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Part 2A of Form ADV: Firm Brochure  
March 31, 2017

This brochure provides information about the qualifications and business practices of Pharos Capital Group, LLC. If you have any questions about the contents of this brochure, please contact us at 615-234-5522 or [info@pharosfunds.com](mailto:info@pharosfunds.com). 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 Pharos Capital Group, LLC is also available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

Pharos Capital Group, LLC is an investment adviser registered with the SEC. Such registration does not imply a certain level of skill or training.

## **Item 2 – Material Changes**

Pharos Capital Group, LLC (“Pharos”) is providing this annual update to Form ADV Part 2A (the “Brochure”) for fiscal year ending December 31, 2016.

The last update to Pharos’ Brochure was made on March 30, 2016. There are no material changes since the last annual update of this Brochure.

Future disclosure Brochure flings will address “material changes” concerning Pharos since the date of this filing. We will ensure you receive a summary of any material changes to this and subsequent Brochures within 120 days of the close of our business’ fiscal year. We may further provide other ongoing disclosure information about material changes as necessary.

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#### **Item 4 – Advisory Business**

Pharos Capital Group, LLC's ("Pharos") manages private equity funds specializing in later-stage investing and provides investment advice to Pharos' clients, including Pharos Capital Partners, LP, Pharos Capital Partners II-A, LP, Pharos Capital Partners III, LP and Pharos Capital Partners III-A, LP (the "Funds"). Pharos is an investment adviser with offices in Brentwood, Tennessee, Dallas, Texas, Baltimore, Maryland and Arcadia, California. It was formed as a Delaware limited liability company in 2011. It is principally owned by Kneeland C. Youngblood, Pharos' Managing Partner.

Pharos provides investment advisory services to the Funds. The Funds are not registered under the Investment Company Act of 1940, as amended (the "Investment Company Act") and the securities issued by the Funds are not registered under the Securities Act of 1933, as amended (the "Securities Act").

As an investment adviser, Pharos identifies investment opportunities and participates in the acquisition, management, monitoring and disposition of investments for the Funds. The Funds' objective is to achieve attractive risk-adjusted returns by investing in high-growth companies, primarily through equity and equity-related instruments, as well as debt, and Pharos manages each Fund's investments, on a discretionary basis, with that objective in mind. The Funds, and consequently Pharos, have a core focus on the healthcare and business service sectors.

The Funds' primary investment strategy is to partner with management teams to take a substantial or controlling equity position in portfolio companies through buyouts, recapitalizations, or staged growth investments. The Funds will then use this position to assist the company in executing its growth strategy and to maximize the investment's exit value. Pharos provides advice and personnel necessary for the Funds to execute such strategies. The investment strategy of the Funds is not tailored to any particular investors, and investors may not impose restrictions on any of the Funds' investments.

Pharos currently manages a total of \$655,579,842 of client assets, all of which are managed on a discretionary basis. Such amount is based upon the calculation of the Funds' regulatory assets as of December 31, 2016.

#### **Item 5 – Fees and Compensation**

Below is a discussion of how Pharos is generally compensated in connection with providing advisory services to the Funds. Please note, however, Pharos may enter into different fee arrangements on a Fund by Fund basis. A potential investor in a Fund should carefully read and review any and all Fund organizational and disclosure documents in their entirety before making any investment in a Fund.

Pursuant to the terms of investment advisory agreements between Pharos and the Funds' general partners (the "General Partners"), Pharos is entitled to receive advisory fees in return for investment advisory services provided to the Funds. Advisory fees are paid

quarterly in advance on the third business day of each calendar quarter. With respect to the payment of advisory fees, Pharos, or the applicable General Partner, may draw-down capital commitments from the investors in the Fund or may directly deduct funds in order to meet the obligation to pay the management fee. Each Fund will pay a management fee to its General Partner based on a percentage, generally 2% of the Fund's committed capital, as fully described in each Fund's offering documents. Pharos expects that other clients will have similar arrangements or that Pharos will receive a fee based upon the client's net assets under Pharos' management. Such arrangements may be negotiated by Pharos and its clients. Pharos does not currently have a set fee schedule.

The management fee obligation of any Fund, and its investors, may only be terminated or modified as provided by the respective offering documents of each Fund and the investment management agreement between Pharos and its advisory client. The management fee is calculated on an annual basis, and is pro-rated for partial periods.

In addition to the advisory fees discussed above, Pharos may be entitled to certain expense reimbursements, which are disclosed in the respective advisory agreements.

Pharos does not receive any fees or payments from the Funds other than those described above. However, in some cases, Pharos may receive other fees, including funding fees, transaction fees, monitoring fees, advisory fees, break-up fees and other similar fees, from a client or its portfolio companies, to the extent permitted by contract. Pharos anticipates that, if such fees are received, such fees and any directors' fees paid by a client's portfolio companies will be applied to reduce Pharos' management fee.

Pharos Capital Partners III, LP and Pharos Capital Partners III-A, LP and subsequent Funds, may be charged for all fees, costs, and expenses incurred in connection with transactions not consummated ("Broken Deal Expenses"). In situations where more than one Fund may participate in a transaction, Broken Deal Expenses will be allocated pro rata based on each Fund's committed capital inclusive of leverage. Co-investment opportunities (please see Item 6) are only offered to limited partners and other persons when a transaction has neared completion. Because co-investors are asked to participate in a specific transaction on a case-by-case basis, and will consider only the economics of that transaction, in the event a transaction is not completed, these Broken Deal Expenses will not be charged to any co-investment vehicle.

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

The Funds allocate a portion of their investment profits to the General Partners, as carried interest, as set forth in the Funds' respective limited partnership agreement. Such carried interest is allocated to the respective General Partner after each investor receives 100% of its contributed capital plus an 8% per annum internal rate of return. Thereafter, the profit participation is 80% to investors and 20% to the General Partner. Such performance-based distributions may create an incentive for the General Partners to take risks in managing the Funds that they would not otherwise take in the absence of such arrangements.

