
Item 1 – Cover Page

NGP Energy Capital Management, L.L.C.

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Form ADV Part 2A Disclosure Brochure

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This brochure provides information about the qualifications and business practices of NGP Energy Capital Management, L.L.C. If you have any questions about the contents of this brochure, please contact us at investor.relations@ngptrs.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about NGP Energy Capital Management, L.L.C. is also available on the SEC's website at www.adviserinfo.sec.gov.

NGP Energy Capital Management, L.L.C. is a registered investment adviser with the United States Securities and Exchange Commission. Registration of an Investment Adviser does not imply any level of skill or training.

Our brochure may be requested by contacting the Compliance Department at investor.relations@ngptrs.com.

Item 2 – Material Changes

No material changes to report since the firm's last brochure dated March 31, 2017. All information in this brochure is given as of the date on the cover page.

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Item 4 – Advisory Business

NGP Energy Capital Management, L.L.C. (“NGP ECM”) has specialized in making private equity investments in the natural resources sector for more than 29 years. The business now conducted by NGP ECM began with the formation of the first Natural Gas Partners investment fund, Natural Gas Partners, L.P., in November 1988. NGP ECM is owned by NGP Management Company, L.L.C., ECM Capital, L.P. and ECMA Holdings, L.L.C.

NGP ECM is a private equity investment adviser that provides discretionary investment management and advisory services to private equity investors through pooled private equity funds which are exempt from registration under the Investment Company Act of 1940, as amended, and the Securities Act of 1933, as amended. These funds invest the majority of their assets directly in securities of privately-owned companies. Because the funds are pooled investment vehicles, in general each investor participates in each fund’s investments on the same terms and conditions, as set forth in the governing documents. NGP ECM is managed by an Executive Committee with four voting members that currently consists of Tony R. Weber, Chris G. Carter, Craig S. Glick, and Jill W. Lampert.

Management and advisory services for the funds, including all day-to-day operations and investing activities, are delegated by the general partners of the funds to NGP ECM. NGP ECM employs all members of its management team and personnel and it provides similar management and advisory services for each of the funds that are currently active.

The general partners of the funds managed by NGP ECM are “relying advisers” and are not separately registered as investment advisers with the SEC on the basis that their activities and ownership substantially overlap with those of NGP ECM. The general partners have undertaken to operate in conformance with all rules and regulations under the Advisers Act and the compliance policies and procedures maintained by NGP ECM on its and their behalf. For more information about these general partner entities, see Item 10 below.

NGP ECM owns interests in related entities, including an interest in the general partners of the NGP Energy Technology Partners funds (two private equity funds, managed by Energy Technology Partners, LLC, that invest growth equity capital in companies providing technology-related products and services to the oil and gas, power and alternative energy industries) and an interest in the general partner and the manager of NGP Midstream & Resources, L.P. (a fund that made direct investments in the energy infrastructure, and mining and minerals industries). An affiliate of NGP ECM owns an interest in the related entity Tillridge GAP II GP, L.P., the general partner of Tillridge Global Agribusiness Partners II, L.P. (a private fund that is actively investing primarily in companies that provide products and services to the midstream agribusiness industry).

Item 5 – Fees and Compensation

Management Fees

NGP ECM receives from each fund an annual asset-based management fee that is payable quarterly in advance. The general partners of the funds generally make capital calls on the funds’ investors for the amount of NGP ECM’s management fees and pay the amounts received to NGP ECM.

The management agreements may be terminated, with or without cause, as provided by the fund agreements and management agreements. If a management agreement is terminated before the end of a quarter, NGP ECM will be entitled to the management fees earned up to the date of termination and will repay to the applicable fund the unearned portion, computed on the basis of the number of days elapsed, of such fees.

The funds generally invest on a long-term basis. Accordingly, investment advisory and other fees are expected to be paid, except as otherwise described in the relevant limited partnership agreement, over the term of the relevant fund, and investors generally are not permitted to withdraw or redeem interests in the funds.

Performance-Based Fees

The general partners are also entitled to receive a carried interest allocation from each fund pursuant to the funds' limited partnership agreements. Such carried interest represents a portion of each fund's net investment profit and is allocated to the relevant general partner's capital account.

Other Fees

To the extent that NGP ECM, any of the general partners of the funds or any of their affiliates receive any financing fees, commitment fees, closing fees or other fees from portfolio company investments, such fees will be applied against management fees otherwise payable by the relevant fund to the extent required by such fund's limited partnership agreement.

Certain Consultants

In certain circumstances NGP ECM, the fund and/or the portfolio companies may retain other companies and individuals ("Special Consultants"), which may be employees or former employees of portfolio companies of other funds managed by NGP ECM or its affiliates, third party consultants (including individual consultants and external executives) or "operating partners." The Special Consultants may be engaged to provide services to, or in connection with, the fund in relation to its activities or one or more portfolio companies in relation to the identification, acquisition, holding, improvement and disposition of such portfolio companies, including operational aspects of such companies ("Services"). The Special Consultants may be paid and/or reimbursed by applicable portfolio companies and/or the relevant fund for the Services, which may include receiving a profits or equity interest in a portfolio company or other incentive-based compensation as further described in the offering documents for the relevant fund.

