

Item 1 – Cover Page

Form ADV Part 2A and B: FIRM BROCHURE



WYNNCHURCH | CAPITAL

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March 8, 2018

This Brochure provides information about the qualifications and business practices of Wynnchurch Capital, LLC (“Wynnchurch Capital” or the “Firm”). If you have any questions about the contents of this Brochure, please contact us at (847) 604-6100 or rsroka@wynnchurch.com. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission (“SEC”) or by any state securities authority.

Wynnchurch Capital is a registered investment adviser. Registration of an investment adviser with the SEC does not imply a certain level of skill or training.

Additional information about Wynnchurch Capital also is available on the SEC’s website at www.adviserinfo.sec.gov.

Item 2 – Material Changes

There have been no material changes since Wynnchurch Capital's last firm Brochure filing on February 28, 2017.

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Item 4 – Advisory Business

Firm Description

Wynnchurch Capital, LLC (“Wynnchurch Capital”) is an investment advisory firm which manages private partnerships that make control private equity, equity-oriented and debt investments in lower middle-market companies headquartered in the United States and Canada.

Wynnchurch Capital generally focuses on making value investments in complex, overlooked and underperforming situations where the Firm believes it can implement focused value construction strategies to drive superior investment returns. The Firm seeks to invest primarily in corporate carve-outs, restructurings, operational turnarounds, bankruptcies, management sponsored buyouts and other recapitalizations in the niche manufacturing and business services sectors.

Wynnchurch Capital focuses particularly on the following industries within the manufacturing and business service sectors: industrial manufacturing, building products, aerospace and defense, transportation, industrial services, energy and mining services and value added distribution. The Firm targets equity, equity-oriented and/or debt investments of \$10 million to \$190 million per deal with initial acquisition enterprise values generally ranging from \$50 million to \$650 million.

As of December 31, 2017, Wynnchurch Capital and its predecessor investment management company, Wynnchurch Capital, Ltd., has invested \$1.145 billion in 51 platform investments since inception in 1999. As of January 1, 2018, Wynnchurch Capital manages the following private funds: Wynnchurch Capital Partners II, L.P. (“Fund II”); Wynnchurch Capital Partners III, L.P. (“Fund III”); WCP III Quebec Co-Invest, L.P. (“WCP III Co-Invest” and together with Fund III, “Fund III”, unless specifically noted); Wynnchurch Capital Partners IV, L.P. (“Fund IV”); and WC Partners Executive IV, L.P. (the “Executive Fund IV” and together with Fund IV, “Fund IV”, unless specifically noted) (unless referred to specifically, a “Fund” and collectively, the “Funds”). Wynnchurch Capital also manages co-investment vehicles created to invest side by side with a Wynnchurch Fund portfolio company.

The following general partners are affiliated with Wynnchurch Capital and are deemed to be relying advisers with the authority to make investment decisions on behalf of each Fund: Wynnchurch Partners II, L.P. (the General Partner of Fund II (“Fund II GP”)), Wynnchurch Partners III, L.P. (the General Partner of Fund III (“Fund III GP”)), WCP III Quebec Co-Invest Partners, L.P. (the General Partner of WCP III Co-Invest (“WCP III Co-Invest GP”)) and Wynnchurch Partners IV, L.P. (the General Partner of Fund IV and Executive Fund IV, collectively the “Fund IV GP”), (and collectively, “General Partners”).

Each General Partner has the authority to make investment decisions on behalf of the Funds and any future co-investment vehicle. Additionally, each General Partner listed above is registered under the Investment Advisers Act of 1940 (“Advisers Act”) pursuant to Wynnchurch Capital’s registration in accordance with SEC guidance. This Brochure also describes the business practices of each General Partner, which operate as a single advisory business together with Wynnchurch Capital. While the General Partners maintain ultimate authority over the respective Funds, Wynnchurch Capital has been delegated the role of investment adviser.

Principal Owners/Ownership Structure

Wynnchurch Capital is owned by John A. Hatherly as detailed in Wynnchurch Capital’s ADV Part 1, Schedule A.

Advisory Services

Wynnchurch Capital provides investment advisory services as a private equity fund manager to its Funds. Interests in the Funds are privately offered to qualified investors in the United States and elsewhere. The Funds invest through privately negotiated transactions in middle market operating companies predominantly in the manufacturing and business service sectors. Wynnchurch Capital’s investment advisory services to the Funds consist of identifying and evaluating investment opportunities and negotiating the terms of purchase and sale of investments. Investments are made predominantly in non-public companies, although investments in public companies are permitted in certain instances. When such investments consist of portfolio companies, the senior principals or other personnel of Wynnchurch Capital will generally serve on such portfolio companies’ respective boards of directors or otherwise act to influence control over management of portfolio companies held by the Funds.

Wynnchurch Capital’s investment advice and authority for each Fund is tailored to the investment objectives of each Fund; Wynnchurch Capital does not tailor its advisory services to the individual needs of limited partners in its Funds. These objectives are described in the private placement memorandum, limited partnership agreement (“LPA”) and other governing documents of each Fund (collectively, “Governing Documents”). The Firm does not seek or require limited partner approval regarding each investment decision.

Each Fund’s Governing Documents may contain provisions restricting that Fund from investing in certain investments or types of investments, but limited partners in such Funds limited partners cannot impose restrictions on investing in certain investments or types of investments other than through side letter agreements. Limited partners in Funds participate in the overall investment program for the applicable partnership, but may be excused from a particular investment due to legal, regulatory or other applicable constraints, pursuant to the terms of the applicable Governing Documents.

Wynnchurch Capital may enter into side letters or similar written agreements with limited partners that have the effect of establishing rights under or altering or supplementing a Fund's Governing Documents. Once invested in a Fund, limited partners generally cannot impose additional investment guidelines or restrictions on such Fund.

Wrap Fee Program

Wynnchurch Capital does not participate in wrap fee programs.

Assets Under Management

As of December 31, 2017, Wynnchurch Capital manages \$2.084 billion in regulatory assets under management, all of it on a discretionary basis. Wynnchurch Capital does manage assets on a non-discretionary basis.

Item 5 – Fees and Compensation

The specific manner in which Wynnchurch Capital charges fees or seeks reimbursement for expenses is detailed in relevant Funds' Governing Documents. The information contained herein is a summary only and is qualified in its entirety by such documents.

Wynnchurch Capital's management fees, performance fees and other compensation payable to Wynnchurch Capital and the carried interest allocations payable to the General Partner of the respective Fund are agreed to at the time of the establishment of the relevant investment vehicle and are negotiated with participating limited partners prior to making their investment. Once the relevant Fund and/or co-investment vehicle has been established and operations commenced, such compensation and expenses generally will not be negotiable.

Fund II and III Fees

Management Fees

Wynnchurch Capital has been engaged by each General Partner to perform management services on behalf of the Funds. The General Partner of each respective Fund charges the limited partners a management fee based on each limited partner's committed capital. Generally, an annual management fee of 2% is charged based on each limited partner's committed capital, payable semi-annually in advance on January 15th and July 15th, partially in advance and partially in arrears, and is reduced to a percentage of invested capital after the investment period ends according to the terms of each LPA. Limited partners in WCP III Co-Invest, as of January 1, 2015, pay an annual management fee of 2.0% of aggregate invested capital that has not been disposed of according to the terms of the amended

LPA payable in semi-annual installments partially in advance and partially in arrears on each January 15th and July 15th of each calendar year.

The management fee is paid out of current income, as well as from the disposition proceeds of each respective Fund and from drawdowns that reduce each limited partner's capital contribution. The Funds are closed-ended investment vehicles intended for a long-term investment. Accordingly, management fees are expected to be paid, except as otherwise described in the relevant Governing Documents, and investors generally are not permitted to withdraw or redeem interests in the Funds.

Portfolio Company Remuneration

For Fund II and Fund III, Wynnchurch Capital performs management, advisory, transaction-related, financial advisory and other services ("Related Services") for, and receives fees from (including any options, warrants or other equity securities), portfolio companies or other investment vehicles of the Funds, including fees in connection with mergers, acquisitions, add-on acquisitions, refinancings, public offerings, sales and similar transactions. Although these fees are in addition to the management fees collected directly from the investment Funds, the amount of management fees paid by the applicable Fund are reduced per the terms of their respective Governing Documents in connection with the receipt of such fees.

In general, if Wynnchurch Capital, an affiliated entity or an individual of a particular investment Fund receives any of these additional fees, management fees of the respective Fund are reduced by any such net fees collected. Specifically, management fees will be reduced for Fund II by 50% and for Fund III and the Co-Invest Fund by 80% of such additional fees received. Additionally, a portfolio company may reimburse Wynnchurch Capital for expenses (including without limitation travel, entertainment, data collection, consultants and other expenses) incurred by Wynnchurch Capital in connection with its performance of services for such portfolio company, and such reimbursements are not subject to the fee offset provision.

Third Party Professionals

From time to time, Wynnchurch Capital may (in its sole discretion), agree to pay a transaction fee, portion of carried interest or other fee received from an actual or prospective portfolio company to a third party, such as a consultant, adviser, finder, broker and/or investment bank. In such event, the third party fee is not a fee that Wynnchurch Capital is entitled to retain and, therefore, Wynnchurch Capital is not required under the terms of the applicable Governing Documents to share such third party fees with a Fund.

In addition, Wynnchurch Capital and its affiliates also engage and retain advisers, consultants, operating partners, executive partners, industry advisors and other similar professionals who are not

employees or affiliates of Wynnchurch Capital. The nature of the relationship with each of the third party professionals and the amount of time devoted or required to be devoted by them varies considerably. In certain cases, third party professionals provide the Funds and/or Wynnchurch Capital with industry-specific insights and feedback on investment themes, assist in transaction due diligence, make introductions to and provide reference checks on management teams. In other cases, third party professionals may take on more extensive roles and serve as executives or directors on the boards of portfolio companies or contribute to the origination of new investment opportunities. In certain instances, Wynnchurch Capital may have formal arrangements with these third party professionals (which may or may not be terminable upon notice by any party) and such third party professionals may be denominated operating partners or executive partners of Wynnchurch Capital. In other cases, the relationship may be more informal. There can be no assurance that any of the third party professionals will continue to serve in such role and/or continue their arrangement with Wynnchurch Capital and/or any portfolio company throughout the terms of the Funds.