At present, there are no arrangements pursuant to which Pharos will receive any portion of the performance-based fees paid to the General Partners in exchange for providing investment advisory services to the Funds. Further, there are no performance-based fee arrangements for side-by-side management of co-investment opportunities or friends and family funds (which co-investment opportunity participants or friends and family funds are not, in any event, clients of Pharos). However, in the future, Pharos may negotiate for and receive performance-based fees from Pharos' clients, provided that the receipt of any such fees is permitted by applicable laws and SEC rules. Performance-based fees may create an incentive for Pharos to favor accounts with such fee structures. Performance-based fees may also create an incentive for Pharos to make investments that are riskier or more speculative than would be the case in the absence of such fee arrangements. Pharos maintains internal policies and procedures designed to address such conflicts of interest. Further, it is possible that the investment strategies and objectives of certain Funds with performance fee arrangements may be entirely different than other advisory clients without such fee arrangements, further reducing the chances of conflicts of interest.

As part of its investment management activities, Pharos may arrange opportunities for the Funds' limited partners or other persons to invest in portfolio companies alongside a Fund (a "Co-investment"). Pharos may permit one or more of the Funds' limited partners (but not necessarily all limited partners) and/or other persons to invest in securities issued by a portfolio company of a Fund. At its discretion, Pharos will allocate the available investment among the limited partners and the other persons, if any, who are co-investing. Co-investments may be offered on substantially the same terms and conditions as Pharos's investment in the portfolio company, subject to any tax, regulatory or legal considerations which may limit the amount or type of investment by the person or co-investor making such co-investment.

## **Item 7 – Types of Clients**

At the present time, Pharos' clients are private funds and other pooled investment vehicles whose investors are high net worth individuals, partnerships, pensions and other institutions. The minimum capital commitment for an investor is outlined in each Fund's offering documents, although lesser amounts may be accepted at the discretion of the Funds' General Partners.

Please see Item 10 – Other Financial Industry Activities and Affiliations for further details.

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

### ***Methods of Analysis***

Pharos' clients primarily seek to provide capital to create substantial or controlling equity positions in established businesses. When evaluating an investment opportunity on behalf of its clients, Pharos performs a multi-faceted review of portfolio company-related criteria and other specific investment criteria. Company-related criteria that Pharos reviews include the target company's management, profitability, growth potential and scalability, and

predictable risk exposure. The investment criteria Pharos reviews includes evaluating each opportunity to determine if Pharos' client can function as a lead or in a co-lead role in the investment. Each of Pharos' clients seek to take a controlling position in its portfolio companies. In those cases where a client is not the majority shareholder at the time of its initial investment, the client will typically structure such investment to include negative control provisions and majority ownership of its class of stock, either independently or with its co-investment partners. Pharos looks for opportunities for its clients to add value beyond the capital invested. The General Partners provide ongoing support and counsel to the Funds' portfolio companies through active board participation, usually taking a leadership role on the audit, compensation, and/or strategic planning committees. Pharos may provide additional support and counsel to the General Partners and/or to Pharos' clients. Pharos plans to customize the structure of each investment to meet the risk and return objectives of its clients, using innovative deal structures. Finally, Pharos prefers to assist its clients in investing in portfolio companies that have several exit strategies. These exits may involve a financial buyer, an initial public offering, a recapitalization, or a sale to a strategic purchaser.

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

The investments made by Pharos' clients entail a high degree of risk and investments in Pharos' clients are suitable only for sophisticated investors who fully understand and are capable of bearing the risks of an investment in such client. Prospective investors should carefully consider the following factors, among others, in making their investment decision. There can be no assurance that Pharos' clients will be able to achieve their respective investment objectives or that investors will receive any return of capital.

- **Investment in Securities Risk** - Investing in securities involves risk of loss that Pharos' clients should be prepared to bear.
- **Nature of the Clients' Investments** - Many of Pharos' clients' investments typically will be highly illiquid, and there can be no assurance that Pharos' clients will be able to realize a return on such investments in a timely manner. Consequently, dispositions of such investments may require a lengthy time period or may result in distributions in kind to the investors of securities that may or may not be marketable. Additionally, Pharos' clients typically will acquire securities that cannot be sold except pursuant to a registration statement filed under the Securities Act of 1933, or in a private placement or other transaction exempt from registration under the Securities Act and that complies with any applicable non-U.S. securities laws. The securities in which Pharos' clients will invest generally will be the most junior in what typically will be a complex capital structure, and thus will be the securities subject to the greatest risk of loss. Certain of Pharos' clients' investments may be in companies with high levels of debt. Certain of Pharos' clients' investments may be in leveraged buyouts; leveraged buyouts by their nature require companies to undertake a high ratio of fixed charges to available income. Such investments are inherently more sensitive to declines in revenues and to increases in expenses.

