



# ARES CLO MANAGEMENT LLC

## Form ADV Part 2A Firm Brochure

March 30, 2016

This brochure provides information about the qualifications and business practices of Ares CLO Management LLC (“ACLOM,” the “Firm,” “we” or “us”). If you have any questions about the contents of this brochure, please contact us at 310.201.4131 or [adell@aresmgmt.com](mailto:adell@aresmgmt.com). The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (“SEC”) or by any state securities authority.

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

*Registration with the SEC as an investment adviser does not imply that ACLOM or any principals or employees of ACLOM possess a particular level of skill or training in the investment advisory or any other business.*

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## Item 2. Material Changes

This brochure contains updated information about the Firm's business since our initial registration dated September 30, 2015. Because there have been no material changes to ACLOM's business, there are no material changes included in this updated brochure; however, we have provided updates on our business to reflect certain changes related to the combination of Ares Management's Tradable Credit and Direct Lending Groups in the first quarter of 2016 to form a single Credit Group, in order to manage Ares Management's broad array of credit products in a more effective manner.

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## Item 4. Advisory Business

ACLOM is a Delaware limited liability company that was formed in May 2015 and commenced operations in August 2015. ACLOM is a subsidiary of Ares Investment Holdings LLC and Ares Management LLC (“Ares Management”). Ares Management is an SEC-registered investment adviser and subsidiary of Ares Management, L.P. (“Ares LP”), a publicly traded, leading global alternative asset manager. The indirect principal owner of Ares LP is Antony P. Ressler who, together with the other Co-Founders of Ares LP, indirectly holds a majority ownership in Ares LP through intermediate holding companies.

ACLOM provides the advisory services described below to its clients, which primarily consists of CLOs, CDOs and other structured investment vehicles (collectively, “Funds” or “Clients”). ACLOM, or an affiliated entity controlled by ACLOM, serves as investment adviser, sub-adviser or manager of each of its Clients. References to ACLOM in this brochure include, as the context requires, affiliates through which ACLOM provides investment advisory services or that act in any capacity referenced in the previous sentence.

ACLOM manages each of the Funds within the liquid credit strategy of the Ares Management Credit Group. Our Credit Group is a leading manager of liquid and illiquid credit strategies across the non-investment grade credit universe. Since the Firm’s founding in 1997, Ares Management has been a leader in providing credit solutions to investors searching for yield and for less correlated returns, particularly relevant in today’s low interest rate and volatile investment environment. We provide investors access to our broad credit capabilities through several vehicles, including commingled funds, separately managed accounts, joint venture lending programs for institutional investors, publicly traded vehicles and sub-advised funds for retail investors.

Our liquid credit strategies, offer solutions for traditional fixed income investors seeking to access the bank loan and high yield markets and capitalize on opportunities across the traded corporate credit spectrum.

- *Corporate Loans:* Our corporate loans strategy delivers a diversified portfolio of liquid, traded non-investment grade senior secured loans to corporate issuers including an allocation to syndicated middle market loans. Loans are one of the few floating rate fixed income alternatives and can be especially suitable for investors with a view of rising short term rates. Our Funds and client accounts invest in both North American and European issuers. We include a sleeve of high yield bonds (up to 25%) as an accent and benchmark our loan strategy against the Credit Suisse Leveraged Loan Index.
- *High Yield Bonds:* Our high yield bonds strategy seeks to deliver a diversified portfolio of liquid, traded non-investment grade corporate bonds. This strategy incorporates secured, unsecured and subordinated debt instruments of issuers in both North America and Europe. We include a sleeve of corporate loans (up to 25%) which can be used to manage duration and is intended to deliver an accent to performance. We benchmark our high yield strategy against the Merrill Lynch Master II Index.
- *Institutional Credit:* Our institutional credit strategy tactically allocates across global bank loans, high yield bonds and liquid middle market credit, seeking to capture relative

value through economic cycles. This strategy seeks to offer a full range of non-investment grade fixed income and can be especially suited to optimizing a portfolio as market conditions change over time. We benchmark this strategy against a combined market index of high yield bonds and corporate loans.

