

Part 2A of Form ADV - Firm Brochure

Item 1. Cover Page

Francisco Partners Management, L.P.

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This brochure provides information about the qualifications and business practices of Francisco Partners Management, LP (“FP” or the “Firm”). If you have any questions about the contents of this brochure, please contact us at 415-418-2900. 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 FP also is available on the SEC’s website at www.adviserinfo.sec.gov. An investment adviser’s registration with the SEC does not imply a certain level of skill or training.

Item 2. Material Changes

Francisco Partners Management, L.P. filed its most recent Form ADV Part 2 on March 30, 2016. This other-than-annual amendment updates the description of certain business practices of Francisco Partners Management, L.P., including but not limited to information regarding an additional FP Fund (as defined below), its investment strategy and related risks and conflicts of interest.

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Item 4. Advisory Business

Francisco Partners Management, LP (“**FP**” or the “**Firm**”), a registered investment adviser, provides investment advisory services to U.S. and non-U.S. pooled investment vehicles (“**Funds**” or the “**FP Funds**”)¹ that are exempt from registration under the Investment Company Act of 1940, as amended (the “**Investment Company Act**”). The Funds’ securities are not registered under the Securities Act of 1933, as amended (the “**Securities Act**”), and are privately placed to qualified investors in the United States and elsewhere. FP provides discretionary investment management services through affiliated general partners of the Funds (the “**General Partners**”). Each General Partner operates as a single advisory business with FP and is deemed registered under the Advisers Act, in accordance with SEC guidance, pursuant to FP’s registration.

The primary focus of FP’s investment advisory activity is researching and advising on private equity investments, including buyouts, divisional divestitures, recapitalizations, restructurings and growth equity in middle market and lower-middle market technology companies, with such investments generally referred to herein as “portfolio companies.” Certain FP Funds focus primarily on investing in middle-market opportunities, while other FP Funds focus primarily on investing in smaller, lower-middle market opportunities. Such investments often take the form of privately negotiated investment instruments including unregistered equity from both U.S. and non-U.S. issuers. Although the primary focus of each FP Fund is on middle market or lower-middle market technology private equity investments, FP may from time to time recommend other types of investments, including investments in public companies, consistent with the respective FP Fund’s investment strategy and objectives, as described in the applicable private placement memorandum and/or limited partnership or other operating agreement or governing document (each, a “**Fund Agreement**”) of each FP Fund.

FP generally provides investment advisory services to each FP Fund pursuant to a separate investment advisory agreement (each, an “**Advisory Agreement**”). Investment advice is provided by FP directly to the FP Funds, subject to the direction and control of the affiliated General Partner of such FP Fund. The FP Funds are collectively referred to in this brochure as “**Clients**” and persons or entities that invest in the Funds are referred to in this brochure as “investors” or “limited partners.” FP provides investment advice and other services directly to the Funds and not individually to the investors of such Funds. The applicable General Partner of each FP Fund generally enters into side letter agreements with certain investors in the FP Funds (“**side letters**”), establishing rights under, or supplementing or alternating the terms of, the applicable Fund Agreements and subscription agreements relating to such FP Fund with respect to such investors, including by providing, among other things, different information rights, co-investment rights and other economic rights that may be material. Such additional rights, terms or conditions are generally disclosed to all limited partners of the relevant FP Funds, and subject to specific disclosed exceptions and FP policies are generally also offered to all investors in the applicable FP Fund.

¹ Where applicable, includes wholly owned subsidiaries and alternative investment vehicles related to transactions with FP Funds.

Additionally, from time to time pursuant to the terms of the Fund Agreement of the applicable FP Fund, FP expects to provide (or agree to provide) co-investment opportunities (including the opportunity to participate in co-invest vehicles) to FP Funds, certain clients and other parties that may have a relationship with FP, such as limited partners, other private fund sponsors, corporates, certain strategic advisors and single investor vehicles, as described in Item 11 below. Such co-investments typically involve investment and divestment of interests in the applicable portfolio company at the same time and on the same terms as the FP Fund making the investment. From time to time, for strategic and other reasons, a co-investor or co-invest vehicle may be established to purchase a portion of an investment from one or more FP Funds after such FP Funds have consummated their investment in the portfolio company (also known as a post-closing sell-down or transfer). Any such purchase from an FP Fund by a co-invest vehicle or co-investor generally occurs shortly after the FP Fund's completion of the investment to avoid any changes in valuation of the investment, and the co-investor or co-invest vehicle generally will be required to reimburse the relevant FP Fund for related expenses.

Any restrictions on investments in certain types of securities are established by the General Partner of the applicable FP Fund and are set forth in the documentation received by each limited partner prior to investment in such FP Fund. Once invested in an FP Fund, investors cannot impose restrictions on the types of securities in which such FP Fund can invest.

FP was converted to a Delaware limited partnership in 2012 but is part of a private investment firm originally founded in 1999. FP is owned by its senior management and no individual owns 25% or more of the Firm. As of June 30, 2016, FP managed approximately \$7,714,564,412 of Client assets, all of which is managed on a discretionary² basis.

FP does not currently participate as manager in any wrap fee programs.

Item 5. Fees and Compensation

As compensation for investment advisory services rendered to the FP Funds, FP receives from each FP Fund an annual management fee payable either (i) quarterly (in advance) or (ii) semi-annually (with each installment representing a payment in arrears for the one quarter-month period preceding the due date and in advance for the five and three quarter-month period following the due date). Installments of the management fee payable for any period other than a full quarterly or semi-annual period are adjusted on a pro rata basis according to the actual number of days in such period. As described below, FP is permitted to reduce or waive the management fee in some circumstances in connection with the receipt by FP or its related persons of various fees paid by actual or prospective portfolio companies.

The management fee is also generally subject to waiver or reduction by the General Partner of such FP Fund, in its sole discretion, in connection with investments made in the FP Funds by the applicable General Partner or certain affiliated or related parties. Certain waived portions of the

² FP does not have ultimate investment discretion with respect to the assets of any FP Fund as such discretion is retained by the applicable General Partner of each FP Fund.

management fee are treated by the Fund Agreement of the relevant Fund as a deemed capital contribution by the relevant General Partner, which is effectively invested in the relevant Fund on such General Partner's behalf. Any such contribution reduces the amount of capital contributions the relevant General Partner would otherwise be required to contribute to the relevant Fund. Any balance of fees or waivers eligible for offset against the management fee which have not been offset by the subsequent reduction of the management fee prior to the dissolution of an FP Fund shall be paid by the General Partner to the investors.

FP Funds will also allocate a portion of their investment profits to their General Partners, which are affiliated with FP, as a "carried interest," as discussed in Item 6 below.