- **Lack of Diversification; Risk of Loss of Capital** - Investment in Pharos' clients involves a high degree of risk. Since Pharos' clients may only make a limited number of investments, and since Pharos' clients' investments generally will involve a high degree of risk, poor performance by a few of the investments could severely affect the total returns to the investors. There can be no assurance that the targeted IRR will be attained or that invested capital will be returned to the investors.
- **Restrictions on Transfer and Withdrawal** - An investment in Pharos' clients requires the financial ability and willingness to accept significant risk and illiquidity. An investment in Pharos' clients requires a long-term commitment, with no certainty of return. There most likely will be little or no near-term cash flow available to the investors. The interests have not been registered under the Securities Act or any other applicable securities laws. There is no public market for the interests and none is expected to develop. In addition, the interests are not transferable except with the consent of the General Partners, which generally may be withheld by the respective General Partner in its sole discretion, and are subject to the terms and conditions of the limited partnership agreement. Investors generally may not withdraw capital from Pharos' clients. Consequently, investors may not be able to liquidate their investments prior to the end of the client's term.
- **General Economic Conditions** - General economic conditions may affect the opportunities available to Pharos' clients. Interest rates, general levels of economic activity, the price of securities and participation by other investors in the financial markets may affect the value and number of investments made by a client or considered for prospective investment. The U.S. and global market and economic conditions have been, and continue to be, difficult and volatile. In particular, the cost and availability of funding has been and may continue to be adversely affected by the illiquidity and widening credit spreads in the credit markets. Continued turbulence in the U.S. and international markets and economy, as well as changes in market, economic, political, technological, regulatory and social conditions and numerous other factors outside of the control of Pharos could materially and adversely affect the liquidity, financial condition, activities and prospects of Pharos' clients and their portfolio companies.
- **General Regulatory and Legal Risks** - Pharos' clients expect to make investments in a number of different industries, some of which are or may become subject to regulation by one or more U.S. federal agencies and by various agencies of the states, localities and counties in which they operate. New and existing regulations, changing regulatory schemes and the burdens of regulatory compliance all may have a material negative impact on the performance of the client and the portfolio companies that operate in these industries.
- **Competitive Nature of Pharos' Clients' Business** - The business of Pharos' clients is highly competitive. Pharos' clients will be competing for investments



against other groups, including direct investment firms, merchant banks and industrial groups, and Pharos may be unable to identify a sufficient number of attractive investment opportunities for its clients to meet their investment objectives. Other investors may make competing offers for investment opportunities that are identified, and even after an agreement in principle has been reached with the board of directors or owners of an acquisition target, consummating the transaction is subject to myriad uncertainties, only some of which are foreseeable or within the control of Pharos.

- **Dependence on Key Personnel** - The success of Pharos' clients depends in substantial part on the skill and expertise of the employees of Pharos. There can be no assurance that these persons will continue to be employed by Pharos. The loss of key personnel could have a material adverse effect.
- **No Right to Control the Funds' Operations** - Investors will have no opportunity to control the day-to-day operations of Pharos' clients, including investment and disposition decisions. In order to safeguard their limited liability for the liabilities and obligations of a client, investors must rely entirely on Pharos to conduct and manage, respectively, the affairs of the client.
- **ERISA Considerations; Risk Arising from Provision of Managerial Assistance** - Pharos will use its reasonable best efforts to conduct the affairs and operations of its clients so as to either (i) qualify each client as a "venture capital operating company" ("VCOC") or (ii) limit investment in each client by "benefit plan investors" (within the meaning of regulations promulgated by the Department of Labor, as modified by section 3(42) of ERISA) to less than 25% of each class of equity interests in a particular client. If Pharos decides to qualify a client as a VCOC, then the client must obtain rights to participate substantially in and to influence substantially the conduct of the management of the majority (valued at cost) of the client's portfolio companies. Pharos' clients typically will designate directors to serve on the boards of directors of portfolio companies. The designation of representatives and other measures contemplated could expose the assets of Pharos' clients to claims by a portfolio company, its security holders and its creditors, including claims that Pharos' client is a controlling person and thus is liable for securities laws violations of a portfolio company. These measures also could result in certain liabilities in the event of the bankruptcy or reorganization of a portfolio company; could result in claims against the client if the designated directors violate their fiduciary or other duties to a portfolio company or fail to exercise appropriate levels of care under applicable corporate or securities laws, environmental laws or other legal principles; and could expose the client to claims that it has interfered in management to the detriment of a portfolio company. While Pharos intends to provide investment advice to its clients in a way that will minimize the exposure to these risks, the possibility of successful claims cannot be precluded. In addition, as a VCOC, a client may be precluded from making certain investments and may be required to liquidate investments at a disadvantageous

time, resulting in lower proceeds to the client than might have been the case without the need for such compliance.

- **Risks Upon Disposition of Investments** - Pharos' clients may invest in securities, instruments and assets that are not, and are not expected to become, publicly traded. Pharos' clients will generally not be able to sell securities publicly unless the sale is registered under applicable securities laws, or unless an exemption from such registration requirements is available. In many cases, Pharos' clients may also be prohibited by contract from selling its investments for a period of time or otherwise be restricted from disposing of its investments. Furthermore, the types of investments made may require a substantial length of time to realize a return or fully liquidate. Pharos' clients may exit some investments through distributions in kind to the investors, after which investors will bear the risk of holding the securities and must make their own disposition decisions. Pharos' clients may invest in the most junior securities of a company with a complex capital structure, which are subject to the greatest risk of loss.

In connection with the disposition of an investment in a portfolio company, Pharos' clients may be required to make representations about the business and financial affairs of the portfolio company typical of those made in connection with the sale of any business, or may be responsible for the contents of disclosure documents under applicable securities laws. Although Pharos attempts to structure transactions so that they do not have to do so, Pharos' clients may also be required to indemnify the purchasers of such investment or underwriters to the extent that any such representations or disclosure documents turn out to be incorrect, inaccurate or misleading. These arrangements may result in contingent liabilities, which might ultimately have to be funded by the investors. Pharos' clients' governing documents usually contain provisions to the effect that if there is any such claim in respect of a portfolio company, it will be funded by the investors to the extent that they have received distributions from the client, subject to certain limitations.

The General Partners may determine to delay realization events to the Funds' investors as a result of general economic conditions, illiquidity of portfolio investments, contractual prohibitions or other reasons, and Pharos or its clients' general partners will make similar determinations with respect to Pharos' other clients. While under normal circumstances distributions will be made in cash, it is possible that certain distributions to Pharos' clients' investors may be made in kind and could constitute securities for which there is no readily available public market and with respect to which there are substantial transfer restrictions.