Expenses

Pursuant to the provisions of each fund's limited partnership agreement, each fund will pay, or reimburse NGP ECM for its payment of, all expenses (other than administrative and overhead expenses of NGP ECM and such fund's general partner) attributable to the fund's activities, including but not limited to all out-of-pocket fees, costs, expenses and liabilities relating to the management, conduct and operation of the fund and its business, or otherwise attributable to the existence or activities of the fund. An excerpt from NGP ECM's expense policy is included in its Compliance Manual which is made available to its investors in the investor portal.

To the extent that expenses are to be allocated to one or more funds, NGP ECM will endeavor to allocate such expenses in a manner it believes to be fair and equitable, which may include an allocation among such vehicles based on their relative net asset value, commitments, number of investors, actual or proposed investment size in a particular transaction or the determination of NGP ECM of the benefit to be received from the activity for which the expense was incurred, subject to the relevant partnership agreement. There can be no assurance that errors will not arise in such allocations or that other methods of allocation would not produce a result that is more or less favorable to one or more funds.

As described below in Item 11, in certain circumstances, the relevant fund general partner is expected to permit certain investors to co-invest in portfolio companies alongside one or more funds, subject to NGP ECM's related policies and the relevant agreement(s) governing the fund. Where a co-invest vehicle is formed, such

entity generally will bear expenses related to its formation and operation, many of which are similar in nature to those borne by the funds. Any obligations, liabilities, out-of-pocket and/or breakup fees, costs and expenses relating to proposed fund investments that are not ultimately consummated (“Broken Deals”), absent an otherwise specific agreement or understanding with applicable co-investors, are generally allocated entirely to the applicable fund that was pursuing the Broken Deal (including any parallel funds and/or alternative investment vehicles) and not to any co-investors that had planned on participating in the Broken Deal.

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

As described further in Item 5 above, the general partners are entitled to receive a carried interest allocation from each fund pursuant to the funds’ limited partnership agreements. Such carried interest allocation entitles the general partner to a percentage of the net profits generated by the applicable fund, but it does not have to bear a same percentage of the net losses, if any, suffered by such fund. This provides a financial incentive to the general partner to make investments with a greater risk/reward profile than would be the case in the absence of the carried interest allocation. The code of ethics adopted by NGP ECM, which is described in more detail in Item 11 below, sets forth policies and procedures to address this conflict. Such policies and procedures require NGP ECM and its personnel to act in each fund’s best interests.

As discussed in the “Allocations of Investment Opportunities” and “Cross Fund Investing” subheadings of Item 13 below, side-by-side management situations are rare given the nature of our funds. To the extent that any such potential situation arises, it would generally be subject to approval by the applicable funds’ advisory boards, as provided in the funds’ limited partnership agreements.

Item 7 – Types of Clients

NGP ECM’s clients are a series of private equity funds. These funds consist of investors that are “Qualified Purchasers” and primarily include institutional investors such as endowments, foundations, pension plans, financial institutions, some high net worth individuals and their investment vehicles. The funds and their investors that are subject to performance-based compensation must be “qualified clients” for Adviser Act purposes.

There is not a formal minimum commitment amount of an investor in a fund, but subscriptions of at least \$5 million are generally sought by the general partner.

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

Focused Investment Approach

Each fund will target investments in businesses in the natural resources industries. All investments made by a fund must satisfy the same investment criteria, and no specified minimum amount of a fund is allocated to any particular industry. Consistent with the prior funds, NGP ECM intends to invest the majority of a fund’s capital in North America, but will be opportunistic globally should quality transactions arise.

Each fund is designed to draw upon the complementary strengths, experience and investment performance of NGP ECM and the management team.

Investment decisions will be reviewed at multiple levels within each fund. An Investment Process Committee, comprised of a broad cross section of investment professionals, will review potential investment opportunities

being considered for a fund, provide guidance to the fund's professionals pursuing these opportunities and determine which investments to recommend for consideration and approval of a fund's Investment Committee. The Investment Committee of a fund is charged with providing final approval for all fund investments. The Investment Committee is defined in each fund's offering documents and generally consists of NGP ECM's Managing Partners, Partners, Advisory Partners, the Chief Financial & Administrative Officer, and presently includes two non-voting observers designated by The Carlyle Group. Investment Committee approval requires the affirmative vote, or written consent, of both (a) at least a majority of the voting members of a fund's Investment Committee, and (b) the majority of Partners on the Executive Committee (with at least one Managing Partner) approving.