In addition to the management fee and carried interest payable to FP and the General Partners, respectively, each Fund bears certain expenses. As set forth more fully in the applicable private placement memorandum and/or Fund Agreement of each FP Fund, each FP Fund bears all expenses relating to such FP Fund's activities, investments and business to the extent not reimbursed by a portfolio company, including fees, costs, expenses, liabilities and obligations attributable to structuring, organizing, acquiring, financing, re-financing, holding, managing, operating, valuing, dissolving, winding up, liquidating, restructuring, taking public or private, selling or otherwise disposing of such Fund's investments, interest, legal, auditing, consulting, research, accounting, administration, brokerage, depositary (including pursuant to the EU Alternative Investment Fund Managers Directive (2011/61/EU)), costs associated with a Swiss representative and paying agent (pursuant to the Swiss Collective Investment Schemes Act and the implementation thereof), custody, account, finder fees and expenses, insurance, preparation and filing of financial statements, tax returns, reporting, registration, advisory board, limited partner meetings and related meal and entertainment expenses, travel (including, where appropriate, meal and entertainment expenses, and as specified in the applicable Fund Agreement, first class commercial airfare or the cost in excess of first class commercial airfare on a limited basis), extraordinary expenses and other similar fees and expenses, including such fees and expenses, or other liabilities or obligations, incurred for transactions not consummated ("**Broken Deal Expenses**"). Each FP Fund also bears expenses indirectly to the extent a portfolio company pays expenses, including certain expenses of FP and/or its affiliates. Each General Partner generally will pay all ordinary administrative and overhead expenses incurred in connection with maintaining and operating its office(s), including employees' salaries, rent, utilities and similar overhead expenses, as specified in the applicable Fund Agreement. As is typical for private equity funds, the FP Funds likely bear additional and greater expenses, directly or indirectly, than many other pooled investment products, such as mutual funds.

For certain FP Funds, expense reimbursements may be payable to FP or its affiliates. The nature of these expense reimbursements are disclosed to investors in the relevant offering documents and/or Fund Agreements. These expense reimbursements are in addition to the investment advisory fees discussed above.

In certain circumstances, one Fund is expected to pay an expense common to multiple Funds (including without limitation legal expenses for a transaction in which all such Funds participate, or other fees or expenses in connection with services the benefit of which are received by other Funds over time), and be reimbursed by the other Funds by their share of such expense. In

certain circumstances, FP is expected to advance amounts related to the foregoing and receive reimbursement from the Funds to which such expenses relate.

As described above, in certain circumstances, the relevant General Partner is expected to permit certain investors to co-invest in portfolio companies alongside one or more Funds, subject to FP's related policies and the relevant Fund Agreement and/or side letter(s). If a co-invest vehicle is formed, such entity will bear expenses related to its formation and operation, many of which are similar in nature to those borne by the Funds. In the event that a transaction in which a co-investment was planned, including a transaction for which a co-investment was believed necessary in order to consummate such transaction, ultimately is not consummated, all Broken Deal Expenses relating to such unconsummated transaction will be borne by the Fund(s), and not by any prospective co-investors, that were to have participated in such transaction. However, to the extent that such co-investors have already invested in a co-investment or other vehicle in connection with such transaction, such vehicle is expected to bear its share of such Broken Deal Expenses.

FP and its affiliates will typically perform management, advisory, transaction-related services, financial advisory and other services ("**Related Services**") for, and will receive fees from, actual or prospective portfolio companies or other deal-related investment vehicles of the FP Funds, including such fees in connection with mergers, acquisitions, add-on acquisitions, financings, refinancings, dividend recapitalizations, public offerings, sales and similar transactions. These fees may be significant and could, in some instances, exceed the management fee. Such fees may be paid in securities of portfolio companies or investment vehicles (or rights thereto) or otherwise.

Although Related Services fees are in addition to the management fees paid by the FP Funds, FP will in some circumstances reduce future management fees in connection with the receipt of these fees. The calculation of such reduction varies from Fund to Fund and is described in the applicable Fund Agreements. Such reductions will be credited on a regular basis and in general in the subsequent quarterly or six month period, as applicable. To the extent any such credit would reduce the management fee for a given management fee period below zero, such credit will be carried forward for future application. To the extent any such excess remains unapplied upon dissolution of a Fund, each partner of such Fund generally will receive its share of such unapplied excess, unless such partner elects not to receive its share. The amount of these fees is disclosed in the annual financial statements of the applicable FP Fund.

FP and/or its affiliates have discretion over whether to charge Related Services fees or other compensation to a portfolio company and, if so, the rate, timing and/or amount of such fees or other compensation. The receipt of such compensation generally will give rise to potential conflicts of interest between the Funds, on the one hand, and FP and/or its affiliates on the other hand.

FP Funds, directly or through portfolio companies in which they invest, bear the cost of consulting services provided by Francisco Partners Consulting, LLC ("**FP Consulting**"). FP Consulting brings deep operational expertise to its engagements with portfolio companies and the FP Funds. FP Consulting services generally include performance of operational analyses, establishment of best practices, service as an executive or similar officer of a portfolio company

or subsidiary thereof, service as a director of a portfolio company or subsidiary thereof and assistance with operational due diligence reviews of prospective investments. FP Consulting is owned by its senior management and FP Consulting service providers are generally referred to by FP as Operating Partners and Operating Advisors. FP Consulting fees, other compensation (which may include cash compensation, options or carried interest) and reimbursements are retained by FP Consulting, are not shared with FP and do not reduce the management fees paid by the FP Funds. FP and/or the applicable General Partners have discretion over whether to charge consulting fees to a portfolio company and, if so, the fee rate or amount. The receipt by FP Consulting of consulting fees and other compensation generally will give rise to potential conflicts of interest between the FP Funds, on the one hand, and FP and or its affiliates on the other hand, as discussed under “Conflicts of Interest,” below.

When FP utilizes the services of broker-dealers for limited purposes relating to transaction-related services, such FP Fund will incur brokerage and other transaction costs. For additional information regarding brokerage practices, please see Item 12 below.

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

FP Funds allocate a portion of their investment profits to their General Partners, which are affiliated with FP, as a carried interest, as set forth in each Fund Agreements. Such allocation of profits is only allocated to the General Partner when specific conditions are met, including that a preferred return on such investment has been met. FP Funds also allocate a portion of their investment profits to their General Partners in relation to previous management fee waivers or reductions by the General Partner of such FP Fund in connection with investments made on behalf of the General Partner. The General Partners’ entitlement to performance-based allocations may create an incentive for FP to take risks in managing the FP Funds that it would not otherwise take in the absence of such performance-based arrangements, although FP generally considers performance-based compensation to better align its interests with those of its investors.