- **Consequences of Default** - In the event that an investor fails to fund any portion of its capital commitment when due or purports to transfer or encumber its interest in a Pharos client other than in accordance with the client's governing documents, the respective General Partner may exercise a number of remedies, including (i) seeking specific performance of such investor's payment obligations or other

damages, (ii) causing the defaulting investor to forfeit up to 50% of future distributions that would have been made to it by the client, (iii) causing the defaulting investor to be excluded from voting or participating in future investments or (iv) causing a forced sale of the defaulting investor's interest in the client. Unless the respective General Partner elects to terminate a portion of a defaulting investor's unfunded commitment, the defaulting investor will continue to remain obligated to make capital contributions to the client up to the full amount of its unfunded commitment (which obligations may be offset by amounts otherwise distributable to such investor).

- **Performance Allocations** - The fact that Pharos, either directly or indirectly through its advisory fee arrangement with its clients' general partners, is, or may be in the future, entitled to distributions based on the performance of Pharos' clients may create an incentive for Pharos to cause its clients to make investments that are more speculative than would be the case in the absence of performance-based distribution. However, this incentive may be tempered somewhat by the fact that losses will reduce Pharos' clients' performance and thus distributions to Pharos or any affiliate of Pharos.
- **Absence of Regulatory Oversight** - The securities of the portfolio companies have not been and will not be registered under the laws of any jurisdiction (including the Securities Act, the laws of any state of the United States, or the laws of any non-U.S. jurisdiction), and are being offered in reliance upon an exemption from such laws. Pharos' clients have not been and are not expected to be recommended by any U.S. federal or state, or any non-U.S., securities commission or regulatory authority. Furthermore, the foregoing authorities have not confirmed the accuracy or determined the adequacy of the clients' offering documents.
- **Investments in Debt** - Pharos' clients may invest in certain debt instruments, including bank loans and unsecured bonds. Such investments may be below investment grade or unrated, and therefore face ongoing uncertainties and exposure to adverse business, financial or economic conditions. It is possible that any such economic downturn could adversely affect the ability of the issuers of such investments to repay principal and pay interest thereon and increase the incidence of default of such investments.
- **Bankruptcy of Portfolio Companies** - Pharos' clients may make investments in portfolio companies that may experience financial difficulties and become insolvent or file for bankruptcy protection. Various U.S. federal and state and non-U.S. laws in connection with such bankruptcy proceedings could operate to the detriment of Pharos' clients. There is also a risk that a court may subordinate Pharos' clients' investment to other creditors or require Pharos' clients to return amounts previously paid by a portfolio company that became insolvent or files for bankruptcy, a risk that could increase if a Pharos client has management rights in such portfolio company.

- **Use of Leverage** – Pharos may make use of leverage by incurring debt to finance a portion of a Fund’s investment in a given asset. Leverage generally magnifies both a Fund’s opportunities for gain and its risk of loss from a particular investment. Pharos has historically taken a very conservative approach to leverage, viewing it as an incremental rather than essential tool to enhance returns. Most of Pharos’s investments to date have not required any leverage. In cases where leverage is used, Pharos looks to maintain a ratio of debt to total capitalization below 50%. Pharos’s investment team runs sensitivity analyses prior to committing to an investment, stress testing key growth assumption and rigorously vetting the company’s ability to meet debt covenants under a wide range of scenarios. Due to Pharos’s conservative use of leverage, none of Pharos’s portfolio companies have experienced a significant negative impact from contractions of the credit markets.

Additionally, the Funds may acquire securities of companies which are leveraged. Such companies’ securities and the ability of such companies to pay debts could be adversely affected by interest rate movements, changes in the general economic climate or by economic factors affecting a particular industry.

- **Unforeseen Events Risk** - Portfolio companies may be subject to catastrophic events and other force majeure events such as fires, earthquakes, adverse weather conditions, changes in law, eminent domain, riots, terrorist attacks, epidemics and similar risks. In addition, depending on the country in which a portfolio company is located, the risk of adverse political developments may exist, including nationalization, confiscation without fair compensation or war. These events could result in the partial or total loss of a portfolio investment or significant down time, resulting in lost revenues, among other potentially detrimental effects.
- **Risks Relating to Non-U.S. Investments** - Certain non-U.S. investments involve risks and special considerations not typically associated with U.S. investments. Such risks may include but are not limited to (i) differing business cultures and legal regimes, (ii) the risk of expropriation of assets or confiscatory taxation, (iii) social, economic and political uncertainty, including war and revolution, (iv) dependence on exports and the corresponding importance of international trade, (v) greater price fluctuations and market volatility, less liquidity and smaller capitalization of securities markets, (vi) currency exchange rate fluctuations, (vii) higher rates of inflation, (viii) controls on, and changes in controls on, non-U.S. investment and limitations on repatriation of invested capital and on Pharos’ clients’ ability to exchange local currencies for United States dollars, (ix) governmental involvement in and control over the economies, (x) governmental decisions to discontinue support of economic reform programs generally and to impose centrally planned economies, (xi) differences in auditing and financial reporting standards which may result in the unavailability of material information about issuers, (xii) less extensive regulation of the securities markets, (xiii) longer settlement periods for securities transactions (xiv) differences in tax regimes and changes in tax treaties and (xv) less developed corporate laws regarding fiduciary duties and the protection of investors.