Investment Strategy

NGP ECM's goal is to generate superior returns through investments in high-quality companies in the natural resources sector without having to rely on timing its investments in conjunction with unpredictable commodity price and capital market cycles. NGP ECM's strategy to achieve this goal is to consistently apply financial structures and governing principles that have been developed and tested since 1988.

These include:

- *Quality People:* NGP ECM carefully selects management groups that operate within a well-defined segment of the natural resources sector.
- *Alignment:* NGP ECM structures investments to ensure alignment of management's interests with those of NGP ECM.
- *Well-Managed Growth:* NGP ECM emphasizes the equity growth of portfolio companies through the effective reinvestment of cash flow and use of conservative financial leverage to acquire and develop assets.
- *Balance:* NGP ECM seeks to construct a balanced portfolio, diversified by geography and commodity, and assembled over a prudent time period.
- *Risk Management:* NGP ECM actively manages risk through commodity price hedging by portfolio companies of the funds, diversification of fund investments and careful attention to operating risk mitigation procedures.
- *Prudence:* NGP ECM avoids investing in industry "fads" or relying upon market timing to generate returns. Rather, it seeks to invest in portfolio companies that are able to generate value and take advantage of multiple exit opportunities without being solely dependent upon external factors over which they have no control.

NGP ECM believes identifying portfolio company management teams that are able to flourish under these principles is the most important factor in generating attractive returns regardless of the commodity cycles.

Risk of Loss

All investments in the funds involve a high degree of risk of loss that investors should be prepared to bear. A fundamental premise of private equity investing is the acceptance of illiquidity and a higher degree of risk in expectation of higher returns. NGP ECM does not provide individualized advice to individual investors regarding whether the amount of the investor's investment is suitable from a total portfolio perspective. Investors are responsible for determining what an appropriate allocation of their total investment portfolio

should be for an investment in the funds and NGP ECM disclaims any responsibility for that determination. NGP ECM often may have an economic incentive for an investor to purchase as large an interest in the fund as possible. A brief summary of some of the risks associated with an investment in a fund is set forth below. This discussion does not purport to be a comprehensive listing of all of the risks, potential conflicts of interest and the tax, legal and regulatory considerations that an Investor should consider before making any decision to invest in a fund. Investors in each fund were provided with a Private Placement Memorandum (“PPM”) that set forth a more detailed discussion of these risks, conflicts of interest and the tax, legal and regulatory matters. Neither the brief summary below, nor the discussion in the applicable PPMs purport to be a complete enumeration or explanation of all the risks, conflicts and significant considerations involved in an investment in a fund. Investors in a fund are advised that they should consult with their own legal, financial, tax and other advisors before deciding to make any investment decision.

- *Illiquidity and Long Holding Period.* Investors have no redemption rights, and their ability to sell their partnership interests to third parties might be limited. The funds typically have terms exceeding ten years. Investors therefore should be financially able to hold their investments for the long term.

- *Lack of Diversification.* The portfolios of the funds typically hold fewer discrete investments than managed public securities portfolios such as mutual funds. Furthermore, the funds have focused investment objectives and, accordingly, have concentrated exposure to particular sectors or geographic areas. The ability of a fund to make direct investments further increases its portfolio concentration.

- *Lack of Ability to Participate; Key Personnel.* Investors have no right or power to participate in the management or control of the business of the fund and thus must depend solely upon the ability of NGP ECM to make investments and otherwise manage the enterprise. Investors must rely on the abilities and background of NGP ECM’s management team and personnel; accordingly, the loss of key personnel could have an adverse impact on a fund’s performance.

- *Unspecified Use of Proceeds; Limited Recourse.* Investors in a fund generally will not know what specific investments will be made at the inception of the relationship. Investors have limited rights to withdraw from a fund, cease to make further capital contributions or terminate NGP ECM as manager, even if such investors are dissatisfied with the investments made or investment results. The governing documents of the funds contain provisions limiting NGP ECM’s liability to investors, and provide for broad indemnification of NGP ECM against liability, all subject to the requirements of applicable law, including the federal securities laws.

- *Investments Outside the United States.* Investments by the funds in companies based outside the United States involve additional risks, including: currency fluctuation; less robust banking and other financial systems; less reliable financial reporting; less developed judicial and regulatory regimes; potential for restrictions on repatriation of investments or confiscatory taxation; and potential political or economic instability.

- *Management Fees and Expenses.* The funds bear management fees and expenses. The investment return on the underlying investments therefore must be sufficient to offset both levels of fees and expenses before investors will earn a positive investment return. In addition, to the extent a management fee is based on committed rather than invested capital, investors pay management fees on both called and uncalled capital, resulting in high effective fee rates (i.e., fees on invested capital) at the beginning of an investment when little capital has been called and invested. Because of the extensive due diligence and ongoing management activity required for many private equity investments, expenses aside from management fees are generally higher than those of portfolios invested in public markets.