As described above, the General Partners receive a carried interest allocation on certain profits in the FP Funds. FP also advises private funds that are not subject to management fees or performance-based compensation (the “**Parallel Funds**”). While this practice could present a conflict of interest, FP does not believe this arrangement poses a conflict of interest in practice because such Parallel Funds invest in parallel with the Funds that are subject to carried interest. Such investments are generally made and disposed of on the same terms and on a pro rata basis. FP also advises a legacy private fund that is not subject to management fees or a carried interest (the “**Employee Fund**”). FP does not believe the Employee Fund poses a conflict of interest in practice because the Employee Fund co-invested alongside the FP Funds only to the extent there is an excess investment opportunity that can be allocated to the Employee Fund, and such investment is then made in accordance with the applicable Fund Agreement and FP’s investment allocation policy.

Item 7. Types of Clients

As described in Item 4 above, FP provides discretionary investment management services to the Funds in accordance with the terms of the Fund Agreements. Investment in the Funds is generally only available to institutional investors and certain high net worth investors that are “accredited investors” and/or “qualified purchasers,” within the meaning of the Securities Act, and the Investment Company Act, respectively.

Investors include, among others, governmental and corporate pension and profit sharing plans, endowments, private investment funds, insurance companies, sovereign wealth funds, funds of funds, family offices and certain high net worth individuals. Also, employees, other persons associated with the Firm and/or its affiliates, including the General Partner, and personnel of FP Consulting or other service providers retained by the Firm have a capital commitment to the Funds.

The Funds generally have a specified minimum investment as set forth in the Fund Agreements, subject to the General Partner’s discretion to accept investment commitments of lesser amounts. As a general matter, there is no minimum capital commitment amount for investors in certain alternative investment vehicles or co-investment vehicles.

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

Each Fund’s Fund Agreement sets forth the terms of an investment in the Fund and identifies the Fund’s investment objectives along with risk factors. The Fund Agreements contain additional information on the risks associated with an investment in the respective Fund, and should be reviewed by any prospective investor.

Investment Strategies and Methods of Analysis

FP is focused on middle market and lower-middle market technology investing. FP seeks to provide transformational capital in situations involving operational complexity, strategic change or other business inflection points. The Firm typically invests in public company buyouts, divisional spinouts, private company recapitalizations, growth equity and sponsored M&A transactions.

Frequently used components of FP’s investment strategy are a value and control orientation and building resiliency into investments both through modest use of leverage and by purchasing highly structured securities with downside protection. Many of the Firm’s investments have low purchase price multiples and employ modest leverage. This strategy is intended to result in a portfolio with a prudent risk/reward profile, focus on capital preservation, and portfolio company balance sheet resiliency.

In evaluating potential portfolio companies, FP conducts extensive due diligence to analyze, among other aspects, the company’s market and competitive position within that market, cost and revenue drivers, management team, intellectual property, potential growth opportunities and potential sources of investment exit.

The FP investment committee (the “**Investment Committee**”) generally meets weekly to discuss potential and pending investment and divestment opportunities. Transaction teams

conduct a detailed review of the investment opportunity or transaction to facilitate an in-depth discussion with the Investment Committee regarding the target company or business, the investment thesis and deal tactics. The Investment Committee will generally conduct multiple reviews of a particular investment opportunity or transaction.

Risk Factors

Investing in the Funds involves a substantial degree of risk. An FP Fund may lose all or a substantial portion of its capital in investments and investors in FP Funds must be prepared to bear the risk of loss of their investments in a Fund. There can be no assurance that the Funds' investment objectives will be achieved or that an investor will receive a return of its capital.

In addition, material risks relating to the investment strategies and methods of analysis described above include the following, each of which is described in more detail in the applicable FP Fund offering document.

Business Risks. An FP Fund's investment portfolio consists primarily of securities issued by privately held companies, and operating results in a specified period will be difficult to predict. Such investments involve a high degree of business and financial risk that can result in substantial losses.

Reliance on Management. Decisions with respect to the management of each FP Fund will be made by the General Partner of such FP Fund with the advice of FP. The success of an FP Fund will depend on the ability of its General Partner and FP to identify and consummate investments, to improve the operating performance of portfolio companies and to dispose of investments of such FP Fund at a profit. The loss of the services of one or more members of the professional staff of FP or the partners of the General Partner of an FP Fund could have an adverse impact on such FP Fund's ability to realize its investment objective. In addition, all of the officers and employees responsible for managing a particular FP Fund generally will continue to have responsibilities with respect to other FP Funds and accounts managed by FP. Thus such persons will have demands made on their time for the investment, monitoring, exit strategy and other functions of other Funds and accounts.

Concentration of Investments. FP Funds participate in a limited number of investments (and may seek to make several investments in one industry or one industry segment or within a short period of time). As a result, an FP Fund's investment portfolio could become highly concentrated, and the performance of a few holdings or of a particular industry may substantially affect its aggregate return. FP Funds typically focus on investments in middle market and lower-middle market technology companies. Instability, fluctuation or an overall decline within the technology industry will likely not be balanced by investments in other industries not so affected. In the event that the technology sector as a whole declines, returns to FP Fund investors may decrease.

Risks Inherently Associated with Technology Companies. Technology companies often face specific risks which the Funds will also be exposed to by concentrating their investment strategy in such companies. Such risks typically include: (1) rapidly changing science and technologies; (2) new competing products and improvements in existing products which may quickly render

existing products or technologies obsolete; (3) scarcity of management, technical, scientific, research and marketing personnel with appropriate training; (4) the possibility of lawsuits related to patents and other intellectual property and their associated rights; and (5) rapidly changing investor sentiments and preferences with regard to technology sector investments.

Many target portfolio companies rely on a combination of patent, copyright, trademark and trade secret protection and non-disclosure agreements to establish and protect proprietary rights. There can be no assurance that a Fund or a portfolio company will be able to protect these rights or will have the financial resources to do so, or that competitors will not develop technologies substantially equivalent or superior to a company's technologies, or allege patent infringement by a portfolio company. Piracy or any such allegations may adversely affect portfolio company revenue, particularly outside the U.S. in countries where laws are less protective of intellectual property rights. The absence of harmonized patent laws makes it more difficult to ensure consistent respect for patent rights. Reductions in the legal protection for software intellectual property rights could adversely affect portfolio companies.

Lack of Sufficient Investment Opportunities. The business of identifying, structuring and completing private equity transactions is highly competitive and involves a high degree of uncertainty. To the extent that FP Funds encounter competition for investments, returns to limited partners may decrease as a result of fees incurred or increased purchase prices. Limited partners will be required to bear management fees through the FP Funds during the commitment period based on the entire amount of the limited partners' commitments to such FP Funds and other expenses as set forth in the applicable Fund Agreement.

Need for Follow-On Investments. Following its initial investment in a given portfolio company, an FP Fund may decide to make an additional investment in such portfolio company. There is no assurance that an FP Fund will make follow-on investments or that such FP Fund will have sufficient funds to make all or any of such investments. Any decision by an FP Fund not to make follow-on investments or its inability to make such investments may have a substantial negative effect on a portfolio company in need of such an investment. Additionally, such failure to make such investments may result in a lost opportunity for an FP Fund to increase its participation in a portfolio company or the dilution of such FP Fund's ownership in a portfolio company if a third party invests in such portfolio company.