These third parties may, from time to time, receive payments, co-investment rights, equity allocations and/or other compensation or allocations with respect to, portfolio companies and/or other entities, including a profits interest and options in a portfolio company or a percentage of the carried interest. These third parties are also reimbursed for the cost of their travel to and from portfolio company board meetings and other portfolio company business and such expenses are generally borne by the relevant portfolio company which the third party professional is advising but may also be paid by the relevant Fund. Similarly, these professionals may be appointed to sit on a Wynnchurch Capital portfolio company board of directors and are reimbursed for the cost of their travel to and from such portfolio company board meetings and for other portfolio company business; such expenses are generally borne by the relevant portfolio company which the third party professional is advising but may also be paid by the relevant Fund. In such circumstances, such amounts will not be deemed paid to or received by Wynnchurch Capital and its affiliates and such amounts will not be subject to the fee sharing arrangements described above.

Fund Expenses

Limited partners in Funds II and III are responsible for organizational and startup expenses up to a maximum of \$1 million and WCP III Co-Invest is responsible for the same expenses up to \$50,000. Limited partners in Funds II, Fund III and WCP III Co-Invest are also responsible for all costs, expenses, liabilities and obligations relating to each Fund's activities, investments and business (which may differ across Funds) to the extent not borne or reimbursed by a portfolio company including, without limitation: all costs, expenses, liabilities and obligations attributable to acquiring, holding and disposing of the Fund's investments (including, without limitation, interest on money borrowed on behalf of the Fund, registration expenses and brokerage, finders', custodial and other fees); legal, accounting, auditing, insurance related to an investment or portfolio company (including, without limitation, directors and officers and errors and omissions liability insurance), travel, litigation and

indemnification costs and expenses, judgments and settlements, consulting, finders', financing, appraisal, filing and other fees and expenses (including, without limitation, expenses associated with the preparation of the respective Fund's financial statements, tax returns and Schedule K-1s); expenses of the advisory board; all out-of-pocket expenses relating to investment and disposition opportunities for such Fund not consummated (including, without limitation, legal, accounting, auditing, insurance, travel, consulting, finders', financing, appraisal, filing, printing, real estate title and other fees and expenses); all out-of-pocket fees and expenses incurred in connection with any conference or meeting of the limited partners; the management fee; any taxes, fees or other governmental charges levied upon such Fund; any private placement and finders' fees and expenses paid to third parties in connection with the organization and funding of the Funds; and any excess organizational expenses (as defined in the relevant LPA) . For more information on brokerage practices, please see Item 12, below.

Limited partners in Funds II and III are also responsible for transaction and monitoring fees, as further described in the relevant LPA. Transaction fees refers to all closing fees, investment banking fees, placement fees, directors' fees, monitoring fees, consulting fees and other similar fees received by a management person from portfolio companies. The receipt of such transaction and monitoring fees offset management fees for each Fund in the amount of 50% of such fees received for Fund II and 80% of such fees received for Fund III.

Co-Investment Expenses

In certain cases, one or more co-investment vehicles or other similar vehicle established to facilitate investments alongside a Fund will be formed in connection with the consummation of a transaction for Fund II or Fund III. In the event a co-investment vehicle is created, the investors in such co-investment vehicle will typically bear all expenses related to its organization and formation and other expenses incurred solely for the benefit of the co-investment vehicle. The co-investment vehicle will generally bear its pro rata portion of expenses incurred in the making an investment.

If a proposed transaction is not consummated, no such co-investment vehicle generally will have been formed, and the full amount of any expenses relating to such proposed but not consummated transaction ("Broken Deal Costs") therefore would generally be borne by the Fund or Funds selected as proposed investors for such proposed transaction. Similarly, co-investment vehicles are not typically allocated any share of break-up fees paid or received in connection with such an unconsummated transaction. As a general matter, no co-investor will bear Broken Deal Costs or break-up fees.

Other Information

In its sole discretion, a Fund's General Partner may reduce a portion of a limited partner's management fee. Such reduction will generally be memorialized in a side letter with the limited partner. Fund II and Fund III limited partners pay the same fees, except for employees and affiliates of Wynnchurch Capital, who do not pay management fees on their investment in a Wynnchurch Capital Fund.

Fund IV Fees

Management Fees

The General Partner of Fund IV charges the limited partners a management fee based on each limited partner's committed capital. Generally, an annual management fee of 2% is charged based on each limited partner's committed capital, payable semi-annually in advance, partially in advance and partially in arrears, on January 15th and July 15th. During the investment period, the annual management fee is based on the total capital commitments of a Fund's limited partners. Thereafter, the management fee is computed based on the net invested capital as per the terms of the LPA.

The management fee is paid out of current income, as well as from the disposition proceeds of each respective Fund and from drawdowns that reduce each limited partner's capital contribution. The Funds are closed-ended investment vehicles intended for a long-term investment. Accordingly, management fees are expected to be paid, except as otherwise described in the relevant Governing Documents, and investors generally are not permitted to withdraw or redeem interests in the Funds.

Portfolio Company Remuneration

For Fund IV, Wynnchurch Capital and its affiliates perform Related Services for, and receive fees from (including any options, warrants or other equity securities), portfolio companies or other investment vehicles of the Funds and co-investment vehicles, including fees in connection with mergers, acquisitions, add-on acquisitions, refinancings, public offerings, sales and similar transactions. Although these fees are in addition to the management fees collected directly from Fund IV, the amount of management fees paid by Fund IV are reduced per the terms of their respective Governing Documents in connection with the receipt of such fees; such reduction is not applicable to Executive Fund IV.

In general, if Wynnchurch Capital, an affiliated entity or individual of Fund IV (and not Executive Fund IV) receives any of these additional fees, management fees for Fund IV (and not for Executive Fund IV) will be reduced by 100% of any such net fees collected, *except* for fees earned by the Wynnchurch Capital operations group. Wynnchurch Capital's operations group ("Operations Group") refers to a group of non-investment professionals employed or retained by Wynnchurch

Capital or an affiliate of Wynnchurch Capital to provide services to Fund IV and Executive Fund IV, the management company, the Fund IV General Partner, or any affiliate of Wynnchurch Capital. Additionally, a portfolio company may reimburse Wynnchurch Capital or its affiliates for expenses (including without limitation travel, entertainment, data collection, consulting services and other expenses) incurred by Wynnchurch Capital in connection with its performance of services for a portfolio company, and such reimbursements are not subject to the fee offset provision.

Third Party Professionals

From time to time, Wynnchurch Capital may (in its sole discretion), agree to pay a transaction fee, portion of carried interest or other fee received from an actual or prospective portfolio company to a third party, such as a consultant, adviser, finder, broker and/or investment bank. In such event, the third party fee is not a fee that Wynnchurch Capital is entitled to retain and, therefore, Wynnchurch Capital is not required under the terms of the applicable Governing Documents to share such third party fees with a Fund.

In addition, Wynnchurch Capital and its affiliates also engage and retain advisers, consultants, operating partners, executive partners and other similar professionals who are not employees or affiliates of Wynnchurch Capital. The nature of the relationship with each of the third party professionals and the amount of time devoted or required to be devoted by them varies considerably. In certain cases, third party professionals provide the Funds and/or Wynnchurch Capital with industry-specific insights and feedback on investment themes, assist in transaction due diligence, make introductions to and provide reference checks on management teams. In other cases, third party professionals may take on more extensive roles and serve as executives or directors on the boards of portfolio companies or contribute to the origination of new investment opportunities. In certain instances, Wynnchurch Capital may have formal arrangements with these third party professionals (which may or may not be terminable upon notice by any party) and such third party professionals may be denominated operating partners or executive partners of Wynnchurch Capital. In other cases, the relationship may be more informal. There can be no assurance that any of the third party professionals will continue to serve in such role and/or continue their arrangement with Wynnchurch Capital and/or any portfolio company throughout the terms of the Funds.

These third parties may, from time to time, receive payments, co-investment rights, equity allocations and/or other compensation or allocations with respect to, portfolio companies and/or other entities, including a profits interest and options in a portfolio company or a percentage of the carried interest. These third parties are also reimbursed for the cost of their travel to and from portfolio company board meetings and other portfolio company business and such expenses are generally borne by the relevant portfolio company which the third party professional is advising but may also be paid by the relevant Fund. Similarly, these professionals may be appointed to sit on a Wynnchurch Capital portfolio company board of directors and are reimbursed for the cost of their travel to and from such

portfolio company board meetings and for other portfolio company business; such expenses are generally borne by the relevant portfolio company which the third party professional is advising but may also be paid by the relevant Fund. In such circumstances, such amounts will not be deemed paid to or received by Wynnchurch Capital and its affiliates and such amounts will not be subject to the fee sharing arrangements described above.

Fund Expenses

Limited partners in Fund IV are responsible for organizational and startup expenses, up to a maximum of \$2 million and Executive Fund IV is responsible for all organizational expenses. Limited partners in Fund IV are also responsible for all fees, costs, expenses, liabilities and obligations relating to the Funds and their subsidiaries activities, investments and business (which varies across Fund IV and Executive Fund IV) to the extent not borne or reimbursed by a portfolio company, including: all fees, costs, expenses, liabilities and obligations attributable to structuring, organizing, acquiring, managing, operating, holding valuing, winding up, liquidating, dissolving and disposing of the Funds' investments (including interest and fees on money borrowed on behalf a Fund, registration expenses, compensation for services provided by the Operations Group or any member thereof (Operations Group expenses are not Fund expenses for Executive Fund IV) and brokerage, finders', custodial and other fees); legal, accounting, accounting, administration, custodian, depositary, auditing, insurance related to an investment or portfolio company (including directors and officers and errors and omissions liability insurance), travel, litigation and indemnification costs and expenses, judgments and settlements, consulting (including consulting and retainer fees paid to the Operations Group or any member thereof (except for Executive Fund IV)), finders', financing, appraisal, filing and other fees and expenses (including fees, costs and expenses associated with the preparation and distribution of the Partnership's financial statements, tax returns and Schedule K-1s or any other administrative, regulatory or other regular or periodic Fund-related reporting or filing); costs and expenses of the advisory board; out-of-pocket fees, costs, expenses, liabilities and obligations incurred relating to investment and disposition opportunities for the Funds not consummated (including legal, accounting, auditing, insurance, travel, consulting (including consulting and retainer fees paid to the Operating Group or any member thereof (except for Executive Fund IV)), finders', financing, appraisal, filing, printing, real estate title, survey and other fees and expenses; all out-of-pocket fees, costs and expenses incurred in connection with the annual and other periodic (if any) meetings of the limited partners and any conference or meeting with any limited partner(s); the management fee; and any taxes, fees or other governmental charges levied upon the Funds; any placement fees; costs and expenses that are classified as extraordinary expenses under generally accepted accounting principles; all fees, costs and expenses incurred in connection with the organization, management, operation and dissolution, liquidation and final winding-up of any alternative investment vehicles; and excess organizational expenses (as defined in the relevant LPA). For more information on brokerage practices, please see Item 12, below.