- **Foreign Currency and Exchange Risks** - To the extent that a Pharos client directly or indirectly holds assets in local currencies in countries outside the United States, the client will be exposed to a degree of currency risk that may adversely affect performance. Changes in foreign currency exchange rates may materially affect the value of securities in the client's portfolio. In addition, the client will incur costs in connection with conversions between various currencies.
- **Unspecified Use of Proceeds** - Pharos' clients will be dependent upon the judgment and ability of Pharos in investing and managing their capital. No assurance can be given that Pharos' clients will be successful in obtaining suitable investments, or that if such investments are made, the objectives of the Pharos' clients will be achieved.
- **Exculpation; Indemnification; Return of Distributions** - Typically, Pharos' clients will be required to indemnify the General Partners and each other covered person for liabilities incurred in connection with the client's governing documents and the activities of such client, except under certain circumstances. Such liabilities may be material and may have an adverse effect on the client's returns to the investors.
- **Follow-on Investments** - Pharos' clients may be called upon to provide follow up funding for their portfolio companies or have the opportunity to increase their investment in such portfolio companies. There can be no assurance that Pharos' clients will wish to make follow-on investments or that it will have sufficient funds to do so. Any decision by Pharos not to make follow-on investments or Pharos' clients' inability to make them may have a substantial negative impact on a portfolio company in need of such an investment or may diminish the client's ability to influence the portfolio company's future development.
- **Side Letters** - The General Partners or Pharos' clients may enter into other written agreements ("Side Letters") with one or more investors. These Side Letters may entitle an investor to make an investment in the client on more favorable terms than those offered to other investors. If the General Partners or the client enters into a Side Letter entitling an investor to opt out of a particular investment, any election to opt out by such investor may increase other investor's pro rata interests in that particular investment.
- **Risk of Dilution** - Investors admitted to a Pharos client at subsequent closings will generally participate in existing investments of the client, diluting the interests of existing investors therein. Although such investors will generally contribute an amount equal to their pro rata share of capital contributions previously made, there can be no assurance that this payment will reflect the fair value of the client's existing investments at the time such additional investors are admitted.

- **Reliance on Management of Portfolio Companies** - While it is the intent of Pharos to invest in companies with proven operating management in place, there can be no assurance that such management will continue to operate successfully. Although Pharos will monitor the performance of each investment, each client will rely upon management to operate the portfolio companies on a day-to-day basis. Furthermore, employees and related persons of Pharos and its affiliates have made or may make capital investments in certain investments alongside a Fund. While such investments by related persons generally incentivizes management performance and alignment, related persons may hold securities at a different level of a portfolio company's capital structure and, therefore, conflicts may arise. As noted in Item 11(Co-Investments by Pharos Management Personnel) below, Pharos implements policies and procedures to address such conflicts.
- **SBA Investments** - Certain Funds and private investment vehicles advised by Pharos are Small Business Investment Companies ("SBICs"). SBICs are licensed by the U.S. Small Business Administration and must abide by the regulations governing the SBIC program, which includes restricting their investments to qualifying small businesses. Therefore, an SBIC may be prevented from investing in a portfolio company, or may be required to sell an existing portfolio company, if that company does not fit the criteria of the SBIC program. This could influence Pharos' decision-making with respect to the SBIC's investments.
- **Increased Regulatory Scrutiny** - 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. Such scrutiny may increase Pharos' and its clients' exposure to potential liabilities and to legal, compliance and other related costs. Increased regulatory oversight may impose administrative burdens on Pharos, including, without limitation, responding to investigations and implementing new policies and procedures. Such burdens may divert Pharos' time, attention and resources from portfolio management activities. It is anticipated that, in the normal course of business, Pharos' officers will have contact with governmental authorities and/or be subjected to responding to inquiries or examinations. Pharos' clients and affiliates may also be subject to regulatory inquiries concerning their securities positions and trading.
- **Use of Quantitative Analytics and Financial Models, Valuation Methodologies** - In providing investment advice to its clients, Pharos uses sophisticated quantitative metrics and financial models (as discussed below). These metrics and models are proprietary in nature, and have been developed over time by Pharos' affiliates and personnel. Although Pharos believes in such analytical tools, there is no guaranty that they will accurately state a particular investment's true worth or potential risks, or that such analytical tools will correctly forecast a particular investment's actual returns on investment. Additionally, the stress tests and other tests performed by Pharos may not be able to accurately account for every possible contingency with respect to a potential portfolio company's business and operations.

Additionally, Pharos employs a variety of valuation methodologies (discussed below) when making determinations with respect to the price its clients should pay in order to make any particular investment. Further, although Pharos seeks to use as reliable information as possible, there is no guaranty that the information provided by third parties, including the possible acquisition targets, for use in Pharos' discounted cash flow analysis will be accurate. Additionally, although Pharos will seek to analyze data regarding companies as analogous as possible to a potential investment target, there may be subtle or significant differences applicable to the target company that Pharos may not be able to predict or that may not be easily fit into Pharos' models. Any or all of these possible conditions mean that there is no guaranty that such methodologies, individually or as a whole, will generate an accurate valuation for a potential investment. A valuation that comes out too high may increase the price a Pharos client may ultimately pay for a portfolio company and that may adversely impact the client's return on investment upon the client's exit. A valuation of a portfolio company that is too low, particularly with respect to a potential investment that is also being pursued by other investors, could result in a Pharos client abandoning its pursuit of a potential investment and missing an opportunity. Pharos seeks to minimize these risks by obtaining data and information that is as reliable and as current as possible, and through the conduct of Pharos' pre-investment due diligence on behalf of its clients.

- Cybersecurity Risk** - Pharos, the Funds' service providers and other market participants increasingly depend on complex information technology and communications systems to conduct business functions. These systems are subject to a number of different threats or risks that could adversely affect the Funds and its investors, despite the efforts of Pharos and the Funds' service providers to adopt technologies, processes and practices intended to mitigate these risks and protect the security of their computer systems, software, networks and other technology assets, as well as the confidentiality, integrity and availability of information belonging to the Fund and its investors. For example, unauthorized third parties may attempt to improperly access, modify, disrupt the operations of, or prevent access to these systems of Pharos, the Funds' service providers, counterparties or data within these systems. Third parties may also attempt to fraudulently induce employees, customers, third-party service providers or other users of the Pharos's systems to disclose sensitive information in order to gain access to the Pharos's data or that of the Funds' investors. A successful penetration or circumvention of the security of Pharos's systems could result in the loss or theft of an investor's data or Funds, the inability to access electronic systems, loss or theft of proprietary information or corporate data, physical damage to a computer or network system or costs associated with system repairs. Such incidents could cause the Funds, Pharos or its service providers to incur regulatory penalties, reputational damage, additional compliance costs or financial loss.