Financial Market Fluctuations. General fluctuations in the market prices of securities will affect the value of the investments held by FP Funds. Instability in the securities markets may also increase the risks inherent in the FP Funds' investments. The ability of portfolio companies to refinance debt securities will depend on their ability to sell new securities in the public high yield debt market or otherwise.

Leveraged Investments. FP Funds may make use of leverage by incurring or having a portfolio company incur debt to finance a portion of an investment in a given portfolio company. Leverage generally magnifies both an FP Fund's opportunities for gain and its risk of loss from a particular investment. The cost and availability of leverage is highly dependent on the state of the broader credit markets (which may be impacted by regulatory restrictions and guidelines), which is difficult to accurately forecast, and at times it may be difficult to obtain or maintain the desired degree of leverage. The use of leverage will also result in interest expense and other costs to an

FP Fund that may not be covered by distributions made to such FP Fund or appreciation of its investments. Leverage also imposes restrictive financial and operating covenants on a company, in addition to the burden of debt service, and may impair its ability to operate its business as desired and/or finance future operations and capital needs. The leveraged capital structure of portfolio companies will increase the exposure of an FP Fund's investments to any deterioration in a company's condition or industry, competitive pressures, an adverse economic environment or rising interest rates (which recently have been at or near historic lows) and could accelerate and magnify declines in such FP Fund's investments in the leveraged portfolio companies in a down market. In the event any portfolio company cannot generate adequate cash flow to meet debt service, an FP Fund may suffer a partial or total loss of capital invested in the portfolio company, which could adversely affect the returns of a Fund. Furthermore, the companies in which an FP Fund invests generally are not rated by a credit rating agency. Furthermore, should the credit markets be limited or costly at the time an FP Fund determines that it is desirable to sell all or part of a portfolio company, such FP Fund may not achieve an exit multiple or enterprise valuation consistent with its forecasts.

Availability of Entry Financing. A Fund's ability to invest in portfolio companies may depend on the availability and terms of any borrowings that are required or desirable with respect to such investments. A decrease in the availability of financing (or an increase in the interest cost) for leveraged transactions, whether due to adverse changes in economic or financial market conditions or a decreased appetite for risk by lenders, would impair a Fund's ability to consummate investments and would adversely affect the Fund's returns.

Availability of Additional Financing. After a Fund has financed a company, continued development and marketing of products may require that additional financing be provided from such Fund or third party. No assurance can be made that such additional financing will be available and no assurance can be made as to the terms upon which such financing may be obtained.

Investments in Restructurings. A Fund may invest in restructurings that involve portfolio companies that are experiencing or are expected to experience financial difficulties. Those financial difficulties may never be overcome, causing the portfolio companies to become subject to bankruptcy proceedings. Investments in restructurings may be adversely affected by laws relating to, among other things, fraudulent conveyances, voidable preferences, lender liability and the bankruptcy court's discretionary power to disallow, subordinate or disenfranchise particular claims or re-characterize investments made in the form of debt as equity contributions. Such investments could, in certain circumstances, subject a Fund to certain additional potential liabilities that may exceed the value of its original investment.

Early Stage Investments. Certain Funds may make investments in early stage companies that have inherently greater risk than more established businesses. Accordingly, the growth of these companies may require significant time and effort resulting in a longer investment horizon than can be expected with lower risk investment alternatives. Such investments can experience failure or substantial declines in value at any stage. There is no assurance that such investments by a Fund will be successful.

General Risks Associated with Non-U.S. Investments. Investment in foreign issuers may involve certain special risks due to foreign economic, political and legal climates, including favorable or unfavorable changes in currency exchange rates, exchange control regulations (including currency blockage), expropriation of assets or nationalization, imposition of taxes on dividends, interest payments or capital gains, the need for approval by government or other authorities to make investments, and possible difficulty in obtaining and enforcing judgments against foreign entities. Furthermore, issuers of foreign securities are subject to different, often less comprehensive accounting reporting and disclosure requirements than domestic issuers.

Investments in Operating Turnarounds. In some cases, the success of a Fund's investment strategy will depend, in part, on the ability of FP to restructure and effect improvements in the operations of a portfolio company, and there can be no assurance that FP will be able to successfully identify and implement such restructuring programs and improvements.

Non-Controlled Investments. A Fund may hold meaningful minority stakes in public or privately held companies and in some cases may have limited minority protection rights. As is the case with minority holdings in general, such minority stakes will not have the control characteristics of majority stakes. Also, it may be more difficult for a Fund to liquidate its interests than it would be had the Fund owned a controlling interest in such company. Even if a Fund has contractual rights to seek liquidity of the Fund's minority interests in such companies, it may be very difficult to sell such interests or seek a sale of such company upon terms acceptable to the Fund, especially in cases where the interests of the other investors in such company have different business and investment objectives and goals.

Publicly-Traded Securities. A Fund may invest in securities issued by publicly held companies, and may hold publicly-traded securities following a partial exit from an investment. Such investments subject a Fund to risks that differ in type or degree from those involved with investments in privately held companies. Such risks include greater volatility in the valuation of such companies, increased obligations to disclose information regarding such companies, sensitivity of such companies' securities to movements in the stock market, limitations on the ability of the Fund to dispose of such securities, increased likelihood of shareholder litigation and insider trading allegations against such companies' executives and board members including FP principals and increased costs associated with each of the aforementioned risks.

Diversification. There is no assurance as to the degree of diversification that will actually be achieved in a Fund's investments. Because a meaningful portion of a Fund's committed capital may be invested in a single industry or portfolio company, a loss with respect to such an industry or portfolio company could have a significant adverse effect on such Fund's returns.

Uncertainty of Financial Projections. FP generally establishes the capital structures of companies in which a Fund invests on the basis of financial projections for such companies, which normally are based primarily on management judgments, with adjustments to such projections made by FP in its discretion. Projections are only estimates of future results that are based upon information received from the company and third parties and assumptions made at the time that the projections are developed. There can be no assurance that the projected results will be obtained and actual results may vary significantly from the projections. Also, general

economic factors, which are not predictable, can have a material impact on the reliability of projections.

Controlling Interests. Because of its equity ownership, representation on the board of directors and/or contractual rights, a Fund is often considered to control, participate in the management of or influence the conduct of portfolio companies in which the Funds have invested. The exercise of control over a company may impose additional risks of liability. If these liabilities were to arise a Fund may suffer a significant loss.

Limitations on Ability to Exit Investments. FP Funds generally exit investments in two principal ways: (i) private sales (including mergers with or acquisitions of its portfolio companies) and (ii) initial and secondary public offerings. At any particular time, one or both of these avenues may not be open to the Funds, or timing with respect to these exit mechanisms may be inopportune. As such, the ability to exit from and liquidate portfolio holdings may be constrained at any particular time.