Limited partners in Fund IV and Executive Fund IV are also responsible for Operations Group expenses and for transaction fees, as further described in the Fund IV and Executive Fund LPA's. Transaction fees refers to all closing fees, investment banking fees, placement fees, commitment fees, breakup fees, litigation proceeds from transactions not consummated, directors' fees, monitoring fees, consulting fees and other similar fees received by a management person from portfolio companies or prospective portfolio companies. The receipt of transaction fees offsets management fees for Fund IV (and not Executive Fund IV) by 100% of such fees received. Any fees received by the Operations Group are not offset against management fees.

Co-Investment Expenses

In certain cases, one or more co-investment vehicles or other similar vehicle established to facilitate investments alongside a Fund will be formed in connection with the consummation of a transaction for Fund IV. In the event a co-investment vehicle is created, the investors in such co-investment vehicle will typically bear all expenses related to its organization and formation and other expenses incurred solely for the benefit of the co-investment vehicle. The co-investment vehicle will generally bear its pro rata portion of expenses incurred in the making an investment.

If a proposed transaction is not consummated, no such co-investment vehicle generally will have been formed, and the full amount of any Broken Deal Costs therefore would generally be borne by the Fund or Funds selected as proposed investors for such proposed transaction. Similarly, co-investment vehicles are not typically allocated any share of break-up fees paid or received in connection with such an unconsummated transaction. As a general matter, no co-investor will bear Broken Deal Costs or break-up fees.

Other

In its sole discretion, the Funds' General Partner may reduce a portion of a Fund IV limited partner's management fee. Such reduction will generally be memorialized in a side letter with the limited partner. Fund IV limited partners pay the same fees, except for employees or affiliates of Wynnchurch Capital and Partners in the Executive Fund IV, who do not pay management fees on their investment in a Wynnchurch Capital Fund.

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

Each Fund's relevant General Partner receives a performance-based fee of 20%, known as a carried interest allocation, based on the profits of each Fund that is deducted from the investment proceeds of the limited partners. Carried interest allocations are subject to claw-backs to the extent that the General Partner is paid in excess of its entitled distribution. This fee structure is described in detail in each respective Fund's Governing Documents. The General Partner of each Fund may, in its sole

discretion, waive or reduce the amount of carried interest for a limited partner in a Fund. Specifically, if principals and employees, and their respective family and friends, are Fund limited partners, they will generally pay reduced carried interest or none at all. Similarly, investors in co-investment Funds generally pay a lower amount of carried interest. Performance fee arrangements are structured subject to Section 205(a)(1) of the Advisers Act in accordance with the available exemptions thereunder, including the exemption set forth in Rule 205-3.

The fact that each General Partner's carried interest allocations are based on the performance of the Fund may create incentive for a General Partner to make investments that are more speculative than would be the case in the absence of such distributions. This incentive is mitigated, however, due to the fact that any losses the Funds sustain will reduce each General Partner's carried interest distribution and the fact that carried interest is earned only after limited partners have received as distributions 100% of their capital contributions for each realized investment plus a preferred return. Each Fund also requires the General Partner to return any carried interest distributed in excess of "fund level" calculated carried interest amounts at specified times during the Fund's life.

Wynnchurch Capital may manage multiple Funds with similar investment strategies on a side-by side basis. As a result of the foregoing, Wynnchurch Capital, the General Partners, and/or affiliate(s) may have conflicts of interest in: (i) allocating their time and activity among the multiple Funds; (ii) allocating investments among the multiple Funds; and (iii) effecting transactions among the multiple Funds, including ones in which Wynnchurch Capital, the General Partners, and/or affiliate(s) may have a greater financial interest. These conflicts of interest may create an incentive for Wynnchurch Capital to favor a Fund in which it, a General Partner, and/or affiliate(s) have a greater financial interest with respect to allocation of time and activity, limited investment opportunities, or investments that Wynnchurch Capital regards as more attractive or better performing investments.

To address these conflicts of interest, the Firm has implemented policies and procedures to ensure that all Funds receive equitable and fair treatment over time with respect to the allocation of investment opportunities. These policies and procedures require Wynnchurch Capital to at all times allocate investments among the Funds in a manner which it believes to be fair and equitable and prohibit Wynnchurch Capital from basing an allocation decision on any of the following, or similar, reasons: (i) to generate higher fees paid by one Fund over another, or to produce greater fees to Wynnchurch Capital or any of its affiliates; (ii) to compensate a limited partner for past services or benefits rendered to Wynnchurch Capital or any employee of Wynnchurch Capital; or (iii) to induce future services or benefits to be rendered to Wynnchurch Capital or any employee of Wynnchurch Capital.

Item 7 – Types of Clients

Wynnchurch Capital provides portfolio management services to its clients, which are private funds and co-investment vehicles. Each of the Funds and co-investment vehicles limit its respective limited partners to persons who are both “accredited investors” as defined in the Securities Act of 1933 and “qualified purchasers” and “knowledgeable persons” as defined in the Advisers Act. Limited partners in the Funds must meet certain suitability and net worth qualifications prior to making an investment in the Funds. The Funds generally require minimum investment amounts varying from \$5.0 million to \$20.0 million for limited partner investment, although the General Partners reserve the right to accept commitments under such minimum amounts in their sole discretion. None of the Wynnchurch Capital Funds are currently accepting new commitments from investors. More information about the Funds are available in each Fund’s respective Governing Documents and in Wynnchurch Capital’s Form ADV Part 1, Schedule D, Item 7.B.(1).

Limited partners in the Funds include a broad range of U.S. and non-U.S. investors, including, among others, high net worth individuals, corporate pension and profit-sharing plans, charitable institutions, foundations, endowments, municipalities, trust programs, foreign funds and other U.S. and international institutions.

Wynnchurch Capital also serves as investment manager for co-investment vehicles that invest in certain Fund portfolio companies. These opportunities may arise whenever Wynnchurch Capital has the opportunity for an investment in an existing or prospective portfolio company and Wynnchurch Capital determines that all or a portion of the applicable opportunity is not required to be offered to, or is not appropriate for, a Fund. Opportunities to invest in a portfolio company may be made available to any person or entity, including without limitation strategic investors, lenders, deal sources, other private equity or venture capital firms, Fund limited partners, other persons or entities affiliated, associated or otherwise known to Wynnchurch Capital or its personnel and unrelated third parties. Wynnchurch Capital will select the investors that are permitted to co-invest in a particular portfolio company in its sole discretion based on various factors, including those that may be specified in the Fund Governing Documents, side letter provisions and in its policies on investment allocation and co-investments.

While one or more limited partners in the Funds may be invited to co-invest in the Fund’s portfolio companies, in Wynnchurch Capital’s sole discretion any or all of any co-investment opportunity may be offered to investors that are not limited partners in one or more of the Funds. Wynnchurch Capital may, in its sole discretion, offer co-investment opportunities to some limited partners in its Funds while not offering them to other limited partners in its Funds, and may cause some co-investors to bear a management fee and/or carried interest while not imposing a management fee and/or carried interest (or imposing a different management fee or carried interest) on other co-investors. In Wynnchurch Capital’s sole discretion, some co-investment vehicles and/or co-

investors may bear all or a portion of certain expenses (e.g., legal and other expenses associated with a portfolio company investment), while other co-investment vehicles and/or co-investors do not share in such expenses. In certain cases, co-investment opportunities may include opportunities to invest in Fund portfolio companies at a time when there is not a corresponding Fund investment or on different terms than any Fund investment. Some co-investors may also be provided the opportunity to sit, or have a representative sit, on the board of directors or board of advisers of the portfolio company. Any board fees received by these co-investors are not offset against management fees. Positions on boards of directors or advisers of such portfolio companies may provide such persons with voting rights, access to information and potentially the ability to influence the operations and decision-making of the portfolio company that are not necessarily available to other investors. As mentioned in Item 5, above, any board fees received by such co-investors are paid by the relevant portfolio company and are not subject to the offset against management fees.

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

Wynnchurch Capital seeks to invest across a “performance improvement continuum,” including: (i) deep distress, where a company is in or nearing bankruptcy and / or a deep operational turnaround is needed; (ii) instances of general underperformance, where a business is at a cyclical trough or exhibits a moderate opportunity for improvement; and (iii) opportunistically, in cases where a company is well positioned and well performing, but the Firm believes it has a unique sourcing angle, facilitating an especially attractive value buy (often, where an official sale process is nonexistent or limited), or otherwise believes the Firm would be an advantaged owner of the business. Specific to a company’s circumstances, the Funds seek to focus on making investments in complex, overlooked and underperforming situations, such as corporate carve-outs, operational turnarounds, restructurings, bankruptcies, management sponsored buyouts and recapitalizations.

Strategy

Key elements of Wynnchurch Capital’s strategy are to: (1) proactively generate proprietary deal flow through a large network of unique contacts; (2) opportunistically acquire fundamentally sound yet underperforming and/or overlooked businesses at attractive prices; (3) identify and quantify operating improvement opportunities through extensive due diligence; (4) coordinate with strong management teams to develop detailed strategic and tactical business plans to grow and improve performance; (5) assist management with the implementation of customized performance improvement plans; and (6) produce outstanding results for limited partners through well-planned and timed realizations, using a variety of exit alternatives. More specifically, in implementing this strategy Wynnchurch Capital focuses on the key tenants of its investment philosophy:

Differentiated Investment Origination: The Funds generally seek to invest in complex transactions that: (i) require a deep understanding of operations and experience in creatively developing solutions for

challenging operational issues; or (ii) the Firm believes provide it with a unique advantage in working with management to acquire a business at an attractive valuation and improve its financial performance through the implementation of value construction strategies. Specifically, the Funds target corporate carve-outs, restructurings, operational turnarounds, bankruptcies, underperforming businesses, management sponsored buyouts and recapitalizations. The Firm believes that these types of complex transactions are typically avoided by other financial sponsors given the amount of work to acquire and improve the business but often have the potential for Wynnchurch Capital to unlock superior returns through management, strategic and operational changes.