Similar types of operational and technology risks are also present for the companies in which the Funds invest, which could have material adverse consequences for such companies, and may cause the Funds' investments to lose value.

### ***Risk Management***

Pharos' approach towards risk management is best characterized as emphasizing loss avoidance. In addition to being highly selective in the transactions Pharos chooses to pursue on behalf of its clients, Pharos seeks to limit the risk profile on an investment upfront through the use of creative structures and securities that increase the Funds' protection and limit its downside risk. Pharos makes use of a highly analytical proprietary approach to derive the risk/return profile for each investment and tailors the structure of each investment accordingly. In most cases, Pharos uses debt instruments including secured debt, unsecured debt with warrants, and convertible debt, as well as preferred shares in order to mitigate risk. Additionally, Pharos intends to structure investments to carry a minimum preferred return and, in many cases, to have a participating preferred structure with current pay-cash interest or paid-in-kind interest. Pharos also strives, where possible, to structure investments with redemption rights. By including redemption rights, exit potential and visibility are improved even if the capital markets are closed. Funding investments in tranches tied to performance metrics further reduces risks by allowing Pharos to more efficiently allocate investment capital to the firms that can best utilize it at each point in their lifecycles.

Pharos aims to derive a consistent advantage in deal evaluation and negotiation through its sophisticated quantitative analytics. For each investment opportunity that reaches the term sheet stage, a proprietary financial model is built by the deal team, which is used to stress test the forecasted financial results of the prospective business. These stress tests, which include sensitivity analyses on the key variables believed to drive the financial performance of the business, can then be used to determine the risk/return benefits of pursuing the investment opportunity, and ultimately guide valuation and deal structure. Pharos believes this rigorous, quantitative methodology has improved its ability to both avoid losses and enhance returns by identifying the deal terms and operational risks that matter most. When coupled with Pharos' experience in navigating complex situations, deals can be structured in a precise manner such that all key terms (as determined through quantitative analysis) favor Pharos' clients and only minor points are ceded. After the transaction is consummated, these tools can be converted for use by management teams to add visibility into their respective businesses.

Pharos will use a number of different valuation methodologies to determine the price it is willing to pay for a prospective investment. These methodologies include (i) discounted cash flow analysis, (ii) comparable company multiple analysis, taking industry appropriate public market multiples with respect to historical and projected financial results (revenues, EBITDA, net income, book value) and (iii) comparable company M&A analysis, taking multiples paid for the acquisition of similar private or public companies and applying appropriate discounts and premiums. When considering these methodologies, Pharos will seek to determine the price that it believes will generate the targeted return on investment



(ROI) at the projected time of exit, taking into account a range of possible performance results for the company.

## **Item 9 – Disciplinary Information**

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of Pharos or the integrity of Pharos' management.

Pharos has no legal or disciplinary events to disclose.

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

Messrs. Kneeland C. Youngblood, D. Robert Crants, III, and James W. Phillips are the owners of, and collectively control, Pharos. They also own and control the general partner and sponsor of Pharos Capital Partners II, L.P. ("Fund II") making the General Partner a related person of Pharos. Fund II is a private, pooled investment vehicle not required to be registered as an investment company under the Investment Company Act, and has investment objectives similar to those of the Funds.

Please see Item 11 - Conflicts of Interest, below, for a discussion of how Pharos affiliates deal with any conflicts related to such common ownership and control that may arise.

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

### ***Code of Ethics***

Pursuant to SEC Rule 204A-1 under the Investment Advisers Act of 1940, as amended (the "Advisers Act"), Pharos has adopted a comprehensive Code of Ethics and Code of Conduct that is applicable to all of its officers and employees. The Code of Ethics and Code of Conduct are fundamental to Pharos' values and essential to achieving its mission to lead in the investment profession by setting high standards of education, integrity and professional excellence. Clear guidelines are established for professional conduct, personal trading procedures (including pre-clearance and reporting obligations of employees and their families), prohibition of the use of material non-public information, confidentiality and privacy, conflicts of interest and reporting of political and charitable contributions and gifts.

Pharos will provide a copy of its Code of Ethics and Code of Conduct to any client or investor upon request.

### ***Conflicts of Interest***

Potential investors should be aware that there will be situations where Pharos and its affiliates may encounter potential conflicts of interest in connection with Pharos' clients'

investment activities and otherwise. The following discussion details certain potential conflicts of interest which should be carefully considered.

- **Relationship with Other Pharos Funds** - As discussed above, affiliates of Pharos currently manage the other Pharos funds, which are non-registered funds whose general partners are related persons of Pharos. The other Pharos funds have investment objectives similar to those of the Funds. The Funds may invest in portfolio companies in which one or more other Pharos funds also have invested, and may invest either concurrently with, or subsequent or prior to the investment by, another Pharos fund. Allocation of available investment opportunities between such clients will be made by the managing members of Pharos and the other GPs, who may be the same individuals, in their discretion.

The appropriate allocation between Pharos' clients of expenses and fees generated in the course of evaluating and making investments that are not consummated, such as out-of-pocket fees associated with due diligence, attorney fees and the fees of other professionals, will be determined by Pharos in Pharos' good faith discretion.

- **Legal Representation** - Counsel to Pharos may represent Pharos, the General Partners and/or the other GPs, the other Pharos funds and Pharos' clients and affiliates from time to time in a variety of different matters. Pharos' clients will generally engage common legal counsel to represent them in a particular transaction, including a transaction in which different clients may have conflicting interests because they are investing in different classes of securities of the same portfolio company. Although separate counsel may be engaged from time to time at the discretion of the General Partners and/or other GPs as applicable, such entities and Pharos believe that the time and cost savings and other efficiencies and advantages of having a common counsel for its clients usually outweigh the disadvantages. In the event of a significant dispute or divergence of interests between one client and another client, typically in a workout or other distressed situation, separate representation may become desirable, and in litigation and other circumstances, separate counsel may be essential. Pharos and/or the General Partners and other GPs, as applicable, will resolve any such issues in its good faith discretion.