- *Credit Opportunities:* Our “go anywhere” credit opportunities strategy seeks to capitalize on market inefficiencies and relative value opportunities while managing duration and interest rate risk. We principally invest or take short positions in liquid U.S. and European debt securities across the capital structure, including opportunistic credit, special situations and asset-backed investments.

We tailor our advisory services to the specific investment objectives and restrictions of each Client. Advisory clients have investment restrictions that are particular to such Client, such as prohibitions on investing in certain types of assets (e.g., equity securities), restrictions on issuer domiciles, restrictions on price or rating of investments, restrictions on the use of leverage, restrictions on hedging activities, and limitations on the percentage a particular type of security can comprise of a Client’s investment portfolio.

Current and prospective investors and Clients should refer to the applicable offering memorandum, confidential private placement memorandum, limited partnership agreement, investment management agreement, and other governing documents (the “Governing Documents”) for complete information on the investment objectives, investment restrictions and risks. Prior performance, while illustrative of Ares’ investment philosophy and experience, is not indicative of future performance and there is no assurance that any investment objectives will be achieved.

ACLOM, Ares Management or a Client’s general partner, managing member, investment adviser, sub-adviser, or manager may enter into “side letters” or similar agreements pursuant to which certain investors are granted specific rights, benefits, or privileges that are not generally made available to other investors.

We do not participate in any wrap fee programs.

ACLOM manages all Client assets on a discretionary basis in accordance with the terms and conditions of each Client’s Governing Documents. As of December 31, 2015, ACLOM had regulatory assets under management (“RAUM”) of approximately \$2,007,000,000.

## Item 5. Fees and Compensation

### *Compensation and Fee Schedules*

ACLOM will enter into arrangements for advisory services with investors that are “qualified purchasers” as defined in Section 2(a)(51) of the Investment Company Act of 1940, as amended (the “Investment Company Act”), and, as a result, information regarding the fees and compensation payable by such investors is not required to be provided herein.

In certain circumstances, the advisory fees payable to ACLOM by clients may be negotiable. Clients and prospective clients should refer to the applicable Governing Documents for complete information on the advisory fees charged by ACLOM.

From time to time, a Client of ACLOM, Ares Management, or one of their affiliates may purchase an interest in a Fund managed by ACLOM, provided that the sale or purchase is consistent with ACLOM's and Ares Management's fiduciary obligations to each such Client. Investors should be aware that, while we endeavor at all times to act in the best interests of all of its advisory clients, our receipt of compensation from each of the Funds and Clients and the contribution of additional capital by Client to another Fund may create potential conflicts of interest.

In addition, ACLOM may be entitled to receive fees based on the performance of a specific class of investor in a Client, such as a subordinated asset management fee based on the performance of the subordinated notes of a CLO client. ACLOM may also invest in certain classes of a Client's outstanding securities, including the subordinated notes of a CLO managed by ACLOM. These fees and this ownership may create different incentives for ACLOM, such as creating a further incentive for ACLOM to make more speculative investments on behalf of a Fund in order to increase the likelihood that the holders of subordinated notes will realize certain performance thresholds.

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

If applicable, the Governing Documents will authorize ACLOM to charge and deduct advisory fees directly from the assets of the client account, at the times and in the amounts set forth in such Governing Documents. The ability of ACLOM to deduct advisory fees may be negotiable.

Advisory fees for certain of ACLOM's client accounts are generally payable on a quarterly basis and may be payable in advance or in arrears in accordance with the terms of the applicable Governing Documents.

Clients have the right to terminate ACLOM's advisory services in accordance with the terms of the applicable Governing Documents. ACLOM's general policy is to repay any advisory fees paid by a client account managed by ACLOM in advance in excess of the pro rata portion earned by ACLOM (based on the number of days during the period) through the termination date.