The Firm has built a systematic origination model in order to identify what it believes are unique, overlooked and underperforming situations. While the entire Firm is involved in the sourcing of investment opportunities, Wynnchurch Capital has six professionals dedicated to this effort. With additional offices in El Segundo, CA, Toronto, Canada, an affiliate in Montreal, Canada, and its headquarters in Rosemont, IL, the Firm believes it has a broad geographic reach and network of contacts to successfully source non-auction as well as limited and broken auction situations, with a key emphasis on divestitures of corporate orphans.

Acquisition of Market-Leading Businesses in Core Industries and Geographies: The Funds intend to pursue opportunities in industries in which the Wynnchurch Capital investment professionals have significant prior investing or operating experience, in addition to extensive business relationships. Areas of particular focus for Wynnchurch Capital are industrial manufacturing, building products, aerospace and defense, transportation, industrial services, energy and mining services and value added distribution. The Firm believes that these core industry targets typically exhibit several attractive characteristics that facilitate the Firm's value construction strategies, including: (i) the scale and stability of well-established markets; (ii) business-to-business customers that enhance revenue predictability and reduce exposure to consumer trends; (iii) a requirement for intellectual property that increases the barriers to entry and minimizes rapid changes in competitive dynamics; (iv) availability of, and ability to attract, professional management with training and experience in performance improvement processes; and (v) a significant availability of investment opportunities given the large number of sector participants across numerous markets. Within these sectors, Wynnchurch Capital targets companies that have market leading positions in their respective niches. The Funds generally focus on the United States and Canada with an emphasis on the Midwestern United States, specifically leveraging the local relationships built as a result of Wynnchurch Capital's dedicated geographic sourcing model and prior experiences of its investment professionals.

Multi-Dimensional Transactional Tools to Capture Unique Opportunities: Wynnchurch Capital has developed the internal expertise to acquire attractive businesses through a variety of transaction processes and structures including bankruptcy sales, conversion of purchased debt to equity, corporate carve-outs, entrepreneurial growth re-capitalizations, generational succession sales as well as limited auction processes. Often companies that exhibit the characteristics sought out by Wynnchurch Capital may

be acquired only through non-traditional transactions that require a deep understanding of various legal processes or unique transaction structures. By having the internal expertise to acquire such businesses, the Firm ensures that it does not miss out on attractive investment opportunities simply as a result of transactional complexity that may eliminate many potential buyers.

Management Selection and Incentives: Wynnchurch Capital seeks to either identify exceptional incumbent management teams or attract seasoned managers with proven performance histories in world-class organizations and install them into lower middle-market companies. In this regard, Wynnchurch Capital performs a thorough evaluation with the support of external consulting resources to assess the management team. To help align the interests of management with shareholders, as well as to ensure management's commitment to company performance, Wynnchurch Capital typically requires management to invest directly into the equity of their respective portfolio companies, in addition to providing performance-driven option plans.

Value Construction By Driving Execution of Defined Performance Improvement Plans: Wynnchurch Capital's value construction process generally encompasses three investment phases: (1) "stabilize" the business in the first six months of ownership; (2) "standardize" the company through the implementation of best practices from closing through eighteen months of ownership; and (3) "optimize" the value of the business through add-on acquisitions and aggressive growth strategies to position the company for maximum exit value. The Wynnchurch Capital team takes a hands-on approach with each portfolio company to identify, implement and measure strategic and operating initiatives that are designed to improve performance. Wynnchurch Capital seeks to partner with portfolio company management teams to generate value through focused attention on strategy, revenue growth and enhanced profitability initiatives. Key value drivers generally include: overhead rationalization, reduced manufacturing unit costs, enhanced quality systems, improved asset utilization, focused go-to-market strategies and entry into new markets. Wynnchurch Capital utilizes Six Sigma, lean manufacturing, goal deployment and other quality tools to drive performance improvement with the goal of significantly enhancing the competitive positioning, profitability and growth trajectory of its portfolio companies.

Strategies to Maximize Exit Value: Before making the initial investment in a target company, Wynnchurch Capital develops a thorough understanding of the operational and strategic changes necessary to maximize the company's exit value. Wynnchurch Capital works with management to refine the strategy and improve the management systems of a portfolio company to enhance its appeal to potential acquirers.

Risk Factors

No investment is free of risk. Prospective limited partners are cautioned that investments in securities involve risk of loss, including the possibility of a complete loss of the amount invested, and that they

should be prepared to bear these risks. Limited partners should also refer to a Fund's Governing Documents for a description of the risk factors specific to their Fund. All limited partners should be aware of certain risk factors, which include, but are not limited to, the following:

Business Risks. Each Funds' 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.

Future and Past Performance. The performance of the Funds and members of the Wynnchurch Capital team's prior investments is not necessarily indicative of the Funds' future results. While Wynnchurch Capital intends for its Funds to make investments that have estimated returns commensurate with the risks undertaken, there can be no assurances that the targeted internal rate of return will be achieved. On any given investment, loss of principal is possible.

Investment in Junior Securities. The securities in which the Funds invest may be among the most junior in a portfolio company's capital structure and, thus, subject to the greatest risk of loss. Generally, there will be no collateral to protect an investment once made.

Concentration of Investments. The 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, each 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. Furthermore, to the extent that the capital raised is less than the targeted amount, the Funds may invest in fewer portfolio companies and thus be less diversified.

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. It is possible that the Funds will never be fully invested if enough sufficiently attractive investments are not identified. However, limited partners are required to bear management fees through the Funds during the investment period based on the entire amount of the limited partners' commitments and other expenses as set forth in the respective partnership agreements.

Dynamic Investment Strategy. While the General Partners generally intend to seek attractive returns for the Funds primarily through making private equity investments, each General Partner may pursue additional investment strategies and may modify or depart from its initial investment strategy, investment process and investment techniques as it determines appropriate. Each General Partner may pursue investments outside of the industries and sectors in which the principals have previously made investments or have internal operational experience.

Illiquidity; Lack of Current Distributions. An investment in a Fund should be viewed as illiquid. It is uncertain as to when profits, if any, will be realized. Losses on unsuccessful investments may be

realized before gains on successful investments are realized. The return of capital and the realization of gains, if any, generally will occur only upon the partial or complete disposition of an investment. While an investment may be sold at any time, it is not generally expected that this will occur for a number of years after the initial investment. Before such time, there may be no current return on the investment. Furthermore, the expenses of operating each Fund (including the annual management fee payable to its General Partner, if any) may exceed income, thereby requiring that the difference be paid from a limited partner's capital, including, without limitation, unfunded commitments.

Limited Transferability of Fund Interests. There is no public market for the Funds' interests, and none is expected to develop. There are substantial restrictions upon the transferability of any Fund interest under the Fund's LPA and applicable securities laws. In general, withdrawals of Fund interests are not permitted. In addition, Fund interests are not redeemable.

Restricted Nature of Investment Positions. Generally, there is no readily available market for Fund investments, and hence, most of the Funds' investments are difficult to value. Certain investments may be distributed in kind to the limited partners and it may be difficult to liquidate the securities received at a price or within a time period that is determined to be ideal by such limited partners. After a distribution of securities is made to the limited partners, many limited partners may decide to liquidate such securities within a short period of time, which could have an adverse impact on the price of such securities. The price at which such securities may be sold may be lower than the value of such securities determined pursuant to the LPA, including the value used to determine the amount of carried interest available to the General Partners with respect to such investment.

Leveraged Investments. The Funds may make use of leverage by having a portfolio company incur debt to finance a portion of the investment in a portfolio company, including with respect to companies not rated by credit agencies. Such use of leverage generally magnifies a Fund's risk of loss from a particular investment and increases a portfolio company's exposure to company, industry and economic conditions and changes in interest rates. The cost and availability of leverage is highly dependent on the state of the broader credit markets, and at times it may be difficult to obtain or maintain the desired degree of leverage. The use of leverage often imposes restrictive financial and operating covenants on a company, in addition to the burden of debt service, and may impair its ability to finance future operations and capital needs. In the event any portfolio company cannot generate adequate cash flow to meet debt service, a Fund may suffer a partial or total loss of capital invested in the portfolio company, in turn affecting Fund returns.

Need for Follow On Investments. Following its initial investment in a given portfolio company, the Funds may decide to provide additional funds to such portfolio company or may have the opportunity to increase its investment in a successful portfolio company. There is no assurance that a Fund will make follow on investments or that such Fund will have sufficient funds to make all or any of such investments. Any decision by a 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 the Fund to increase its participation in a successful portfolio company or the dilution of the Fund's ownership in a portfolio company if a third party invests in such portfolio company.

Reliance on the General Partner and Portfolio Company Management. The Funds are dependent on the respective Fund General Partner. Control over the operation of a Fund is vested with the respective General Partner, and each Fund's future profitability depends largely upon the business and investment acumen of the principals. The loss or reduction of service of one or more of the principals could have an adverse effect on a Fund's ability to realize its investment objectives. In addition, the principals currently, and may in the future, manage other investment Funds and the principals may need to devote substantial amounts of their time to the investment activities of such other Funds, which may pose conflicts of interest in the allocation of the time of the principals. Limited partners generally have no right or power to take part in the management of the Funds, and as a result, the investment performance of the Funds depend on the actions of the respective Fund General Partner. In addition, certain changes in a General Partner or circumstances relating to a General Partner may have an adverse effect on a Fund or one or more of its portfolio companies, including potential acceleration of debt facilities.

Although each General Partner will monitor the performance of a Fund's investments, it is primarily the responsibility of each portfolio company's management team to operate the portfolio company on a day-to-day basis. Although the Funds generally intend to invest in companies with strong management or recruit strong management, there can be no assurance that the management of such companies will be able or willing to successfully operate a company in accordance with the Fund's objectives.

Public Company Holdings. The Funds' investment portfolio may contain securities and debt issued by publicly held companies. Such investments may subject the Funds to risks that differ in type or degree from those involved with investments in privately held companies. Such risks include, without limitation, greater volatility in the valuation of such companies, increased obligations to disclose information regarding such companies, limitations on the ability of the Fund to dispose of such securities and debt at certain times, increased likelihood of shareholder litigation and insider trading allegations against such companies' executives and board members, including the principals, and increased costs associated with each of the aforementioned risks.

Projections. Projected operating results of a company in which the Funds invest are normally based primarily on financial projections prepared by each company's management. In all cases, 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 the projections are developed. There can be no assurance that the results set forth in the projections will be attained, and actual results may be

significantly different from the projections. Also, general economic factors, which are not predictable, can have a material effect on the reliability of projections.