Pharos and its clients' legal counsel do not represent or owe any duty to any or all of the clients' investors. Legal counsel represents Pharos, including with respect to Pharos' role in relation to the client. It is not anticipated that, in connection with the organization or operation of a client, Pharos or the General Partners or other GPs will have the client engage counsel separate from counsel to Pharos. In no event will legal counsel engaged by a client be acting as counsel for the investors. Furthermore, in the event a conflict of interest or dispute arises between Pharos and a client or any investors, it will be accepted that legal counsel is counsel to Pharos and not counsel to the client or investors, notwithstanding the fact that, in certain cases, legal counsel's fees are or may be paid through or by the client. Other matters may exist that could have a bearing on a client, Pharos or its affiliates as to which legal counsel has not been consulted. In addition, legal counsel has not undertaken

to monitor the compliance of Pharos with the investment program, valuation procedures and other guidelines and terms set forth in the offering documents and limited partnership agreement, nor does legal counsel monitor compliance with applicable laws. Legal counsel has not investigated or verified the accuracy or completeness of the information set forth in the offering documents concerning Pharos' clients or Pharos and their affiliates and personnel.

- **Resolution of Conflicts with the Funds** - The Funds have Advisory Committees consisting of representatives of investors not affiliated with Pharos or the General Partners. The Advisory Committees will meet as required to consult with Pharos as to, among other things, potential conflicts of interest. On any issue involving actual conflicts of interest, Pharos and/or the General Partners, as applicable, will be guided by its good faith discretion. In the event that any matter arises that Pharos or the General Partners determines constitutes an actual conflict of interest between a client, on the one hand, and Pharos or its affiliates, on the other hand, Pharos and/or the General Partners may take such actions as it deems necessary or appropriate in good faith to ameliorate the conflict (and, upon taking such actions approved by the Advisory Committees, Pharos and the General Partners will be relieved of any responsibility for the conflict of interest). These actions may include disposing of the security held by a client giving rise to the conflict of interest or appointing an independent fiduciary. Pharos will retain ultimate responsibility for all decisions relating to the execution of the Funds' investment program and decisions, while the General Partners will retain ultimate responsibility for all decisions relating to the operation and management of the Funds. Pharos may or may not retain more or less responsibility with respect to other clients, as determined at the time at which Pharos is hired as their investment adviser.
- **Diverse Limited Partner Group** - Pharos' clients' investors are expected to include U.S. taxable and tax-exempt entities, and institutions from jurisdictions outside of the United States. Such investors may have conflicting investment, tax and other interests with respect to their investments in Pharos' clients. The conflicting interests of individual investors may relate to or arise from, among other things, the nature of investments made by the client, the structuring of the acquisition of investments and the timing of the disposition of investments. As a consequence, conflicts of interest may arise in connection with decisions made by Pharos, including with respect to the nature or structuring of investments, that may be more beneficial for one investor than for another investor, especially with respect to investors' individual tax situations. In selecting and structuring investments appropriate for its clients, Pharos will consider the investment and tax objectives of the client and the investors as a whole, not the investment, tax or other objectives of any investor individually.

By acquiring an interest in a client of Pharos, each investor will be deemed to have acknowledged the existence of such actual and potential conflicts of interest and to have waived any claim with respect to any liability arising from the existence of any such conflict of interest.

- **Portfolio Companies** - Investment professionals of Pharos may serve as directors of certain portfolio companies and, in that capacity, will be required to make decisions that they consider to be in the best interests of the portfolio company. In certain circumstances, for example in situations involving bankruptcy or near insolvency of the portfolio company, actions that may be in the best interests of the portfolio company may not be in the best interests of a client of Pharos, and vice versa. Accordingly, in these situations, there may be conflicts of interests between such individual's duties as an officer or employee of Pharos and such individual's duties as a director of the portfolio company. In such situations, the individual will use his best business judgment to determine how to act in his or her capacity as a director of the portfolio company, and may or may not recuse himself or herself from the decision-making process, if necessary.
- **Investments in Portfolio Companies of the Other Pharos Funds** - A Pharos client may invest in debt or equity of companies in which other clients hold securities, including equity securities. In the event that such investments are made, the interests of one client may be in conflict with the interests of one or more other clients, particularly in circumstances where the underlying company is facing financial distress. If a portfolio company in which one client has a debt investment and in which another client has an equity or senior debt investment becomes distressed or defaults on its obligations under the debt investment, Pharos may have conflicting loyalties between the respective clients and, possibly, the portfolio company. In that regard, actions may be taken for one client that are adverse to another client, or actions may or may not be taken by one client due to such other client's investment, which action or failure to act may be adverse to the client. In addition, it is possible that in a bankruptcy proceeding one client's interest may be subordinated or otherwise adversely affected by virtue of such another client's involvement and actions relating to its investment. Further, the involvement of funds managed by Pharos at both the equity and debt levels could inhibit strategic information exchanges among fellow creditors. In certain circumstances, one client may be prohibited from exercising any voting rights, and may be subject to claims by other creditors that its rights should be subordinated to the rights of such other creditors, in respect of the debt securities that it holds of an issuer because of the equity investment in such issuer made by another client. Pharos will attempt to resolve any such conflicts of interest in good faith, but there can be no assurance that such conflicts of interest or actions taken by Pharos in respect of any one client will not have an adverse effect on the investments made by another client.
- **Co-Investments by Pharos Management Personnel** – As discussed in Item 6, Pharos may arrange for co-investment opportunities to be made directly with portfolio companies alongside the Funds. Certain co-investments may be made by Pharos' management personnel, which could create a conflict of interest if a member of Pharos' management has an interest in a portfolio company investment that differs from that of the Fund. Pharos monitors these potential conflicts and requires the pre-clearance of all employees' investments in private placements.