### ***Other Fees and Expenses***

In addition to the fees payable to ACLOM, subject to the Governing Documents, advisory clients may pay or otherwise bear all fees, costs, expenses, and other liabilities arising in connection with its operation, including (but not limited to):

- any sales or other taxes, fees, or government charges that may be assessed against the Fund or client;
- commissions, brokerage fees, and similar charges incurred in connection with the purchase or sale of securities (including any merger fees payable to third parties and whether or not any such purchase or sale is consummated);

- costs and expenses incurred in evaluating, conducting due diligence, investigating, developing, negotiating, structuring, settling, monitoring, advising or managing, valuing, holding, and selling or otherwise disposing of portfolio investments (whether or not consummated), including out-of-pocket travel expenses (including without limitation, air travel (which may include the use of private aircraft, including those owned by employees of the Firm), car services, meals and hotels) legal, tax, and accounting expenses therewith;
- costs and expenses of computer software specific to the affairs of a Fund or client and market data costs and research-related expenses, including, without limitation, news and quotation equipment, software, and services;
- capital payments, interest and other expenses in respect of indebtedness for borrowed money and all costs and expenses associated with negotiating, structuring, forming and holding any credit facility with respect to a Fund or client
- the costs and expenses, such as travel-related expenses, including costs of private jet travel, of holding meetings or conferences with Fund investors (or other clients);
- costs of any investigation, audit, administrative proceeding or regulatory matter, litigation and threatened litigation involving a client or a Fund;
- indemnification obligations and expenses;
- expenses attributable to normal and extraordinary investment banking, commercial banking, accounting, auditing, appraisal, tax advisory, tax preparation, legal, external consulting, custodial, and registration services provided to a Fund or a client (including allocated costs of such services that were performed by an Ares Management affiliate, such as an in-house lawyer, loan servicer, accountant, tax advisor, or other professional);
- fees, costs and expenses, including premiums related to risk management services and insurance;
- costs of dissolving a Fund or client's investment vehicle and liquidating its assets;
- costs and expenses for tax and audit services to a Fund or client;
- costs of preparing financial statements and reports to investors, tax returns and tax reporting;
- expenses of a Fund's advisory committee and its members and its activities attributable to the Fund;
- fees, costs, and expenses related to the appraisal and valuation of the Fund's and its subsidiaries' assets;
- organizational expenses, including costs and expenses pertaining to the offering and sale of interests in a Fund, related legal and other organizational payments and travel and entertainment expenses (including costs of private jet travel);
- services provided by any third-party service provider (such as an administrator, depository, custodian, tax and compliance professionals, independent directors or other service providers) to the Fund, Ares Management or its affiliates;
- certain administrative expenses; and
- fees, costs, and expenses associated with compliance by the Fund, Ares Management or its affiliates that are involved in the management of the Fund with all applicable laws, rules, and regulations, including certain expenses related to regulatory filings.

ACLOM may from time to time incur fees, costs, and expenses on behalf of more than one Client. To the extent such fees, costs, and expenses are incurred for the account or benefit of more than one Client, each such Client will typically bear an allocable portion of any such fees,

costs, and expenses in proportion to the size of its investment in the activity or entity to which such expense relates (subject to the terms of each Client's Governing Documents) or in such other manner as ACLOM considers fair and equitable under the circumstances. ACLOM endeavors to allocate such fees, costs, and expenses on a fair and equitable basis. Please refer to the Governing Documents for complete information on the expenses payable by Clients.

See discussion below in "*Item 12. Brokerage Practices*" for a description of the factors we consider in selecting or recommending broker-dealers and determining the reasonableness of their compensation.

### *Timing of Payments*

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

### *Transaction-Based Compensation*

ACLOM or its affiliates or supervised persons may receive commitment, structuring, monitoring or other transaction fees. These types of arrangements present potential conflicts of interest and may provide ACLOM's supervised persons with an incentive to recommend investments based on compensation received rather than the best interests of an ACLOM client account. To mitigate potential conflicts, such benefits received by ACLOM in connection with its services related to portfolio investments or transactions are generally offset in whole or in part against advisory fees payable to ACLOM by the related client account. Please refer to the Governing Documents of the applicable client account for more complete information on additional compensation that may be receivable by ACLOM or its affiliates or supervised persons in connection with investments and any offsets against advisory fees.