- *Conflicts Relating to the Limited Investment Capacity of a Fund.* NGP ECM is engaged in the management of a number of funds which may give rise to conflicts of interest. The investment objectives of previously-existing or later-formed funds could overlap. To the extent an investment opportunity is appropriate for multiple funds,

NGP ECM will allocate opportunities to each fund for which the investment is suitable in a fair and equitable manner in accordance with its then existing allocation policies and applicable governing documents. Such determination may not be pro rata among funds. NGP ECM may have a conflict inherent in such determination, and therefore may involve the applicable funds' advisory boards, as provided in the funds' limited partnership agreements, to resolve the conflict as necessary. This allocation of investment opportunities may result in a fund participating in an investment to a lesser extent than would otherwise have been the case if the fund's investment capacity was not limited. See *Cross-Fund Investing* under Item 11 – Code of Ethics for additional information regarding investments that cross over more than one fund.

- *Risks Related to the Energy Industry.* The companies in the energy industry in which the funds invest are inherently subject to numerous risks arising from their operations. For example, companies involved in the production of oil and natural gas face risks that include, without limitation: (i) the uncertainty of estimating hydrocarbon reserves and their value; (ii) the risks of conducting drilling operations (including risks of substantial losses to properties, bodily injury and environmental damage arising from operations that do not proceed as planned and the risk of failing to find commercially productive reserves); (iii) risks associated with the marketing of hydrocarbon production; (iv) risks of compliance with increasingly burdensome environmental regulations and other regulations governing the production of natural resources; (v) geopolitical risks associated with governments who play significant roles in the production and distribution of natural resources; and (vi) risks of catastrophic and other force majeure events.

- *Risks Related to Agribusiness.* The existence of desirable investment opportunities for the funds in agribusiness is dependent on the currently anticipated growth in global population and a related increase in demand for food and agricultural products. Growth in population, per capita consumption and changes in diet cannot be predicted with any certainty. In addition, asset valuations in agribusiness may be highly volatile, due to reasons such as commodity price volatility and the uncertainty of global natural disasters and demographic shifts over the life of a fund.

- *Legal, Regulatory and Tax Risks.* NGP ECM and the funds are subject to a myriad of complex laws, rules and regulations. Changes in these laws or in the interpretation or enforcement can adversely impact the operation of NGP ECM and the value of a fund's investments in a manner that is not possible to predict. The laws and rules relating to the taxations of investments are extremely complex and may require the fund to take tax positions without clear authority. If these positions are successfully challenged by taxing authorities, additional tax, interest and possibly penalties might be payable by a fund or its Investors. Investors outside of the U.S. often face additional uncertainty in the application of tax and other laws both in the U.S. and in the jurisdictions in which they operate.

- *Valuation.* The fair value of investments or of property received in exchange for any investments will be determined by the general partner in accordance with the relevant fund's limited partnership agreement. Accordingly, the carrying value of an investment may not reflect the price at which the investment could be sold in the market, and the difference between carrying value and the ultimate sales price could be material. The valuation of investments will be determined by the general partner in accordance with procedures set forth in the relevant fund's limited partnership agreement and the valuation policies of NGP ECM.

- *Cyber Security Breaches and Identity Theft.* NGP ECM and its portfolio companies' information and technology systems may be vulnerable to damage or interruption from computer viruses, network failures, computer and telecommunication failures, infiltration by unauthorized persons and security breaches, usage errors by their respective professionals, power outages and catastrophic events such as fires, tornadoes, floods, hurricanes and earthquakes. If these systems are compromised, become inoperable for extended periods of time or cease to function properly, NGP ECM, a fund and/or a portfolio company may incur specific time or expense to fix or replace them and to seek to remedy the effects of such issues. The failure of these systems and/or of disaster recovery plans for any reason could cause significant interruptions in NGP ECM's, a fund's, and/or a portfolio

company's operations and result in a failure to maintain the security, confidentiality or privacy of sensitive data, including personal information relating to investors (and the beneficial owners of investors). Such a failure could harm NGP ECM's, a fund's, and/or a portfolio company's reputation, subject any such entity and its respective affiliates to legal claims or otherwise affect their business and financial performance.

Item 9 – Disciplinary Information

None.

Item 10 – Other Financial Industry Activities and Affiliations

NGP ECM is not currently, nor does it intend to, become registered as a broker-dealer, a futures commission merchant, a commodity pool operator, or a commodity trading advisor for any of the foregoing entities. No NGP ECM investment professional is, or intends to become a registered representative or an associated person of the foregoing entities.