Advisory Board. Each Fund's General Partner has appointed one or more limited partner representatives to such Fund's advisory board. The LPA provides that to the fullest extent permitted by applicable law, none of the advisory board members shall owe any fiduciary duties to the Funds or any other limited partner. In addition, representatives of the advisory board may have various business and other relationships with the Firm. These relationships may influence their decisions as members of the Advisory Board.

Each of Wynnchurch Capital's Funds has an advisory board which is established under the respective Fund's Governing Documents. Each Fund's advisory board is comprised of select limited partners of each Fund, as well as Wynnchurch Capital principals and outside advisers. A conflict of interest may exist in that not all limited partners are asked to join a Fund's advisory board.

Co-Investments. The respective General Partner may, in its sole discretion, provide or commit to provide co-investment opportunities to one or more limited partners and/or other persons, in each case on terms to be determined by the General Partner in its sole discretion. In addition, the General Partner may cause some Funds' limited partners and/or other co-investors to bear a management fee and/or carried interest while not imposing a management fee and/or carried interest (or imposing a different management fee or carried interest) on other Fund limited partners and/or other co-investors. Conflicts of interest may arise in the allocation of co-investment opportunities. The allocation of co-investment opportunities, which may be made to one or more persons for any number of reasons as determined by the respective General Partner in its sole discretion, may not be in the best interests of the Fund or any individual limited partner. In exercising its sole discretion in connection with such co-investment opportunities, the General Partner may consider some or all of a wide range of factors, which may include the likelihood that an investor may invest in a future fund sponsored by the General Partner or its affiliates. The Funds may co-invest with third parties through partnerships, joint ventures or other entities or arrangements. Such investments may involve risks not present in investments where a third-party is not involved, including the possibility that a third-party co-venturer or partner may at any time have economic or business interests or goals that are inconsistent with those of that respective Fund, or may be in a position to take action contrary to the investment objectives of that Fund. In addition, the Funds may in certain circumstances be liable for actions of its third-party co-venturer or partner.

Cybersecurity Risk. The Funds, their portfolio companies, their service providers and other market participants increasingly depend on complex information technology and communications systems to conduct business functions. These systems are subject to a number of different threats or risks that could adversely affect the Funds and their portfolio companies, despite the efforts of service providers to adopt technologies, processes and practices intended to mitigate these risks and protect the security

of their computer systems, software, networks and other technology assets, as well as the confidentiality, integrity and availability of information belonging to the Funds and their portfolio companies. For example, unauthorized third parties may attempt to improperly access, modify, disrupt the operations of, or prevent access to the systems of the Funds, their portfolio companies, their service providers, counterparties or data within these systems. Third parties may also attempt to fraudulently induce employees, customers, third-party service providers or other users of such systems to disclose sensitive information to gain access to the confidential data. A successful penetration or circumvention of the security of such systems could result in the loss or theft of data or funds, the inability to access electronic systems, loss or theft of proprietary information or corporate data, physical damage to a computer or network system or costs associated with system repairs. Such incidents could cause the Funds or their portfolio companies to incur regulatory penalties, reputational damage, additional compliance costs or financial loss.

Conflicts of Interest

Third Party Professionals. Wynnchurch Capital expects to retain various operating partners, executive partners and advisers to assist the Firm in its decision making and operational improvements. These individuals are known experts in the business management field, and are expected to assist with building relationships within the corporate, investment banking and business communities. As described in Item 5, above, the cost of this Operations Group is borne by either the Funds or the relevant portfolio company. Operating partners and advisers may also sit on boards of or provide services to the Funds' portfolio companies. Any fees received by these operating partners and advisers in connection with their role at Wynnchurch Capital are not subject to the relevant Fund fee offset provision. In addition, operating partners and advisers may also be limited partners in the Funds and receive a portion of the carried interest of a Fund.

Fees and Expenses. Wynnchurch Capital and its affiliates may perform Related Services for, and receive fees from (including any options, warrants or other equity securities), actual or prospective portfolio companies or other investment vehicles of the Funds. Such fees are in addition to any management fees or carried interest paid by the Funds to Wynnchurch Capital. Additionally, a portfolio company may reimburse Wynnchurch Capital for expenses incurred by Wynnchurch Capital in connection with its performance of services for such portfolio company, and such reimbursements are not subject to the fee sharing provision. Wynnchurch Capital determines the amount of these fees for Related Services and reimbursements in its own discretion, subject to agreements with sellers, buyers, and management teams, the board of directors of or lenders to portfolio companies, and/or third party co-investors in its transactions, and the amount of such fees and reimbursements may not (except in connection with the reductions described below) be disclosed to limited partners in the Funds. Limited partners are also responsible for transaction fees, as described in Item 5, above.

Subject to any relevant restrictions or other limitations contained in the Governing Documents of each Fund, Wynnchurch Capital will allocate fees and expenses in a manner that it believes in good

faith is fair and equitable under the circumstances and considering such factors as it deems relevant, but in its sole discretion. In exercising such discretion, Wynnchurch Capital may be faced with a variety of potential conflicts of interest. As a general matter, expenses incurred on behalf of multiple Funds will be allocated among such Funds. The allocations of such expenses 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.

A conflict of interest could arise in Wynnchurch Capital's determination whether certain costs or expenses that are incurred in connection with the operation of the Funds meet the definition of Fund operational expenses for which the Funds are responsible, or whether such expenses should be borne by Wynnchurch Capital. The Funds will be reliant on the determinations of Wynnchurch Capital in this regard. From time to time, it is possible that subsequent review of allocations could result in an identification of expenses that should have been allocated in a different manner, in which case measures would be undertaken to correct such circumstance, which might include a reversal of the original expense allocations, if possible, or such other equitable adjustment believed by Wynnchurch Capital to be the most appropriate corrective measure. Wynnchurch Capital does not receive any favorable legal fee rates or discounts that are not also provided to the Funds.

Additionally, a portfolio company typically will reimburse Wynnchurch Capital or service providers retained at Wynnchurch Capital's discretion for expenses (including without limitation travel expenses) incurred by Wynnchurch Capital or such service providers in connection with its performance of services for such portfolio company. This subjects Wynnchurch Capital and its affiliates to conflicts of interest because the Funds generally do not have an interest or share in these reimbursements, and the amount of such reimbursements may be substantial. Wynnchurch Capital determines the amount of these reimbursements for such services in its own discretion, subject to its internal reimbursement policies and practices. Although the amount of individual reimbursements typically is not disclosed to limited partners in any Fund, their effect is reflected in each Fund's audited financial statements, and any fee paid or expense reimbursed to Wynnchurch Capital or such service providers generally is subject to: agreements with sellers, buyers and management teams; the review and supervision of the board of directors of or lenders to portfolio companies; and/or third party co-investors in its transactions. These factors help to mitigate related conflicts of interest.

Because certain expenses are paid for by a Fund and/or its portfolio companies or, if incurred by Wynnchurch Capital, are reimbursed by a Fund and/or its portfolio companies, Wynnchurch Capital may not necessarily seek out the lowest cost options when incurring (or causing a Fund or its portfolio companies to incur) such expenses.

Portfolio Company Board Service. As a result of the Funds' controlling interests in portfolio companies, Wynnchurch Capital 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 Wynnchurch Capital and/or its affiliates. Such amounts will be in addition to any management fees or carried interest paid by a Fund to Wynnchurch Capital.

Serving on a portfolio company board of directors may give rise to conflicts to the extent that an employee's fiduciary duties to a portfolio company as a director may conflict with the interests of a Fund in general; however, as the Funds will generally be significant shareholders of such companies, it is expected that such interests will generally be aligned. Additionally, any fees earned for sitting on such portfolio company boards by employees or affiliates of Wynnchurch Capital (except for those fees paid to members of the Operations Group) are offset against management fees.

Investment Allocation. During a period when one Fund is reaching the end of its investment period and Wynnchurch Capital is in the process of forming a new Fund, considerations of fairness to existing Fund limited partners dictate that Wynnchurch Capital considers allocating a specific investment between Funds. These considerations include such factors as the overall mix of Fund investments and the ability of the existing Fund to draw additional capital. These circumstances could present a conflict of interest because Wynnchurch may have an incentive to favor allocating the investment to the newer Fund. Wynnchurch's policies and procedures cover these circumstances and require that disclosure be made to each Fund's advisory board, although the final decision as to the Funds' best interests in these cases rests solely with Wynnchurch Capital.

Valuation. There is not expected to be an actively traded market for most of the securities owned by the Funds. When estimating fair value, the General Partners will apply a methodology it determines to be appropriate based on accounting guidelines and the applicable nature, facts and circumstances of the respective investments. However, the process of valuing securities for which reliable market quotations are not available is based on inherent uncertainties and the resulting values may differ from values that would have been determined had an active market existed for such securities and may differ from the prices at which such securities ultimately may be sold. Wynnchurch Capital has established a valuation policy which it will follow when performing portfolio company valuations. Wynnchurch Capital does not intend to retain the services of a third party valuation consultant to assist in performing portfolio company valuations. There is a risk in that the valuations of Wynnchurch Capital are performed internally by its own team and such valuations are not reviewed by an independent third party. The exercise of discretion in valuation by the Firm may give rise to conflicts of interest, including in connection with determining the amount and timing of distributions of carried interest and the calculation of management fees.

Diverse Membership. The Funds limited partners are expected to include persons or entities resident in various jurisdictions, including the United States, Canada and other countries, who may have conflicting investment, tax and other interests with respect to their investments in the Funds. The

conflicting interests of individual limited partners may relate to or arise from, among other things, the nature of investments made by the respective Fund, the structuring of the acquisition of portfolio companies and the timing of disposition of investments. Such structuring of portfolio companies may result in different returns being realized by different limited partners. As a consequence, conflicts of interest may arise in connection with decisions made by Wynnchurch Capital that may be more beneficial for one limited partner than another limited partner, especially with respect to limited partners' individual tax situations. Wynnchurch Capital considers the investment and tax objectives of the respective Fund as a whole, and not the individual investment, tax or other objectives of any particular limited partner.

Transactions with Fund Limited Partners. Wynnchurch Capital may enter into transactions with certain Fund limited partners such as, for example, limited partners who are also business partners, such as insurance agents, investment banks, broker-dealers, legal counsel or others who provide services (including mezzanine and/or other lending arrangements) to the Firm, its Funds and portfolio companies. The terms of these transactions are negotiated on an arm's-length basis; however, Wynnchurch Capital is subject to a conflict of interest when determining such terms because Wynnchurch Capital may benefit from retaining such limited partners' investment in the Funds.