## **Item 12 – Brokerage Practices**

Pursuant to Pharos’ investment strategy as detailed in Item 4, Pharos does not generally select or recommend broker-dealers for the purchase or sale of securities. In limited circumstances, however, Pharos may utilize the service of a broker-dealer to sell or hedge publicly traded positions held by the Funds. In the event such transaction takes place, Pharos will seek to obtain “best execution” on a variety of factors. In selecting broker-dealers to effect portfolio transactions, the Adviser may cause a Fund to enter into arrangements pursuant to which the Fund pays transaction costs in an amount greater than would be incurred if another broker-dealer were used. Pharos does not permit clients to direct brokerage to a specified broker-dealer. For purposes of clarification, all brokerage transactions will be executed through the broker-dealer selected by Pharos. Pharos is not required to solicit competitive bids or seek the lowest available commission or transaction costs.

Pharos does not currently use soft dollars received from broker-dealers for the purchase or sale of securities. To the extent Pharos decides to use soft dollars, it intends to limit such use to services that fall within the safe harbor afforded by Section 28(e) of the U.S. Securities Exchange Act of 1934, as amended, or such services that are otherwise reasonably related to the investment decision-making process.

## **Item 13 – Review of Accounts**

### ***Review of Accounts***

The investment portfolios of Pharos’ clients are generally private, illiquid and long-term in nature; accordingly, Pharos’ review of such portfolios is not directed towards a short-term decision to dispose of securities. However, Pharos continually reviews and analyzes existing portfolio companies and maintains an ongoing oversight position in such portfolio companies to identify issues early on and take action when necessary. Pharos’ investment and operational staff participate in the ongoing monitoring of client portfolios, although responsibilities vary by individual.

### ***Reporting***

The portfolio companies are valued quarterly in accordance with Accounting Standards Codification (ASC) 820, Fair Value Measurements and Disclosures, which define fair value and establishes a framework for measuring fair value in accordance with accounting principles generally accepted in the United States. Pharos’ clients undergo an annual audit conducted by an independent accounting firm that is registered with and subject to review by the Public Company Accounting Oversight Board, in accordance with U.S. Generally Accepted Accounting Principles. Pharos provides these audited financial statements to investors on an annual basis, which will be delivered to Pharos’ clients (and/or their investors, as necessary under applicable law and SEC rules) within 120 days of the end of the client’s fiscal year. Unaudited financial statements are provided on a quarterly basis. Fund investors’ capital account balances are provided on a quarterly basis. In addition,

such investors receive an investor newsletter describing the performance of the respective client. U.S. federal income tax information is provided annually. Other reports are provided as requested by Pharos' clients on behalf of their investors.

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

### ***Compensation by Non-Clients***

Other than discussed in Item 5, Pharos or its affiliates does not receive any economic benefit, including sales awards or prizes, from any third party for providing advisory services to the Funds.

### ***Compensation for Client Referrals***

Neither Pharos nor any related persons directly or indirectly receive compensation for client referrals.

## **Item 15 – Custody**

Pharos may be deemed under Rule 206(4)-2 of the Advisers Act to have custody of its clients' funds and private, illiquid securities; however, in accordance with this Rule, such client funds and securities are maintained by "qualified custodians" as defined in Rule 206(4)-2. Please see Item 13 – Review of Accounts regarding reporting to Pharos' clients' investors and the annual audit.

## **Item 16 – Investment Discretion**

Pursuant to the Funds' limited partnership agreements, the management and operation of each of the Funds and the formulation of its investment policy is vested exclusively in the General Partners. Pursuant to a written agreement, the General Partners have hired Pharos to, among other things, provide and execute securities investment advice on a discretionary basis. However, Pharos' discretionary authority is limited by the terms of the respective Funds' limited partnership agreement and by any instructions from the General Partners. Examples of the limitations on Pharos' discretionary authority from the Funds' respective limited partnership agreements include limitations on the amount of the Funds' assets that may be invested in a single portfolio company, in foreign entities, in specific types of financings and in real estate and oil and gas reserves.

Pharos anticipates that it will have discretionary authority with respect to other clients' securities investment portfolios, subject to the same or similar limitations on such discretionary authority. Pharos will review any such limitations prior to accepting discretionary authority over its clients' investments.

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

The General Partners have been delegated the authority to vote proxies regarding securities held by the Funds, and such authority has not been assumed by Pharos. Pharos may or may not accept such authority with respect to other clients, as determined on a case-by-case basis. Rule 206(4)-6 of the Advisers Act requires an adviser that exercises voting authority over client proxies to vote proxies in the best interest of its clients. In furtherance of such objective, Pharos has adopted and implemented policies and procedures reasonably designed to ensure that Pharos votes proxies in the best interest of its clients. In exercising its voting discretion, Pharos seeks to avoid any direct or indirect conflict of interest between Pharos' clients and Pharos' voting decision. If a material conflict of interest with respect to a particular vote is encountered, Pharos will determine how to vote the proxy consistent with the best interest of its clients and in a manner consistent with its fiduciary responsibility. The guiding principle by which Pharos votes all proxies is the maximization of the ultimate long term economic value of the relevant client holdings. Pharos does not permit proxy voting decisions to be influenced in any manner that is contrary to or dilutive of this guiding principle. Pharos reserves the right to abstain or otherwise withhold its vote or consent on any matter if Pharos determines that such abstention or withholding is advisable and in the best interest of the Funds.

Clients, on their own or on behalf of their investors, may request proxy voting information by writing to Pharos Capital Group, LLC, 8 Cadillac Drive, Suite 180, Brentwood, Tennessee 37027.

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

Pharos does not require or solicit pre-payment of any fees more than six months in advance. Pharos does not believe it has any financial condition that is reasonably likely to impair its ability to meet its contractual commitments to the Funds. Further, Pharos has not been the subject of a bankruptcy petition at any time during the past ten years.