The Carlyle Group, (together with its affiliates, “TCG”) entered on December 19, 2012 into a strategic partnership with NGP ECM, whereby TCG, through a subsidiary, acquired a 47.5 percent revenue interest in NGP ECM. Pursuant to the terms of the original transaction agreement, on January 5, 2015, TCG acquired an additional 7.5 percent revenue interest in NGP ECM bringing its total revenue interest to 55 percent. TCG also acquired a 40% carried interest in NGP Natural Resources X, L.P., it invested in 47.5% of the carried interest in NGP Natural Resources XI, L.P., it invested in 47.5% of the carried interest in NGP Natural Resources XII, L.P., and has the right to invest in 47.5% of the carried interest in all future funds managed by NGP ECM. Pursuant to the terms of the amended agreement entered on March 3, 2017, TCG has an option to acquire the remaining interest in NGP ECM only under certain extenuating circumstances resulting from the occurrence of a limited partner initiated material adverse event involving an NGP ECM managed fund. Except for two non-voting observer seats on the Investment Committee for NGP Natural Resources XI, L.P. and NGP Natural Resources XII, L.P., TCG presently has no involvement in the governance or operation of NGP ECM and does not control NGP ECM or its funds for purposes of the Advisers Act. In connection with the strategic partnership, Kenneth A. Hersh serves as Deputy Chief Investment Officer of Energy and Natural Resources for TCG. The strategic partnership between the firms also includes, among others, a broad agreement to cooperate in marketing NGP ECM's products. As such, NGP ECM may retain TCG to act as a placement agent to seek prospective investors for future funds if deemed in the best interest of NGP ECM and its clients. See Item 14 – Client Referrals and Other Compensation below for additional information regarding placement agents.

G.F.W. Energy VIII, L.P. is the general partner of Natural Gas Partners VIII, L.P., which is one of the funds managed by NGP ECM. The limited partnership interests of *G.F.W. Energy VIII, L.P.* are primarily owned by the owners of NGP ECM.

G.F.W. Energy IX, L.P. is the general partner of Natural Gas Partners IX, L.P. and NGP IX Offshore Fund, L.P., a Delaware limited partnership, each of which is a fund managed by NGP ECM. The limited partnership interests of *G.F.W. Energy IX, L.P.* are primarily owned by the owners of NGP ECM.

G.F.W. Energy X, L.P. is the general partner of NGP Natural Resources X, L.P. and NGP Natural Resources X Parallel Fund, L.P., each of which is a fund managed by NGP ECM. The limited partnership interests of *G.F.W. Energy X, L.P.* are primarily owned by the owners of NGP ECM.

G.F.W. Energy XI, L.P. is the general partner of NGP Natural Resources XI, L.P. and NGP Natural Resources XI Parallel Fund, L.P., each of which is a fund managed by NGP ECM. The limited partnership interests of *G.F.W. Energy XI, L.P.* are primarily owned by the owners of NGP ECM.

G.F.W. Energy XII, L.P. is the general partner of NGP Natural Resources XII, L.P. and NGP Natural Resources XII Parallel Fund, L.P., each of which is a fund managed by NGP ECM. The limited partnership interests of *G.F.W. Energy XII, L.P.* are primarily owned by the owners of NGP ECM.

NGP Global Agribusiness Partners, L.P. is the general partner, and controls NGP Agribusiness Follow-On Fund, L.P., which is one of the funds managed by NGP ECM. The limited partnership interests of NGP Global Agribusiness Partners, L.P. are primarily owned by certain employees of NGP ECM.

Energy Technology Partners, LLC (“ETP”) is the manager of NGP Energy Technology Partners, L.P. and NGP Energy Technology Partners II, L.P. The investment period for both funds have terminated. Consequently the funds are no longer making new commitments and are currently managing their existing portfolio investments. The funds previously invested primarily in companies that provide products and services to the oil and gas, power and alternative energy sectors. NGP ECM owns a 50% interest in the general partners of each ETP fund. NGP ECM has the right to appoint representatives to the investment committee of each ETP fund. Unanimous investment committee approval was required for new ETP fund investments; however, NGP ECM has no control over ETP’s day-to-day management and has no say on investment exit decisions. ETP is registered as an investment adviser with the SEC.

NGP MR Management, LLC (“NGP MR”) is the manager of NGP Midstream & Resources, L.P. (“M&R”). NGP MR is a “relying adviser” of the SEC registered investment adviser EMG Fund II Management, L.P. d/b/a The Energy and Minerals Group. M&R’s investment period has terminated. Consequently M&R is not making new investments and is currently managing its existing portfolio investments. The fund previously made direct investments in selected areas of the energy infrastructure, and mining and minerals industries. NGP ECM owns a 50% interest in the general partner of M&R and a 50% interest in NGP MR. NGP ECM has the right to appoint a representative to M&R’s investment committee. Unanimous investment committee approval was required for new M&R investments; however, NGP ECM has no control over M&R’s day-to-day management or any investment exit decisions.