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

Uncertainty Regarding Investments. Although FP makes every effort to conduct appropriate due diligence prior to making an investment, the due diligence process is subjective at times and may be required to be undertaken on an expedited basis in order to take advantage of available investment opportunities. In addition, a Fund is relying on limited resources available to it in the due diligence process, including information provided by the target of the investment and third-party consultants, legal advisers, accountants and investment banks. As a result, the due diligence investigation may not reveal or highlight all relevant facts that may be necessary or helpful in evaluating such investment opportunity.

Material Non-Public Information. As a result of the operations of FP and its affiliates, FP frequently comes into possession of confidential or material non-public information. Therefore, FP and its affiliates may have access to material, non-public information that may be relevant to an investment decision to be made by a Fund. Consequently, a Fund may be restricted from initiating a transaction or selling an investment which, if such information had not been known to it, may have been undertaken on account of applicable securities laws or FP's internal policies. Due to these restrictions, a Fund may not be able to make an investment that it otherwise might have made or sell an investment that it otherwise might have sold.

Cybersecurity Risks. Operating companies are subject to ongoing cybersecurity risks. To the extent that a portfolio company is subject to cyber-attack or other unauthorized access is gained to a portfolio company's systems, such portfolio company may be subject to substantial losses in the form of stolen, lost or corrupted (i) customer data or payment information; (ii) customer or

portfolio company financial information; (iii) portfolio company software, contact lists or other databases; (iv) portfolio company proprietary information or trade secrets; or (v) other items. In certain events, a portfolio company's failure or deemed failure to address and mitigate cybersecurity risks may be the subject of civil litigation or regulatory or other action. Any of such circumstances could subject a portfolio company, or the relevant Fund, to substantial losses. In addition, in the event that such a cyber-attack or other unauthorized access is directed at the Firm or one of its service providers holding its financial or investor data, the Firm, its affiliates or the Funds may also be at risk of loss.

Item 9. Disciplinary Information

None.

Item 10. Other Financial Industry Activities and Affiliations

The following FP affiliated entities are general partners of the respective FP Funds and General Partners.

- Francisco Partners Agility GP, L.P.
- Francisco Partners GP IV, L.P.
- Francisco Partners GP IV Management Limited
- Francisco Partners GP III, L.P.
- Francisco Partners GP III Management, LLC
- Francisco Partners GP III (Cayman), L.P.
- Francisco Partners GP III Management (Cayman), Ltd.
- Francisco Partners GP II, L.P.
- Francisco Partners GP II Management, LLC
- Francisco Partners GP II (Cayman), L.P.
- Francisco Partners GP II Management (Cayman), Ltd.
- Francisco Partners GP, LLC

Francisco Partners Operations LLP is an FP affiliate that is located in the United Kingdom and registered with the Financial Conduct Authority.

In addition, certain third parties engaged in the financial services industry have a minority economic or other ownership interest in FP and its affiliated general partner entities. Such persons do not have management rights in FP or such general partners.

FP does not believe that its relationships with the affiliates described above create a material conflict of interest with its Clients.

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

Code of Ethics

FP has adopted a Code of Ethics (“**Code**”) which applies to the Firm and its affiliates and sets forth standards of business conduct that FP requires of its supervised persons. The Code is intended to assist the Firm and its supervised persons in complying with the requirements of Rule 204A-1 under the Advisers Act, as well as provisions of the U.S. federal securities laws pertaining to insider trading.

The Code contains a section entitled “Procedures and Policy Statement on Insider Trading” to inform employees and access persons what constitutes material, nonpublic information and the laws and requirements relating to insider trading and confidentiality and FP’s policies in that area.

The Code also sets forth personal trading policies applicable to employees and certain family members and affiliates that are designed to address actual or potential conflicts of interest (or appearances of conflicts) with the Funds (the “**Policies**”).

Employees may not trade for themselves or recommend trading in the securities of a public company while in possession of material, nonpublic information concerning such company, or disclose such information to any person not entitled to receive it. Each employee is required to inform the Firm’s Chief Compliance Officer whenever such employee believes that he or she may have obtained material, nonpublic information regarding a public company. In accordance with the Policies, employees are not permitted to effect transactions individually in public companies that are portfolio investments of any of the Funds without the approval of the Chief Compliance Officer.

The Policies require all FP employees, as well as employees and persons deemed associated persons of the Firm, to report brokerage transactions to the Chief Compliance Officer. Transactions in certain financial products, including certain mutual fund shares, U.S. government securities and certain money market instruments may be excluded from such reporting requirements.

The Policies also require that access persons seek pre-clearance with respect to purchases and sales of most types of securities. These pre-clearance requirements may not apply to transactions in certain investments, including investments in accounts over which the covered person has no direct or indirect investment discretion, influence or control.

A copy of the Code of Ethics is available to any FP Fund, Client or prospective client upon request.

Conflicts of Interest

FP and its affiliates engage in targeted advisory services, including investment activities for their own account (*e.g.*, co-investment vehicles) and for the account of the Funds and providing transaction-related, advisory, management and other services to funds and operating companies, including portfolio companies of the FP Funds. FP will devote such time, personnel and internal resources as are necessary to conduct the business affairs of the FP Funds in an appropriate manner, as required by the relevant Fund Agreement, although the FP Funds and their respective

investments will place varying levels of demand on these over time. In the ordinary course of conducting its activities, the interests of an FP Fund or its investors may conflict with the interests of FP or its affiliates or one or more other Funds or with their respective affiliates.

Resolution of Conflicts

FP and its affiliates will deal with all conflicts of interest using their best judgment, but in their sole discretion. In the case of all conflicts involving the FP Funds, the determination as to which factors are relevant, and the resolution of such conflicts, will be made in the sole discretion of FP, except as required by the Fund Agreements of the FP Funds.

The following factors may alleviate, but will not eliminate, conflicts of interest among FP and the FP Funds:

- Certain important conflicts of interest will be addressed pursuant to set procedures, restrictions or other provisions contained in the relevant Fund Agreements; and
- An Advisory Board of representatives of the limited partners of each Fund will approve or consent to certain material conflict of interest transactions, including those specifically delineated in the Fund Agreements of the FP Funds and referred to the Advisory Board by such Fund's General Partner.

Potential Sources of Conflicts of Interest

The potential conflicts of interest encountered by an FP Fund include those discussed below, although the discussion below does not describe all of the potential conflicts that will be faced by the FP Funds. Other conflicts are disclosed throughout this document and the document should be read in its entirety for other conflicts.

Conflicts Relating to FP and the General Partners of the FP Funds.