Side Letters. Wynnchurch Capital may enter into individual agreements with a limited partner regarding a subscription in the Funds. These agreements are referred to as side letters, and may encompass a broad range of agreed-upon terms including restrictions on types of investments, confidentiality and use of a limited partner's name, defining the tax status of a specific partner and the requirement to periodically provide certain additional certifications.

Item 9 – Disciplinary Information

Like other registered investment advisers, Wynnchurch Capital is required to disclose all material facts regarding any legal or disciplinary events that would materially impact a limited partner's evaluation of Wynnchurch Capital or the integrity of Wynnchurch Capital's management team. No events have occurred at Wynnchurch Capital that are applicable to this Item.

On occasion, in the ordinary course of its business, Wynnchurch Capital is named as a defendant in a legal action. Although there can be no assurance of the outcome of such legal actions, Wynnchurch Capital does not believe that any current legal proceeding or claim to which Wynnchurch Capital is a party would individually or in the aggregate materially affect the Firm or the Funds' results of operations, financial position or cash flows.

Item 10 – Other Financial Industry Activities and Affiliations

Wynnchurch Capital is not actively engaged in a business other than giving investment advice to its clients and managing the portfolio companies owned by its clients. Neither Wynnchurch Capital nor

any of its management persons is registered or has an application pending to register as a broker-dealer, futures commission merchant, commodity pool operator, commodity trading adviser, or associated person of the foregoing, and Wynnchurch Capital does not anticipate such affiliations in the future.

Wynnchurch Capital has no arrangements with a related person who is a broker-dealer, investment company, financial planning firm, commodity pool operator, commodity trading adviser or futures commission merchant, banking or thrift institution, accounting firm, law firm, insurance company or agency, pension consultant, real estate broker or dealer, or an entity that creates or packages limited partnerships that are material to its advisory services, the Funds, or underlying limited partners.

As described above in Item 4, Wynnchurch Capital is affiliated with the Fund II GP, the Fund III GP, the WCP Co-Invest GP and Wynnchurch Partners IV GP, the Funds' General Partners. The General Partners are deemed registered with the SEC under the Advisers Act pursuant to Wynnchurch's registration. These affiliated investment advisers operate as a single advisory business together with Wynnchurch and serve as General Partners of private investment funds, other pooled vehicles and may share common owners, officers, partners, employees, consultants or persons occupying similar positions. The General Partners do not have employees of their own.

Wynnchurch Capital has and will continue to develop relationships with professionals who provide services it does not provide, including: legal, accounting, banking, investment banking, tax preparation, insurance brokerage and other personal services. Some of these professionals may provide services to the Funds or their portfolio companies.

From time to time, Wynnchurch Capital may receive training, information, promotional material, meals, gifts or prize drawings from vendors and others with whom it does business or to whom it makes referrals. At no time will Wynnchurch Capital accept any benefits, gifts or other arrangements that are conditioned on directing individual client transactions to a specific security, product or provider. Similarly, Wynnchurch Capital principals and other employees may personally invest in companies that provide services to Wynnchurch Capital or its portfolio companies. To address any conflict which may arise as a result of such an arrangement, Wynnchurch Capital has implemented stringent approval mechanisms prior to hiring any outside vendor. See Item 11, Conflict of Interests, for further disclosure.

Wynnchurch Capital does not recommend or select other investment advisers for the Funds.

Item 11 – Code of Ethics, Interests in Client Transactions and Personal Trading

Code of Ethics

Pursuant to Rule 204A-1 of the Advisers Act, Wynnchurch Capital has adopted a written code of ethics (“Code of Ethics” or the “Code”) that sets forth standards of conduct expected of supervised persons and addresses conflicts that can arise from personal trading. As fiduciaries, Wynnchurch Capital and its employees have certain legal obligations to put its client’s interests ahead of its own. Wynnchurch Capital has adopted a written code of ethics based on principles of openness, honesty, integrity and trust. At least once a year, each Wynnchurch Capital employee will be required to acknowledge this code in writing and agree to be bound by it. Employees of Wynnchurch Capital who violate the Code may be subject to remedial actions, including, but not limited to, profit disgorgement, fines, censure, suspension or dismissal. Employees are also required to promptly report any violations of the Code of which they become aware.

Wynnchurch Capital will provide a copy of its code of ethics to any existing or prospective limited partner upon request to its Chief Compliance Officer, Roy Sroka, at (847) 604-6100.

Interests in Client Transactions

It is Wynnchurch Capital’s policy that it will not affect any principal or agency cross securities transactions for client accounts without it first obtaining the relevant advisory board and/or limited partner approval. Wynnchurch Capital will also not cause clients to enter into securities trades with each other unless the appropriate board or client approval is provided. Principal transactions are generally defined as transactions where an adviser, acting as principal for its own account or the account of an affiliated broker-dealer, buys from or sells any security to any advisory client. A principal transaction may also be deemed to have occurred if a security is crossed between an affiliated fund and another client account. In the context of Wynnchurch Capital’s business, a principal transaction would most likely refer to the practice of warehousing an investment for the formation of a future Fund or selling a portfolio company from one Fund to another. An agency cross transaction is defined as a transaction where a person acts as an investment adviser in relation to a transaction in which the investment adviser, or any person controlled by or under common control with the investment adviser, acts as broker for both the advisory client and for another person on the other side of the transaction. Agency cross transactions may arise where an adviser is dually registered as a broker-dealer or has an affiliated broker-dealer. This situation does not apply to Wynnchurch Capital.

Principals and employees of Wynnchurch Capital and its affiliates may directly or indirectly own an interest in the Funds, including certain co-investment vehicles. To the extent that co-investment vehicles exist, such vehicles may invest in one or more of the same investments as the Funds. Such transactions also may include trading in securities in a manner that differs from or is inconsistent with

the advice given to the Funds. In addition, principals, employees and affiliates may buy securities in transactions offered to but rejected by the Funds or that are outside the investment mandate of the Funds.

Conflicts of Interest

The Governing Documents of each Fund detail a complete description of what Wynnchurch Capital believes to be the most significant conflicts of interest associated with an investment in each respective Fund. Some of these conflicts are summarized below; however, this summary does not attempt to describe all of the conflicts of interest associated with an investment in the Funds.

Limited partners should note that there could be occasions when Wynnchurch Capital and its affiliates may encounter potential conflicts of interest in connection with a Fund. If any matter arises that Wynnchurch Capital determines in its good faith constitutes an actual conflict of interest, Wynnchurch Capital may take such actions as may be necessary or appropriate, within the context of the Fund's Governing Documents, to ameliorate the conflict (upon taking such actions Wynnchurch Capital will be relieved of any responsibility for such conflict). These actions may include disposing of the asset giving rise to the conflict, bringing the matter before Wynnchurch Capital's advisory board or limited partner advisory committee, appointing an independent fiduciary or seeking advice from outside consultants or counsel.

Certain Wynnchurch Capital principals and employees may also be limited partners in the Funds. However, because of the nature of its business, the participation of Wynnchurch Capital employees in a Fund will not interfere with the making or implementing of decisions that are in the best interest of limited partners. Employee limited partners share in the same deals as other limited partners of the Fund and share costs with other limited partners proportionally. Wynnchurch Capital will generally pursue all appropriate investment opportunities through its Fund vehicles subject to certain limited exceptions.

The significant investment of Wynnchurch Capital principals in the Funds, as well as the principals' interest in the carried interest, serves to align, to some extent, Wynnchurch Capital's interest with the interest of its limited partners. In addition, Wynnchurch Capital employees may serve on the boards of Funds' portfolio companies. Any fees generated from a Wynnchurch Capital employee's seat on a portfolio company board will be offset against management fees according to the terms of each Fund's Governing Documents, except for those fees paid to members of the Fund IV Operations Group. Serving in such capacity may give rise to conflicts to the extent that an employee's fiduciary duties to a portfolio company as a director may conflict with the interests of a Fund. In general, however, as the Funds are typically a significant shareholder of such companies, it is expected that these interests will generally be aligned. Portfolio companies may also from time to time make discounts and other

benefits available to employees or limited partners in connection with products or services offered by such companies.

Furthermore, Wynnchurch Capital principals and other employees may personally invest in companies that provide services to Wynnchurch Capital or to Wynnchurch Capital portfolio companies. These investments may give rise to a conflict of interest because such Wynnchurch Capital principals or employees may have the ability to select or influence which company is selected to provide services to Wynnchurch Capital and its portfolio companies and thereby receive a pecuniary benefit from this choice of vendor. To address this potential conflict, Wynnchurch Capital employees wishing to personally invest in a company which offers or could potentially offer services to Wynnchurch Capital or its portfolio companies should receive written permission from Wynnchurch Capital's Chief Compliance Officer prior to making such an investment. If approval for investment is granted, the investing employee will be recused from any selection process involving such company. Additionally, Wynnchurch Capital will fully document any selection decision that has the potential to award business to a company in which an employee has invested.

Personal Trading

In rare cases, Wynnchurch Capital's business may provide Wynnchurch Capital and its employees with access to material nonpublic ("insider") information. The code of ethics includes a prohibition on insider trading and outlines strict policies that dictate how any such information is treated.

Wynnchurch Capital's employees are prohibited from trading, either personally or on behalf of others, in securities while in possession of inside information regarding these securities or communicating inside information to others. A restricted list is maintained regarding issuers where Wynnchurch Capital has material non-public information. In addition, supervised persons are required to submit annual reports of security transactions for their own accounts or any account in which they have a direct or indirect beneficial interest. Wynnchurch Capital has contracted with Compliance Technologies, a compliance software system owned by Charles Schwab & Co., to monitor the personal trading of its employees and access persons.

The principals and employees of Wynnchurch Capital may carry on investment activities for their own account and for family members, friends or others who do not invest in the Funds, and may give advice and recommend securities to vehicles which may differ from advice given to, or securities recommended or bought for, the Funds, even though their investment objectives may be the same or similar. In addition, principals, employees and affiliates may buy securities in transactions offered to but rejected by the Funds. The investment policies, fee arrangements and other circumstances of these investments may vary from those of the Funds.

