fees. To mitigate potential conflicts of interest, Pomona Capital may offset all or a portion of such benefits against advisory fees payable by the applicable Pomona Capital Fund in accordance with such Pomona Capital Fund's Governing Documents. Investors are requested to refer to the Governing Documents of each of the Pomona Capital Funds for complete information on the additional compensation received by Pomona Capital or its affiliates or supervised persons in connection with a particular Pomona Capital Fund's investments.

The Pomona Capital Funds will generally purchase securities and investments recommended by Pomona Capital directly from issuers or third parties that are not affiliated with Pomona Capital. Investors are requested to refer to the Governing Documents of the Pomona Capital Funds for complete information on any such engagements and any conflicts of interest they present.

#### *Third Party Compensation for Client Referrals*

Pomona Capital and related entities of Pomona Capital will enter into cash compensation arrangements with unaffiliated placement agents or other third parties for introducing investors to a Pomona Capital Fund. Any sales charge associated therewith will ultimately be payable by Pomona Capital and/or its related entities, either directly or through an offset of the management fee payable by the relevant Pomona Capital Fund to Pomona Capital. An investor will not be charged any additional amount or bear any additional charges as a result of an introduction through a placement agent or other unaffiliated third party. Moreover, as described above, Pomona Capital may consider referrals of investors to the Pomona Capital Funds in determining its selection of third party service providers.

Pomona Capital endeavors at all times to put the interests of the Pomona Capital Funds first as part of Pomona Capital's fiduciary duty. Nevertheless, the receipt of compensation by the placement agents creates a potential conflict of interest, and may affect the judgment of placement agents when making referrals to Pomona Capital and the Pomona Capital Funds.

### **Custody**

Pomona Capital will not have physical custody of any client assets (other than certain privately offered securities to the extent permitted by the Advisers Act). Nevertheless, Pomona Capital will generally be deemed to have custody of the assets of the Pomona Capital Funds as a result of its position as an affiliate of the general partner of each Pomona Capital Fund.

It is Pomona Capital's policy to cause each Pomona Capital Fund with assets over which Pomona Capital is deemed to have "custody" to be audited annually and distribute audited financial statements, prepared in accordance with U.S. generally accepted accounting principles ("GAAP"), to investors no later than 180 days after the end of each fiscal year. In addition, upon the final liquidation of any such Pomona Capital Fund, Pomona Capital will obtain a final audit and distribute audited financial statements prepared in accordance with GAAP with respect to such Pomona Capital Fund to all investors promptly after completion of the audit.

### **Investment Discretion**

Subject to the investment objectives, policies and restrictions of each Pomona Capital Fund as set forth in the Governing Documents of such Pomona Capital Fund, Pomona Capital has discretionary authority to determine the type, amount and price of securities and investments to be bought and sold on behalf of each Pomona Capital Fund, including the selection of, and commissions paid to, broker-dealers.

### **Voting Client Securities**

Due to the nature of Pomona Capital's investment programs and the types of investments made on behalf of clients, Pomona Capital is rarely requested to vote the proxies of traditional operating companies. Given the fact that Pomona Capital's clients primarily invest in private equity funds, it is more common for Pomona Capital to receive requests related to amendments, consents, and/or resolutions as a result of investments in private equity funds. However, securities are occasionally distributed to Pomona Capital Funds and under such circumstances Pomona Capital has, or will accept, authority to vote securities held by a Pomona Capital Fund. Pomona Capital has adopted policies and procedures (the "Proxy Voting Policies and Procedures") that have been designed to ensure that Pomona Capital complies with the requirements of the Advisers Act, and reflect Pomona Capital's commitment to vote all client securities for which it exercises voting authority in a manner consistent with the best interest of the Pomona Capital Funds.

When exercising its voting authority over client securities, Pomona Capital considers all relevant information, evaluates other issues that could have an impact on the value of the security and votes with a view toward maximizing overall value. Pomona Capital votes all proxies in a prudent manner, considering the prevailing circumstances at such time, and in a manner consistent with the Proxy Voting Policies and Procedures and Pomona Capital's fiduciary duties to the Pomona Capital Funds.

Pomona Capital reviews each proposal submitted for a vote on a case-by-case basis to determine whether it is in the best interest of the applicable Pomona Capital Fund. As a result, depending on the Pomona Capital Fund's particular circumstances, Pomona Capital may vote one Pomona Capital Fund's securities differently than it votes those of another Pomona Capital Fund, or may vote differently on various proposals, even though the securities or proposals are similar (or identical). In some instances, Pomona Capital may determine that it is in the Pomona Capital Fund's best interest for Pomona Capital to "abstain" from voting or not to vote at all, and will do so accordingly.

Prior to exercising its voting authority, Pomona Capital, in consultation with the CCO and/or counsel, as appropriate, reviews the relevant facts and determines whether or not a material conflict of interest may arise due to business, personal or family relationships of Pomona Capital, its owners, its employees or its related persons, with persons having an interest in the outcome of the vote. If a material conflict exists, Pomona Capital takes steps to ensure that its voting decision is based on the best interests of the applicable Pomona Capital Funds and is not a product of the conflict. Depending on the particular circumstances involved, the appropriate resolution of one conflict of interest may differ from the resolution of another conflict of interest, even though the general facts underlying both conflicts may be similar (or identical).

Pomona Capital will deliver to each limited partner of a Pomona Capital Fund, upon written request, a complete copy of its Proxy Voting Policies and Procedures and/or information on how it voted proxies for the applicable Pomona Capital Fund.

### **Financial Information**

Registered investment advisers are required to provide you with certain financial information or disclosures about their financial condition. Pomona Capital has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients, and has not been the subject of a bankruptcy proceeding.