As described above, FP will typically receive fees in connection with its performance of Related Services. Such fees will be in addition to the management fee and the carried interest paid by such FP Fund. FP will determine the amount of these fees in its own discretion, subject to agreements with sellers, buyers and management teams, the boards of directors of or lenders to portfolio companies, and/or third party co-investors in its transactions. As a result of the Funds' controlling interests in portfolio companies, FP and/or its affiliates typically have the right to appoint portfolio company board members, or to influence their appointment, and to determine or influence a determination of their compensation. From time to time, portfolio company board members approve compensation and/or other amounts payable to FP and/or its affiliates. FP is not required by the Fund Agreements of the FP Funds to provide an FP Fund or its limited partners with information regarding the amounts of these fees, although such fees will be disclosed to the extent required and the amount of such fees are included with other expense items on the Fund's quarterly and annual financial statements.

The opportunity to receive fees from actual or prospective portfolio companies or other investment vehicles of an FP Fund creates a conflict of interest between FP, on the one hand, and such FP Fund and its limited partners on the other hand because the amounts of such fees

over time is expected to be substantial, the FP Fund and its limited partners do not have an interest in FP and the rights of the FP Fund and its limited partners to these fees is limited to the reduction of future management fees described above. Also, because there is a fixed investment period when capital may be invested by the FP Fund, and after which capital from investors in FP Funds may only be drawn down in limited circumstances, and because management fees are, at certain times during the life of an FP Fund, based upon capital invested by such FP Fund, this fee structure may create an incentive to invest capital when FP may not otherwise have done so.

Similar to fees earned in connection with Related Services, a portfolio company typically will reimburse FP, FP Consulting or service providers retained at FP's discretion for expenses (including without limitation travel expenses) incurred by FP or such service providers in connection with its performance of services for such portfolio company. FP selects service providers and determines the amount of reimbursements for such services in good faith in its discretion; however, the amount of such reimbursements over time is expected to be substantial.

FP generally exercises its discretion to recommend to an FP Fund or to a portfolio company thereof that it contract for services with (i) FP or a related person of FP (which may include a portfolio company of such FP Fund), (ii) an entity with which FP or its affiliates or current or former members of their personnel has a relationship, (iii) an entity from which FP or its affiliates or their personnel otherwise derives financial or other benefit or (iv) FP Consulting. This subjects FP to conflicts of interest, because although FP selects service providers that it believes are aligned with its operational strategies and will enhance portfolio company performance and, relatedly, returns of the relevant FP Fund, FP may have an incentive to recommend the related or other person because of its financial, familiarity, performance or other business interest. There is a possibility that FP, because of such belief or for other reasons, may favor such retention or continuation even if a better price and/or quality of service could be obtained from another person. Whether or not FP has a relationship or receives financial or other benefit from recommending a particular service provider, there can be no assurance that no other service provider is more qualified to provide the applicable services or could provide such services at lesser cost. FP may have incentives to engage, for example, FP Consulting, which has a dedicated relationship with FP and the portfolio companies, to perform certain consulting services rather than engage independent service providers. FP attempts to address this conflict by seeking to (i) agree upon fees that FP believes are reasonable and (ii) with respect to FP Consulting, require that FP Consulting enter into a contract with each applicable Fund and portfolio company whereby the parties agree to the fees and an overview of services available to be provided, which will generally be reviewed on annual basis. As discussed above, FP Consulting fees and other compensation are retained by FP Consulting, are not shared with FP and do not reduce the management fees paid by the FP Funds. In addition, from time to time, portfolio companies and the FP Funds pay certain fees to other consultants introduced or arranged by FP and/or its affiliates that may regularly provide services to one or more portfolio companies, and such fees also do not offset the management fee. Additionally, portfolio companies may provide opportunities for FP Consulting and other consultants to receive an interest in such portfolio companies and reimburse costs and expenses incurred by FP Consulting and such consultants. FP Consulting and other consultants also may have a limited partner interest in

the General Partners and/or one or more Funds. Such investments, reimbursements and other compensation paid to FP Consulting and other consultants will not offset the management fee of any Fund.

The officers and employees of FP responsible for managing a particular FP Fund generally have responsibilities with respect to other FP Funds, including Funds and accounts that may be raised in the future. Conflicts of interest may arise in allocating time, services or functions of these FP officers and employees across existing and future Funds.

Conflicts Relating to the Purchase and Sale of Investments

Other FP Funds, the General Partners of other FP Funds and employees of FP and its affiliates and certain related persons may invest in transactions in which an FP Fund participates on the basis described in the FP Funds' Fund Agreements. In addition, other Funds may invest in assets eligible for purchase by an FP Fund. The investment policies, fee arrangements, carried interest, investments owned by FP employees with respect to an FP Fund, and other circumstances of the FP Fund, generally vary from those with respect to other Funds. Employees and related persons of FP have, and are expected to continue to have, capital investments in certain Funds and therefore may have additional conflicting interests in connection with these investments. These relationships also may present conflicts of interest in determining how much, if any, of certain investment opportunities to offer to an FP Fund. Investments by more than one client of FP in a portfolio company may also raise the risk of using assets of a client of FP to support positions taken by other clients of FP. There can be no assurance that any Fund's return from a transaction would be equal to and not less than another Fund participating in the same transaction or that it would have been as favorable as it would have been had such conflict not existed.

When FP is presented with investment opportunities that would be suitable not only for an FP Fund, but also for other Funds and other investment vehicles operated by advisory affiliates of FP, FP must first determine which Fund(s) will, are permitted to, or are required to, participate in the relevant investment opportunity. In general, due to the sequential nature in which Funds are formed by strategy and scope, investment opportunities generally are not allocated among Funds. Rather, the respective Fund Agreement of each Fund sets forth terms with respect to the allocation of investment opportunities and, in most cases, a successor Fund (as such term is described in the respective Fund Agreement) does not commence making investments in new portfolio companies until its predecessor Fund has ceased making such new investments. If, however, the Firm determines it is appropriate to allocate a portion of an investment opportunity to a predecessor Fund or successor Fund after consideration of the relevant circumstances (because, for example, a predecessor Fund has remaining available commitments), it may do so in conjunction with a review by the Advisory Boards of the applicable Funds.

However, from time to time multiple FP Funds will seek to make new investments concurrently, and investment opportunities may arise that are appropriate for more than one Fund or other investment vehicle. In determining which Funds and investment vehicles should participate in such investment opportunities, FP and its affiliates are subject to conflicts of interest among the investors in such investment vehicles. FP attempts to resolve

such conflicts of interest in light of its obligations to investors in its Funds and the obligations owed by FP's advisory affiliates to investors in investment vehicles managed by them, and attempts to allocate investment opportunities among such entities in a fair and equitable manner. FP generally will allocate investment opportunities based on each Fund's investment strategy and scope under the respective Fund Agreements, among other relevant factors. For example, FP generally would allocate a lower-middle market technology company opportunity requiring an investment below a certain dollar threshold to a Fund with a specific investment strategy and scope that focuses primarily on such investments, rather than to other Funds that focus primarily on larger investments. FP, in its sole discretion, may allocate investment opportunities, which may include a review by the Advisory Boards of the applicable Funds if multiple Funds invest.