Item 12 – Brokerage Practices

Wynnchurch Capital focuses on private portfolio company transactions and most frequently purchases and sells such investments through privately-negotiated transactions. In privately negotiated transactions, best execution is met by the consummation of the deal with the best possible terms for the Fund. Whether for private or public securities transactions, Wynnchurch Capital selects a broker-dealer or investment banker with the overall aim of maximizing returns for the Fund. The Firm periodically engages broker-dealers or investment bankers to perform various services for its clients and/or its portfolio companies, such as assisting in the purchase or sale of a portfolio company or shares of a portfolio company in circumstances when a portfolio company has publicly traded positions. Such broker-dealers or investment bankers are selected based upon: Wynnchurch Capital's past experience with the broker-dealer or investment banker; the broker-dealer or investment banker's reputation in the industry and the cost, among other factors.

If Wynnchurch Capital transacts in publicly traded securities for a Fund, it is responsible for directing orders to broker-dealers to effect such securities transactions. In such event, Wynnchurch Capital will seek to select brokers on the basis of best price and execution capability. The Firm's effort to obtain the best commission prices and execution on any individual transaction depends on its judgment, experience and knowledge in evaluating the broker-dealer's reliability and capability, and is based on numerous factors, including: previous and pending transactions effected by the broker-dealer for Wynnchurch; execution capability; liquidity; distribution channels; commission rates; counterparty risk; the value of research provided (if any); and responsiveness to the Firm.

Although Wynnchurch Capital generally seeks competitive commission rates, it may not necessarily pay the lowest commission or commission equivalent, especially in private securities transactions that rely heavily on the specialty services or experience of a broker-dealer or investment banker that operate outside of a competitive bidding environment. Transactions that may involve such specialized services on the part of the broker-dealer or dealer or investment banker retained involved and may thereby entail higher commissions or their equivalents than would be the case with other transactions requiring more routine services.

Wynnchurch Capital does not pay or receive soft dollars, does not pay or receive fees for limited partner referrals, does not direct brokerage or advise limited partners on doing so, and does not aggregate trades.

Item 13 – Review of Accounts

The investment portfolios of each Fund are generally private, illiquid and long-term in nature and accordingly Wynnchurch Capital's review of them is not directed toward a short-term decision to dispose of securities. Wynnchurch Capital closely monitors the portfolio companies of its Funds and

maintains an ongoing oversight position in such portfolio companies. A team of investment professionals reviews each Fund's portfolios on an on-going basis. These reviews include, without limitation, sales trends, margins, profitability, debt to equity ratios, material business developments, competitive landscape and management. The team generally includes principals and other investment professionals of Wynnchurch Capital.

Roy Sroka, Wynnchurch Capital's Chief Financial Officer and Chief Compliance Officer, reviews the activity of the Fund on a quarterly basis. Mr. Sroka, in his role as Chief Financial Officer and Chief Compliance Officer, also reviews a Fund's account whenever a determination is made as to a distribution. Wynnchurch Capital furnishes to its limited partners unaudited financial statements for the first three quarters of each fiscal year within 60 days of each quarter's close and an annual audited financial statement within 90 days of calendar year end. In addition, limited partners receive an individual statement of their capital account on a quarterly basis. All reports are written and sent to limited partners in either a physical copy or are delivered electronically as per each limited partner's preference.

In the course of conducting due diligence or otherwise, limited partners periodically request information pertaining to their investments. Wynnchurch Capital responds to these requests, and in answering these requests provides information that is not generally made available to other limited partners who have not requested such information. While Wynnchurch Capital does not have an obligation to update any such information provided, the Firm endeavors to provide the information requested in the most current form available. Additionally, upon request, certain limited partners may receive additional information and reporting that other limited partners may not receive.

Item 14 – Client Referrals and Other Compensation

Wynnchurch Capital receives compensation in the form of fees paid by the limited partners. In connection with investments made by the Funds, Wynnchurch Capital may receive commitment, structuring, monitoring and/or other transaction fees from portfolio companies in which the Funds may invest or propose to invest. Wynnchurch Capital or such other persons may also receive management, monitoring or other fees from a portfolio company while a Fund continues to have an investment in such portfolio company. Any transaction fees received by Wynnchurch Capital are rebated against management fees according to the terms of the relevant Fund Governing Documents, except for any fees earned by the Wynnchurch Capital's Operations Group.

These types of arrangements present potential conflicts of interest and provide Wynnchurch Capital with an incentive to recommend investments based on compensation received rather than the best interests of the Funds. To help mitigate this potential conflict, such benefits received by Wynnchurch Capital or its employees in connection with services rendered to portfolio companies or transactions

of the Fund are offset management fees payable by the Funds, to the extent described above and as detailed in each Fund's Governing Documents.

Wynnchurch Capital may, from time to time, enter into solicitation agreements pursuant to which it compensates one or more third parties for client referrals that result in the provision of investment advisory services by Wynnchurch Capital. Placement agents introducing limited partners to Wynnchurch Capital may receive compensation from Wynnchurch Capital, such as a retainer and/or a percentage of introduced capital. Such compensation is paid pursuant to a written agreement with the placement agent and typically may be terminated by either party from time to time. Any placement agent retained by Wynnchurch Capital will be registered as a broker-dealer to the extent required by law or regulation. Additionally, the cost of any such fees are borne entirely by Wynnchurch Capital and not by any affected limited partner, although related expenses incurred pursuant to the relevant placement agent agreement, including but not limited to placement agent travel, meals and entertainment expenses, typically will be borne by the relevant Fund as part of its organizational costs.

In connection with fundraising for each of its Funds, Wynnchurch retained the services of a placement agent to solicit limited partners on its behalf. These fees were paid by Wynnchurch Capital, or Wynnchurch Capital, Ltd. for Funds II, III and IV, and not directly by any limited partner. Wynnchurch Capital is not raising capital currently as its Funds are closed, and thus none of these placement agent relationships are active.

Item 15 – Custody

The Advisers Act Rule 206(4) (the “Custody Rule”) requires that pooled investment vehicles advised by the Wynnchurch Capital either undergo an annual audit pursuant to generally accepted accounting principles (“GAAP”) or be subject to a surprise custody examination by a Public Company Accounting Oversight Board (“PCAOB”)-registered auditing firm. Wynnchurch Capital may be deemed to have custody over client funds because of its affiliation with each Fund's General Partner and the ability of the General Partners to deduct fees from the applicable Funds' assets. In order to comply with the Custody Rule, the Firm has elected to undergo an annual GAAP financial statement audit for each of its Funds over which it may be deemed to maintain custody. The Wynnchurch Capital Funds are audited annually by a PCAOB registered audit firm and Wynnchurch Capital delivers to the Funds and their limited partners a copy of the annual audited financial statements within 90 days of the fiscal year end.

Wynnchurch Capital does not, however, take physical possession of client funds (other than certain privately offered securities to the extent permitted by the Advisers Act). Called capital is directly sent or wired into the respective Fund's bank account. Wynnchurch Capital receives monthly statements from each of its qualified custodians on behalf of the Funds. For more information about Wynnchurch Capital qualified custodians, please see Form ADV Part 1, Schedule D, 7.B.(1).

Item 16 – Investment Discretion

Wynnchurch Capital and the General Partners have discretionary authority based on the Governing Documents with each Fund to buy and sell securities or other investments on behalf of the Funds and to determine the amount of such investments to be bought and sold. The terms upon which Wynnchurch Capital serves as an investment manager of the Funds are established at the time the Funds are established and are generally set out in the Governing Document entered into by Wynnchurch Capital. These terms potentially restrict Wynnchurch Capital's advice concerning investments in certain securities or types of securities, diversification, geographies and leverage. Wynnchurch Capital's authority to trade securities may also be limited by certain federal securities and tax laws that require diversification of investments and favor the holding of investments once made.

To become a limited partner in a Wynnchurch Capital Fund, an investor must execute a subscription agreement and a LPA with the Fund. Such Governing Documents generally contain a power of attorney that grants Wynnchurch Capital or its General Partner certain powers related to the orderly administration of the affairs of the Funds. Once a limited partner executes these documents, Wynnchurch Capital is not required to contact a limited partner prior to transacting any business. A limited partner may impose limitations on Wynnchurch Capital's authority and Wynnchurch Capital may choose to accept reasonable limitations or restrictions at its discretion. Such limitations will be evidenced in both the limited partner's LPA with the Firm and in a side letter. Other limited partners are not provided with consent rights regarding such side letter agreements.

Item 17 – Voting Client Securities

Wynnchurch Capital may from time to time vote public proxies on behalf of its Funds. By virtue of the Funds' Governing Documents, Wynnchurch Capital acts on behalf of the General Partner of its Funds and has the sole authority to vote client securities on any matter requiring a vote of the members or shareholders, or to give consent on any matter requiring the consent of members or shareholders, which are predominantly written member or shareholder consents or similar instruments for private companies. As such, Wynnchurch Capital has adopted proxy voting policies and procedures pursuant to SEC Rule 206(4)-6. Wynnchurch Capital's proxy policy seeks to ensure that it votes proxies in the best interest of the Funds, including where there may be material conflicts of interest in voting proxies. Wynnchurch Capital generally believe its interests are aligned with those of the Fund's limited partners through the principals' beneficial ownership interests in the Funds; therefore Wynnchurch Capital will not seek limited partner approval or direction when voting client securities on any matter requiring a vote of the members or shareholders, or when giving consent on any matter requiring the consent of members or shareholders. In the event that there is or may be a conflict of interest in such votes or consents, the Funds' Governing Documents provide that the Firm may address the conflict using several alternatives, including by seeking the approval or concurrence of an advisory committee on

the proposed vote or consent, or through other alternatives set forth in the respective Fund's Governing Documents.

Firm principals and affiliated or unaffiliated third parties appointed by Wynnchurch Capital often sit on the boards of portfolio companies to which Wynnchurch Capital provides operational, management and consulting services and, as such, exercise authority with respect to various issues faced by the portfolio companies. Wynnchurch Capital does not consider service on portfolio company boards by Wynnchurch Capital personnel and/or affiliated or unaffiliated third parties appointed by Wynnchurch Capital or their receipt of nominal board fees to create a material conflict of interest in voting proxies with respect to such companies.

Wynnchurch Capital will provide a copy of its proxy voting policy to any existing or prospective limited partner upon request to its Chief Compliance Officer, Roy Sroka, at (847) 604-6100. Limited partners may also obtain information from the Firm, free of charge, about how Wynnchurch Capital voted any previous proxies, if any.

Item 18 – Financial Information

Registered investment advisers are required in this Item 18 to provide certain financial information or disclosures about their financial condition. Wynnchurch Capital does not require prepayment of more than \$1,200 in fees per client six months or more in advance, has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to limited partners, and has not been the subject of a bankruptcy petition.