Tillridge GAP II GP, L.P. (“TGAP II GP”) is the general partner of Tillridge Global Agribusiness Partners II, L.P. (“TGAP II”). TGAP II GP is a “relying adviser” of the SEC registered investment adviser Tillridge Capital Partners LLC (“Tillridge”) per applicable SEC no-action guidance. TGAP II is actively investing primarily in companies that provide products and services to the midstream agribusiness industry. An affiliate of NGP ECM owns a 35% interest in TGAP II GP. NGP ECM receives from TGAP II an annual asset-based administrative management fee and an affiliate of NGP ECM receives an annual administrative reimbursement amount. NGP ECM has the right to appoint a representative to the three member investment committee of TGAP II which requires unanimous approval for TGAP II fund investments and dispositions. NGP ECM and Tillridge share office space in Irving, TX, and NGP ECM provides certain administrative services needed for the operations of Tillridge and TGAP II. In addition, Tillridge management team members have responsibilities to existing agribusiness investments of NGP Natural Resources X, L.P. and NGP Agribusiness Follow-On Fund, L.P. and will continue to be involved in investment management services for such investments for so long as they are owned by the NGP ECM managed funds. The fiduciary duties that the Tillridge management team members owe to TGAP II and the economic interests held by Tillridge management team members in the Tillridge managed funds may create conflicts of interest with NGP ECM, including, without limitation, allocation of time and effort by the Tillridge management team and competition among portfolio companies of the various funds. NGP ECM and Tillridge will attempt to resolve such conflicts of interest in a fair and equitable manner. Where necessary, NGP ECM and Tillridge will involve the applicable funds’ advisory boards, as provided in the funds’ limited partnership agreements, to resolve a conflict as necessary.

Item 11 – Code of Ethics

NGP ECM has adopted a Code of Ethics for all supervised persons, as defined for Advisers Act purposes, of the firm describing its high standard of business conduct, and fiduciary duty to its clients. The firm's Code of Ethics includes provisions relating to the confidentiality of fund information, a prohibition on insider trading, reporting of certain gifts and business entertainment items, and personal securities trading procedures, among other things. All NGP ECM employees must acknowledge the terms of the Code of Ethics annually, or as amended. Investors may request a copy of the firm's Code of Ethics by contacting NGP ECM Investor Relations at Investor.Relations@ngptrs.com.

Conflicts of Interest

In the ordinary course of NGP ECM conducting its activities, the interests of a fund may conflict with the interest of NGP ECM, one or more other funds, portfolio companies or their respective affiliates. As a general matter, NGP ECM will attempt to resolve any conflicts of interest by considering all factors it deems relevant, but in its sole discretion, subject in certain circumstances to the required approvals by the advisory board of the relevant funds.

The governing documents of the funds managed by NGP ECM generally provide that key management members for the fund must offer to the fund each investment opportunity that involves an investment within the parameters specified for the fund. In addition, NGP ECM has established a committee based system to manage the key decision-making processes of the firm, including the investment process, in an effort to mitigate potential conflicts of interest. See Item 13 – Review of Accounts below.

Allocations of Investment Opportunities

The governing documents of the funds managed by NGP ECM generally provide that a new fund will not begin investing until the investment period of the prior fund has ended, with the result that new investment opportunities are not required to be allocated among multiple funds. See *Conflicts Relating to the Limited Investment Capacity of a Fund* under Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss for additional information regarding investments that cross over more than one fund.

To accommodate its diverse range of investors, NGP ECM may establish a parallel investment structure alongside a fund for certain legal, tax, and regulatory considerations. The fund and its parallel investment entities will invest pro rata in all fund investments in accordance with the governing documents of the fund.

Cross-Fund Investing

With limited exceptions as set forth in the funds' governing documents, without prior approval of the advisory board of each fund, a fund will not purchase any interest in an entity or property in which another fund owns an interest or purchase a security from another fund or sell a security to another fund.

Advisory Board Approvals

An advisory board is generally established for each fund. Each advisory board will include representatives of investors that are not affiliated with NGP ECM. While the advisory board will not have a direct role in management of the funds, it may be called upon to resolve potential conflicts of interest presented to it by the fund's general partner, such as a cross-fund investment, as described above. NGP ECM may prepare materials and presentations for the advisory board with respect to any matters requiring their approval and the consents of members required to be received are generally documented via written or email communications.

Co-Investment Opportunities

The governing documents of the funds generally provide that the general partner has sole discretion to offer co-investment opportunities in a potential investment to any person (excluding employees of NGP ECM). When making decisions to offer co-investments, NGP ECM may consider a wide range of factors, including the specific provisions of the fund's governing documents, the remaining investment capacity of the fund, concentration considerations and the characteristics of the specific investment. There are circumstances where a co-investment opportunity that could have been offered to a fund as a cross-fund investment is instead allocated to co-investors who may not be investors in the fund. Co-investment opportunities may, and typically will, be offered to some and not to other investors. There is no guarantee for any fund investor that it will be offered any co-investment opportunities. To the extent that investors might have a greater propensity to invest in funds that provide co-investment opportunities, NGP ECM would have an incentive to provide such opportunities. Such incentives would from time to time give rise to conflicts of interest, and there can be no assurance that any investment opportunities that would have otherwise been offered to the funds will be made available to the funds. Conversely, there are circumstances where NGP ECM may be incentivized not to offer a co-investment opportunity to investors and instead offer an investment opportunity to another one of its funds as a cross-fund investment. In certain circumstances, NGP ECM may receive compensation for management and other services performed in connection with co-investments (including a management fee and carried interest), which may not reduce or otherwise offset management fees paid by the funds. Conflicts of interest may arise in the allocation of such co-investment opportunities and potential investors should consider these potential conflicts in making their investment decisions.