FP and the General Partner of the relevant Fund may form parallel funds to facilitate, from a legal, tax or regulatory standpoint, investments by certain foreign or other classes of investors, the structure and terms of which may differ from that of the Funds, but will invest proportionately in all transactions on effectively the same terms and conditions as the Funds.

The Funds may co-invest through partnerships, joint ventures or other entities with third parties that may have economic or business interests or objectives that are different than or conflict with those of the Funds. When attractive investment opportunities exceed certain thresholds of committed capital, FP may seek to limit exposure by syndicating the investment among other FP Funds, limited partners or co-investing with third parties, as determined by the relevant Fund Agreements, side letters, and FP's procedures regarding allocation. FP's procedures permit it to take into consideration a variety of factors in making such determinations, including but not limited to those discussed herein. FP generally will allocate co-investment opportunities to applicable FP Funds whose investment objectives are consistent with the applicable investment up to an amount of the transaction deemed prudent by their respective General Partner, taking into account conflicts provisions in the relevant Fund Agreements, investment and operating guidelines, diversification limitations, tax and regulatory considerations, minimum dollar limits and other relevant factors, including risk. Any excess amount over that allocated to the applicable FP Funds generally will be allocated to certain clients and other parties that may have a relationship with FP, such as limited partners, other private fund sponsors, corporates, and certain strategic advisors and single investor vehicles. Participation in co-investments is limited to persons with such knowledge and experience in financial and business matters necessary to make them capable of evaluating the merits and risks of the prospective investment. The relevant FP Fund's General Partner will determine, in its sole discretion, whether a person is eligible to participate in any co-investment opportunity and may consider factors such as a person's: ability to be helpful as an owner of the company, ability to help in add-on acquisitions or explore new market geographies, current investments in FP Funds, commitment range to the co-investment opportunity, ability to quickly execute on transactions, reliance on FP resources to commit, willingness to do work and absorb pre-close costs, experience in prior co-investments, geography, willingness to pursue different types of transactions, ability to otherwise add value, desired governance rights, tax and regulatory considerations, and other appropriate factors. These co-investment or syndication activities may present conflicts of interest in determining how much of certain investment opportunities will be offered to an FP Fund. Please see Item 6 above for a discussion of side-by-side management.

Furthermore, decisions regarding whether and to whom to offer co-investment opportunities may be made by FP or its related persons in consultation with other participants in the relevant transactions, such as a co-sponsor. Co-investment opportunities may, and typically will, be offered to some and not to other FP investors.

FP's allocation of investment opportunities among the persons and in the manner discussed herein may not, and often will not, result in proportional allocations among such persons, and such allocations may be more or less advantageous to some such persons relative to others. While FP will allocate investment opportunities in a manner that it believes in good faith is fair and equitable to the FP Funds under the circumstances over time and considering relevant factors, there can be no assurance that an actual allocation of an investment opportunity, if any, or the terms on which that allocation is made, will be as favorable as they would be if the conflicts of interest to which FP may be subject, discussed herein, did not exist.

Subject to the Fund Agreements, each FP Fund also reserves the right to make independent decisions regarding recommendations of when an FP Fund should purchase and sell investments. Conflicts may arise when an FP Fund makes investments in conjunction with an investment being made by another Fund, or in a transaction in which another Fund has already made an investment. An FP Fund may not, for example, invest through the same investment vehicles, have the same access to credit or investment strategies as other Funds. This may result in differences in price, terms, leverage and associated costs. Further, there can be no assurance that the relevant Fund and the other Fund(s) or vehicle(s) with which it co-invests will exit such investment at the same time or on the same terms. Investment opportunities may be appropriate for an FP Fund and another Fund at the same, different or overlapping levels of a portfolio company's capital structure. There can be no assurance that the return on an FP Fund's investment will not be less than the returns obtained by other Funds participating in the transaction. Given the nature of the relevant conflicts there can be no assurance that any such conflict can be resolved in a manner that is beneficial to both Funds. In that regard, actions may be taken for one or more Funds that adversely affect other Funds.

Subject to any relevant restrictions or other limitations contained in the Fund Agreements, the appropriate allocation among the Funds of expenses generated in the course of evaluating and making investments may often require judgment, especially where more than one Fund participates. For instance, if an FP Fund and another Fund are considering making an investment that is not consummated, allocation of the expenses generated for the account of such Funds (such as expenses of common counsel and other professionals or FP staff travel (which may include first class travel) and related expenses or third party consultant expenses) will be made by FP in good faith, subject to any requirements of the Fund Agreements of the Funds, using its best judgment, considering all factors it deems relevant, but in its sole discretion. In exercising such discretion, FP may be faced with a variety of potential conflicts of interest. The allocations of such expenses also may not be proportional. The Funds have different expense reimbursement terms, including with respect to management fee offsets, which may result in the Funds bearing different levels of expenses with respect to the same investment.

FP does not anticipate entering into principal transactions where FP or any of its affiliates purchases or sells any security for its own accounts from or to the accounts of any Fund. In the event that FP or any of its affiliates do engage in a principal transaction, any required approvals, including that of the applicable Fund's limited partnership Advisory Board (as may be required), will be obtained in accordance with the terms of the applicable Fund Agreement and such transaction will be undertaken in compliance with Section 206(3) of the Advisers Act.

Conflicts Relating to Existing Investments

Investments to finance follow-on acquisitions are a regular part of the business of the Funds. Follow-on investments may present conflicts of interest, including determination of the equity component and other terms of the new financing. In addition, a Fund may participate in re-leveraging and recapitalization transactions involving portfolio companies in which other Funds have invested or will invest. Recapitalization transactions may present conflicts of interest, including determinations of whether existing investors are selling at a price that is higher or lower than market value and whether new investors are paying too high or too low a price for the company or purchasing securities with terms that are more or less favorable than the prevailing market terms, and determining the desirability of leverage for the applicable portfolio company. FP will address all such conflicts using its best judgment, but in its sole discretion, subject in certain cases to approval by the respective limited partner Advisory Boards.

Other Conflicts of Interest

From time to time FP may consult with or co-invest with other parties in the private equity investment industry. While FP believes that such relationships will result in enhanced investment opportunities for the FP Funds, it is possible that certain opportunities will not be available to the FP Funds as a result of such relationships or, if available, such parties' interests or its obligations to their clients may diverge from the FP Funds' interests. In addition, such parties may possess inside information concerning specific companies that could limit an FP Fund's ability to buy or sell securities issued by such companies.