Form ADV Part 2B: Brochure Supplement



WYNNCHURCH | CAPITAL

WYNNCHURCH CAPITAL, LLC

6250 North River Road
Suite 10-100
Rosemont, IL 60018

Contact: Roy E. Sroka
(847) 604-6100 (phone)
(847) 604-6105 (facsimile)
rsroka@wynnchurch.com

March 8, 2018

This Brochure supplement provides information about Wynnchurch Capital, LLC (“Wynnchurch Capital” or “Firm”) that supplements the Wynnchurch Capital, LLC Brochure. Please contact Roy Sroka at (847) 604-6100 or rsroka@wynnchurch.com if you did not receive Wynnchurch Capital’s Brochure or if you have any questions about the contents of this supplement.

John A. Hatherly

Year of Birth: 1959

President and Managing Member

Wynnchurch Capital, LLC

6250 North River Road

Suite 10-100

Rosemont, IL 60018

(847) 604-6100

Item 2 – Educational Background and Business Experience

Mr. Hatherly holds a B.A. degree from the University of Notre Dame and an M.B.A. from the University of Wisconsin.

Mr. Hatherly is President and Managing Member of Wynnchurch Capital and co-founded its predecessor firm, Wynnchurch Capital, Ltd., in 1999. Prior to co-founding Wynnchurch Capital and its predecessor firm, Mr. Hatherly served in various roles for General Electric Capital Corporation (“GE Capital”) from 1987 to 1999, including leading GE Capital’s successful Merchant Banking Group from 1996 to 1999, and managing the group’s leverage buyout lending activities from 1994 to 1996. Before joining GE Capital, Mr. Hatherly spent three years with the First National Bank of Chicago and BankOne Corporation. Mr. Hatherly serves on the board of a number of Wynnchurch Capital’s portfolio companies, as well as the University of Wisconsin’s Business Innovation Council and the University of Notre Dame’s Student Athlete Advisory Council.

Item 3 – Disciplinary Information

Mr. Hatherly has never been the object of any legal or disciplinary event, proceeding or action.

Item 4 – Other Business Activities

As stated above, Mr. Hatherly serves on the board of a number of Wynnchurch Capital’s portfolio companies. Mr. Hatherly’s appointment on such boards has been designated to be in the best interest of the Funds and their respective limited partners. Serving on portfolio company boards could lead to potential conflicts of interest. For example, a conflict of interest may arise between Mr. Hatherly’s fiduciary duties to the portfolio company on which he serves and his duty to the Firm, as decisions that are in the portfolio companies’ best interest may possibly not be in the Firm’s best interests. As the Funds are generally significant shareholders of such companies, it is expected that these interests will generally be aligned; however, appropriate measures have been taken whereby Mr. Hatherly may recuse himself in such circumstances from the decision making process.

Item 5 – Additional Compensation

Mr. Hatherly does not receive an economic benefit for providing advisory services other than his ownership in the management company and share of the carried interest distributions paid by Wynnchurch Capital.

Item 6 – Supervision

Mr. Hatherly is supervised for compliance matters by Wynnchurch Capital's Chief Compliance Officer, Roy Sroka, (847) 604-6100. For investment matters, the relevant investment committee of each Fund is responsible for approving and monitoring all investments.

Frank G. Hayes

Year of Birth: 1962

Executive Vice President

Wynnchurch Capital, LLC

6250 North River Road

Suite 10-100

Rosemont, IL 60018

(847) 604-6100

Item 2 – Educational Background and Business Experience

Mr. Hayes received his B.B.A. from the University of Michigan and is a Certified Public Accountant.

Mr. Hayes is an Executive Vice President of Wynnchurch Capital and has been with Wynnchurch Capital and its predecessor firm, Wynnchurch Capital, Ltd, since 2001. Prior to joining Wynnchurch Capital and its predecessor firm, from 1999 to 2001, Mr. Hayes was a Managing Director of Catalyst Equity Partners, LLC, a private equity fund focused on turnaround investment situations. Before joining Catalyst, Mr. Hayes was a Managing Director of GKH Partners, L.P., a leveraged buyout fund, where he began his private equity career in 1991. From 1987 to 1990, Mr. Hayes was a Transactor with Citicorp Leveraged Finance in Chicago, responsible for portfolio management and the origination of leveraged buyout loans. He began his professional career in 1984 at PricewaterhouseCoopers LLP as a Certified Public Accountant. Mr. Hayes serves on the board of a number of Wynnchurch Capital's portfolio companies.

Item 3 – Disciplinary Information

Mr. Hayes has never been the object of any legal or disciplinary event, proceeding or action.

Item 4 – Other Business Activities

As stated above, Mr. Hayes serves on the board of a number of Wynnchurch Capital's portfolio companies. Each of these aforementioned companies is a portfolio company of an investment fund managed by Wynnchurch Capital and Mr. Hayes' appointment on such boards has been designated to be in the best interest of the Funds and their respective limited partners. Serving on portfolio company boards could lead to potential conflicts of interest. For example, a conflict of interest may arise between Mr. Hayes' fiduciary duties to the portfolio company on which he serves and his duty to the Firm, as decisions that are in the portfolio companies' best interest may possibly not be in the Firm's best interests. As the Funds are generally significant shareholders of such companies, it is expected that these interests will generally be aligned; however, appropriate measures have been taken whereby Mr. Hayes may recuse himself in such circumstances from the decision making process.

Item 5 – Additional Compensation

Mr. Hayes does not receive an economic benefit for providing advisory services other than the salary and his share of the carried interest distribution paid by Wynnchurch Capital.

Item 6 – Supervision

Mr. Hayes is supervised for compliance matters by Wynnchurch Capital's Chief Compliance Officer, Roy Sroka, (847) 604-6100. For investment matters, the relevant investment committee of each Fund is responsible for approving and monitoring all investments.

Christopher P. O'Brien

Year of Birth: 1974

Executive Vice President

Wynnchurch Capital, LLC

6250 North River Road

Suite 10-100

Rosemont, IL 60018

(847) 604-6100

Item 2 – Educational Background and Business Experience

Mr. O'Brien received his B.B.A from the University of Notre Dame and his M.B.A. from the University of Chicago Graduate School of Business and is a Chartered Financial Analyst ("CFA®"). The CFA® designation is an international professional certification offered by the CFA Institute to financial analysts who complete a series of three examinations. To become a CFA® charterholder, candidates must pass each of three six-hour exams, possess a bachelor's degree from an accredited institution (or have equivalent education or work experience) and have forty-eight months of qualified, professional work experience. CFA® charterholders are also obligated to adhere to a Code of Ethics and Standards governing their professional conduct.

Mr. O'Brien is an Executive Vice President of Wynnchurch Capital and joined Wynnchurch Capital and its predecessor firm, Wynnchurch Capital, Ltd, in 2000 and rejoined in 2005 after earning his MBA. Prior to joining Wynnchurch Capital and its predecessor firm, Mr. O'Brien was a consultant at Deloitte and IPC Group (CRA). Mr. O'Brien serves on the board of a number of Wynnchurch Capital's portfolio companies.

Item 3 – Disciplinary Information

Mr. O'Brien has never been the object of any legal or disciplinary event, proceeding or action.

Item 4 – Other Business Activities

As stated above, Mr. O'Brien serves on the board of a number of Wynnchurch Capital's portfolio companies. Each of these aforementioned companies is a portfolio company of an investment fund managed by Wynnchurch Capital and Mr. O'Brien's appointment on such boards has been designated to be in the best interest of the Funds and their respective limited partners. Serving on portfolio company boards could lead to potential conflicts of interest. For example, a conflict of interest may arise between Mr. O'Brien's fiduciary duties to the portfolio company on which he serves and his duty to the Firm, as decisions that are in the portfolio companies' best interest may possibly not be in the Firm's best interests. As the Funds are generally significant shareholders of such companies, it is expected that these interests will generally be aligned; however, appropriate measures have been taken

whereby Mr. O'Brien may recuse himself in such circumstances from the decision making process.

Item 5 – Additional Compensation

Mr. O'Brien does not receive an economic benefit for providing advisory services other than the salary and his share of the carried interest distribution paid by Wynnchurch Capital.

Item 6 – Supervision

Mr. O'Brien is supervised for compliance matters by Wynnchurch Capital's Chief Compliance Officer, Roy Sroka, (847) 604-6100. For investment matters, the relevant investment committee of each Fund is responsible for approving and monitoring all investments.

Roy E. Sroka

Year of Birth: 1971

Chief Financial Officer, Secretary, AML Officer, Chief Compliance Officer

Wynnchurch Capital, LLC

6250 North River Road

Suite 10-100

Rosemont, IL 60018

(847) 604-6100

Item 2 – Educational Background and Business Experience

Mr. Sroka received a B.S. degree in Accounting from DeVry University and an M.B.A. from DePaul University. Mr. Sroka is a Certified Public Accountant (“CPA”) and is licensed in the State of Illinois. In order to become a CPA in the United States, the candidate must sit for and pass the Uniform Certified Public Accountant Examination established by the American Institute of Certified Public Accountants (AICPA). Eligibility to sit for the Uniform CPA Exam is determined by individual State Boards of Accountancy and typically includes a minimum number of qualifying credit hours in accounting and business administration plus one additional year of study. Specific licensing and certification requirements beyond the uniform CPA examination are set by each state’s laws and may vary from state to state. Typical state requirements include an experience component, an ethics component and a continuing professional education component, which must be fulfilled to maintain the CPA license.

Mr. Sroka serves as the Chief Financial Officer and Chief Compliance Officer of Wynnchurch Capital. Prior to joining Wynnchurch Capital’s predecessor firm in 2006, Mr. Sroka was the Director of Operations of Chicago Administration & Corporate Services, LLC, a third-party administration office of internationally based hedge funds. He began his career in public accounting at a regional firm, then took a position in a private equity organization as the controller and spent the next seven years working with private equity investments and overseeing the accounting of several organizations.

Item 3 – Disciplinary Information

Mr. Sroka has never been the object of any legal or disciplinary event, proceeding or action.

Item 4 – Other Business Activities

Mr. Sroka is not actively engaged in any outside business activities or occupation for compensation that could potentially create a conflict of interest with clients.

Item 5 – Additional Compensation

Mr. Sroka does not receive an economic benefit for providing advisory services other than his salary and share of the carried interest distribution paid by Wynnchurch Capital.

Item 6 – Supervision

Mr. Sroka is supervised by Wynnchurch Capital's President, John Hatherly, (847) 604-6100. For investment matters, the relevant investment committee of each Fund is responsible for approving and monitoring all investments.