Conflicts with Portfolio Investments

Officers, employees and other affiliates of NGP ECM may serve as directors (or in a similar capacity) of certain portfolio companies and, in that capacity, will be required to make decisions that they consider to be in the best interests of such portfolio companies and their equity holders. In certain circumstances, for example in situations involving bankruptcy or near-insolvency of a portfolio company, actions that may be in the best interest of the portfolio company may not be in the best interests of the funds, and vice versa. Accordingly, in these situations, there will be conflicts of interests between such individual's duties as an officer, employee or affiliate of NGP ECM and such individual's duties as a director of the portfolio company.

Conflicting Investor Interests

Each fund is likely to have a diverse range of investors that may have conflicting interests that stem from differences in investment preferences, domicile, tax status and regulatory status. Investors may have conflicting investment, tax, and other interests with respect to their investments in a fund, including conflicts relating to the structuring of investment acquisitions and dispositions. Conflicts may arise in connection with decisions made by NGP ECM regarding an investment that may be more beneficial to one investor than another, especially with respect to tax matters. In structuring, acquiring and disposing of investments, NGP ECM generally will consider the investment and tax objectives of a fund and its partners as a whole, not necessarily the investment, tax, or other objectives of any particular investor.

Item 12 – Brokerage Practices

NGP ECM, by nature of its private equity focus, invests primarily in private companies. On occasion, however, NGP ECM takes portfolio companies public or merges portfolio companies into public companies for cash and/or publicly-traded securities. As part of an exit strategy, any publicly-traded securities acquired on behalf of a fund may be sold in the public markets.

When NGP ECM decides to transact in publicly-traded securities in the open market as part of a portfolio company acquisition or exit strategy, investment professionals will evaluate strategies for trading in such public securities. Strategies may include holding securities over the short or long term, selling securities over the short or long term, or distributing securities to investors, among other things. The investment professionals will seek “best execution” for any open market purchase or sale of securities in connection with the implementation of these strategies.

“Best execution” is not synonymous with lowest brokerage commissions or other transaction costs. In determining whether a particular broker-dealer is likely to provide best execution in a particular transaction, NGP ECM takes into account all factors that it deems relevant to the broker-dealer’s execution capability, which may include, but not be limited to the following:

- Listed bids and asks;
- Market making activities of the broker-dealer in the securities;
- The opportunity for price improvement;
- Transaction costs;
- Anonymity;
- Liquidity;
- Speed of execution;
- Expertise with difficult securities;
- Trading style and strategy;
- Geographic location; and
- Frequency of errors.

Soft Dollars

Section 28(e) of the Securities Exchange Act of 1934 provides a safe harbor that allows an investment adviser to pay more than the lowest available transaction cost in order to obtain brokerage and research services (commonly referred to as a “soft dollar” arrangement).

NGP ECM may receive products or services from broker-dealers and other counterparties that to the company’s knowledge are generally made available to all institutional clients doing business with these counterparties, provided that these products and services are made available to NGP ECM on an unsolicited basis and without regard to transaction costs paid by the funds or the volume of business the company directs to these counterparties.

Item 13 – Review of Accounts

Portfolio management is a dynamic activity that requires ongoing analysis of the funds’ holdings. NGP ECM’s investment professionals will be mindful of the funds’ stated investment objectives when evaluating and approving investment recommendations and will always seek to comply with any stated investment restrictions. NGP ECM has instituted a committee structure with both regular and *ad hoc* meetings as necessary, to facilitate the sourcing, evaluating, execution and monitoring of investments.

Research and Due Diligence

The Investment Process Committee is charged with organizing business development and new deal processing activities of the funds. The Investment Process Committee generally meets every other week to discuss potential deals and will assign a group of investment professionals (a “Deal Team”) to each potential deal under

serious consideration. A Deal Team leader is responsible for supervising the activities of members of the Deal Team and ensuring that appropriate due diligence is conducted. Deal Teams will periodically report to, and seek guidance from, the Investment Process Committee regarding the results of their research and due diligence and will prepare such analysis and memorandums or other written materials relating to a proposed investment as they determine to be useful for the committee to evaluate the risks and merits of the opportunity.