FP Funds have tax-exempt, taxable, foreign and other investors, whereas most limited partners of the General Partners of the FP Funds and other Funds are taxable at individual U.S. rates. Conflicts may exist with respect to various structuring, investment and other decisions because of divergent tax, economic or other interests, including conflicts among the interests of taxable and tax-exempt investors, conflicts among the interests of domestic and foreign investors, and conflicts between the interests of investors and management. For these reasons, among others, decisions may be more beneficial for one investor than for another investor, particularly with respect to investors' individual tax situations. FP will address all such conflicts using its best judgment in accordance with the Fund Agreements.

As described in Item 4 above, a Fund may have entered, or in the future may enter, prior to the closing of such Fund, into side letters with one or more of the Fund's investors which provide such investors with additional or different rights than other investors have pursuant to the Fund Agreements, including but not limited to different information rights, co-

investment rights, and liquidity or transfer rights. Following the final closing of the Fund, each investor is generally provided an opportunity to opt into available provisions of such side letters through a most-favored-nations provision in the Fund Agreements, subject to certain exceptions and FP policies.

As neither FP nor any of its affiliates is registered as a broker-dealer, FP does not engage in agency cross transactions where one Fund purchases or sells any security for its account from or to the account of another Fund. In the event that the Firm causes the Funds to enter into any cross transactions, any required approvals, including that of the applicable Fund's limited partnership Advisory Board (as may be required), will be obtained in accordance with the terms of the applicable Fund Agreement.

An FP Fund and one or more other Funds may be deemed or may desire to avoid being deemed to hold "plan assets" subject to the Employee Retirement Income Security Act of 1974, as amended ("ERISA"). With respect to ERISA considerations, FP and certain affiliates may be restricted from entering into certain transactions if the investment would trigger ERISA considerations with respect to an FP Fund, or may be obligated to take certain actions or refrain from taking certain actions in order to avoid an ERISA consideration with respect to such FP Fund.

Any of these situations subjects FP and/or its affiliates to potential conflicts of interest. As discussed herein, FP attempts to resolve such conflicts of interest in light of its obligations to investors in its Funds and the obligations owed by FP's advisory affiliates to investors in investment vehicles managed by them, and attempts to allocate investment opportunities among a Fund, other Funds and such investment vehicles in a fair and equitable manner. To the extent that an investment or relationship raises particular conflicts of interest, FP will review the circumstances of such investment or relationship with a view to addressing and reducing the potential for conflict.

Please contact the FP compliance department with any additional questions or concerns.

Item 12. Brokerage Practices

From time to time, the Firm may use a broker to effect transactions in public securities resulting from, or in connection with, portfolio investments. These circumstances include, among other things, the distribution of securities acquired in a transaction effected on behalf of, or in connection with, portfolio investments. In these instances, FP has full discretionary authority with respect to the selection of, and commissions paid to, brokers. If the Firm determines to engage a broker, the Firm will select the broker considering the range and quality of its brokerage services, its execution capability and trade efficiency, level of trading expertise, commission rate, infrastructure, financial responsibility, responsiveness to the Firm and other similar factors.

From time to time FP aggregates purchases and sales of publicly-traded securities for the Funds. To the extent that FP might engage in an aggregated purchase or sale of publicly-traded securities, such aggregated order will be allocated among the applicable Funds on a pro rata

basis, unless in the General Partner's good faith judgment a different allocation method is more appropriate under the circumstances.

FP does not receive soft dollar benefits or client referrals from broker-dealers in connection with client transactions.

Item 13. Review of Accounts

The portfolio investments of each FP Fund are continuously reviewed by a team of FP professionals. The team generally includes the senior investment professionals of the Firm. FP closely monitors the portfolio companies of the FP Funds and generally maintains an ongoing position on the Board of Directors of such portfolio companies.

Investors in FP Funds will typically receive, among other items, a copy of audited financial statements of the FP Fund within 120 days after the fiscal year end of such FP Fund. In addition, investors in each FP Fund will typically receive unaudited quarterly financial statements regarding such FP Fund following the end of each financial quarter. Investors in the FP Funds also receive regular reporting updates through quarterly letters, investor meetings, capital account statements and other materials provided on the investor website.

In general, investor materials are provided electronically.

Item 14. Client Referrals and Other Compensation

FP or its affiliates may utilize a placement agent to assist in the placement of investor interests in the Funds. Any fees paid to any such placement agent generally are in the form of a percentage of capital committed by certain investors. Any placement fees paid by the FP Funds results in a reduction of management fees payable to FP. Any U.S. placement agent will be a broker-dealer registered under the Securities Exchange Act of 1934.

For details regarding economic benefits provided to FP by non-clients, including a description of related conflicts of interest, please see Item 11 above. In addition, FP, its affiliates and/or related persons may, in certain instances, receive discounts on products and services provided by portfolio companies.

Item 15. Custody

FP and the respective General Partner will maintain funds and securities (except for certain **"privately offered securities"** as such term is defined in Rule 206(4)-2 under the Advisers Act) of the Funds with certain qualified custodians.

Each of the Funds is audited annually and the audited financial statements are prepared in accordance with GAAP by an independent public accountant that is registered with, and subject to regular inspection by, the Public Company Accounting Oversight Board ("**PCAOB**") and are distributed to all investors in the Funds within 120 days of the end of the Fund's fiscal year.

Item 16. Investment Discretion

FP has entered into an Advisory Agreement related to each Fund. Each such agreement, together with the management authority granted to each Fund's General Partner pursuant to the Fund's Fund Agreement, provides FP with full discretion to determine investments to be purchased and sold on behalf of the Fund and the terms of the related transactions. Limitations on FP's investment discretion are set forth in the investment management agreement with, and the Fund Agreements of, the Funds and generally involve certain diversification requirements.

Item 17. Voting Client Securities

FP has adopted proxy voting policies and procedures to address how it will vote proxies, for a Fund's portfolio investments.

It is the general policy of FP to vote Client proxies in the interest of maximizing shareholder value. While the securities evidencing the private equity investments made by the Funds are not typically the subject of proxies, there could be certain circumstances where FP, having discretionary authority over the Funds, may be asked to vote the securities of such Funds on restructuring or other corporate matters.

Clients generally may not direct how FP will vote in a particular situation.

FP will also determine whether there is, or appears to be, a material conflict of interest that could influence the voting decision in a manner that would be adverse to the interest of a Fund. FP has adopted policies to address these material conflicts of interest, including referring the matter to the applicable Fund's Advisory Board.

Under certain circumstances, when it is believed to be in the best interests of Clients, FP may vote in a manner that is contrary to the proxy voting principles and guidelines or may refrain from voting.

A copy of FP's written policies and procedures on proxy voting is available to Clients or prospective clients upon request. In addition, any Client or prospective client may obtain specific information as to how certain proxies for securities held in a Fund were voted upon the request of such information.

Item 18. Financial Information

FP does not believe that it has any financial condition that is reasonably likely to impair its ability to meet contractual commitments to Clients.