Investment Review and Approval

The Investment Committee is charged with providing final approval for all fund investments. The Investment Committee meets as necessary to consider investment proposals that have been recommended by the Investment Process Committee. An Investment Committee memorandum is typically prepared for each new investment and will be signed by members of the Investment Committee upon its approval of each investment. Investment Committee memorandums generally summarize key factors considered in making an investment decision and will typically be supplemented with relevant research and due diligence documentation, such as management presentations, reserve reports, financial statements, market studies, financial models, term sheets and other information, as applicable.

Portfolio Monitoring

The Monitoring Committee is charged with organizing and directing the monitoring activities for all of the portfolio companies of the funds. The Monitoring Committee generally meets every other week to discuss any material portfolio company developments and will assign a group of investment professionals (a “Monitoring Team”) to each portfolio company. A Monitoring Team leader is responsible for supervising the activities of members of the Monitoring Team and ensuring that appropriate ongoing monitoring of the portfolio company is conducted. Monitoring Teams will periodically report to the Monitoring Committee regarding material developments involving portfolio companies.

NGP ECM reviews the funds’ portfolios in conjunction with its periodic preparation of unaudited account statements, which are delivered to investors on a quarterly basis. Additionally, NGP ECM prepares quarterly letters containing summaries of fund holdings and transactions that are provided to investors in conjunction with their quarterly account statements. Portfolios are also reviewed on an annual basis in conjunction with the preparation of fund audited financial statements by the fund auditor. In addition, fund portfolios are reviewed with investors at least once per year, typically at an annual meeting of investors. Further, each fund’s portfolio will be provided for review by the advisory board in conjunction with their annual review of the valuation of the portfolio.

Item 14 – Client Referrals and Other Compensation

From time to time, NGP ECM may deem it to be in the best interests of the firm and its clients to engage a third party placement agent to introduce investors to NGP ECM, or may enter into agreements with financial advisors to form and market feeder funds for investments in NGP ECM managed funds by their clients. Depending on the specific arrangement, NGP ECM may pay a placement fee, which may be calculated as a percentage of the fees paid to NGP ECM in connection with the investor. Notice is given to investors that a placement fee may be paid by NGP ECM to a placement agent for referring the investor to NGP ECM. NGP ECM has retained TCG Securities, L.L.C. (the limited purpose broker/dealer affiliate of The Carlyle Group, L.P.) and Merrill Lynch, Pierce, Fenner & Smith Incorporated (“Merrill Lynch”) to seek commitments from certain prospective investors of NGP Natural Resources XII, L.P. and NGP Natural Resources XII Parallel Fund, L.P. (and in the case of Merrill Lynch, solely for its solicitation of investors in a feeder fund established and administered by its affiliates). Each placement agent is entitled to receive fees that are generally based upon

the amount of interests in the fund subscribed for by such investors. In all cases, placement fees are borne entirely by NGP ECM and not by the funds or investors in any such funds.

A placement agent may seek to do business with and earn fees or commissions from affiliates of NGP ECM and their portfolio companies, as well as with other third party sponsors that may have similar or different investment objectives as the funds. Examples of such business may include, without limitation: financing or investment banking services; lending or credit arrangement services; and placement services. Accordingly, a placement agent may be influenced by their interests in such current or future fees and commissions, if any, including differentials in the placement fees that are offered by other third party fund sponsors for which the placement agents act as placement agent. Potential investors should consider these potential conflicts in making their investment decisions.

Item 15 – Custody

NGP ECM will conduct all business operations in such a way that the funds' cash and securities, other than privately offered non-certificated securities, will be preserved in the safekeeping of independent qualified custodians. An independent public accountant audits the funds annually, and the audited financial statements are distributed to the investors of the advised funds.

Item 16 – Investment Discretion

NGP ECM, through the general partners of the funds, has discretionary authority to determine the securities or other investments and the amounts thereof to be bought or sold by the funds. Such authority is subject to the limitations set forth in the limited partnership agreements of the funds. Such limitations include restrictions on certain securities or types of securities, geographies and leverage.

Item 17 – Voting *Client* Securities

It is NGP ECM's policy to exercise proxy votes on behalf of the funds in the best interest of the funds while balancing and observing any applicable legal duties (including fiduciary) and contractual obligations. When voting fund proxies, NGP ECM will take into consideration all relevant factors, including without limitation, acting in a manner that NGP ECM believes will (i) maximize the economic benefits to the funds and (ii) promote sound corporate governance by the issuer. Clients may obtain a copy of such voting policies and procedures upon request at the phone number or email address shown on the cover of this brochure.

NGP ECM maintains records in connection with each proxy vote in accordance with the Advisers Act.

Item 18 – Financial Information

No management fees are payable to NGP ECM by the funds more than six months in advance. As such, under relevant SEC rules NGP ECM is not required to include its balance sheet for the most recent fiscal year or disclose information about its financial position.

Nonetheless, NGP ECM is not aware of any financial conditions that are reasonably likely to impair its ability to meet its contractual obligations to the funds. NGP ECM has never been the subject of a bankruptcy petition.

Item 19 – Requirements for State-Registered Advisers

Not Applicable.