## **Item 6. Performance-Based Fees and Side-by-Side Management**

### *Performance-Based Fees*

For certain client accounts, ACLOM or its affiliates may be entitled to incentive or performance based compensation as part of its compensation for management services, including in certain situations allocations calculated and charged based on a share of cumulative profits of such accounts. Performance-based fees and allocation arrangements received by ACLOM or its related persons may create incentives for ACLOM to recommend investments that may be riskier or more speculative than those that would be recommended under a different fee arrangement.

### *Side-by-Side Management*

ACLOM may provide concurrent advisory services to advisory clients that are not charged a performance-based fee and advisory clients that are charged a performance-based fee. The potential for us and our related persons to receive greater fees from performance-based accounts creates potential conflicts of interest with respect to the allocation of investment opportunities, as we may have incentives to direct the best investment ideas to, or to allocate investments in favor of, advisory clients that pay performance fees.

To mitigate potential conflicts of interest, allocations of investment opportunities among advisory clients are determined by our portfolio managers and partners within their respective



groups in accordance with our investment allocation policy and consistent with our fiduciary duties and corresponding investment mandates. It is our policy that all investment opportunities will, to the extent practicable, be allocated among our advisory clients on a basis that over a period of time is fair and equitable to each advisory client relative to other clients, taking into account relevant facts and circumstances, including, but not limited to:

- (i) differences with respect to available capital, size of client, and remaining life of an advisory client account;
- (ii) differences in investment objectives or current investment strategies, such as objectives or strategies:
  - a) regarding current and total return requirements,
  - b) emphasizing or limiting exposure to the security or type of security in question,
  - c) regarding diversification, including industry or company exposure, currency and jurisdiction, or
  - d) regarding rating agency ratings;
- (iii) differences in risk profile at the time an opportunity becomes available;
- (iv) the potential transaction and other costs of allocating an opportunity among various advisory clients;
- (v) potential conflicts of interest, including whether multiple clients have an existing investment in the security in question or the issuer of such security;
- (vi) the nature of the security or the transaction including minimum investment amounts and the source of the opportunity;
- (vii) current and anticipated market and general economic conditions;
- (viii) existing positions in an issuer/security; and
- (ix) prior positions in an issuer/security.

Advisory clients should be aware that the foregoing procedures in certain circumstances may:

- adversely affect the price paid or received by an advisory client or the size of a position purchased or sold by the advisory client, including commission prices;
- preclude an advisory client from participating in an investment; or
- limit the rights that an advisory client may exercise with respect to an investment.

Allocations within a particular group of Funds or advisory client accounts are generally determined by the portfolio managers or partners within that group, in good faith and subject to restrictions in the applicable Governing Documents or regulatory restrictions. Allocations of investment opportunities are reviewed periodically by partners and portfolio managers to assess the effectiveness of the procedures.

In addition, ACLOM and our principals may co-invest with certain of the Funds or other advisory clients, as permitted and described in applicable Governing Documents. Please see *“Item 11. Code of Ethics, Participation or Interest in Client Transactions and Personal Trading”* for a discussion of how ACLOM addresses these matters.



## Item 7. Types of Clients

### *Types of Clients*

ACLOM generally serves as investment adviser, collateral administrator or manager to CLOs, CDOs and other structured vehicles. Investors in the Clients are comprised primarily of government and private pension funds, sovereign wealth funds, endowments, foundations, family offices, banks, investment companies, insurance companies, private corporations, and a limited number of high net worth individuals.

### *Minimum Investment Requirements*

The minimum investment in each of the Funds is stated in its Governing Documents and is typically \$250,000. We may waive this minimum at our discretion.

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

### *Methods of Analysis and Investment Strategies*

ACLOM's disciplined credit-oriented investment philosophy generally involves deliberate company-specific research and analysis and an assessment of the overall macroeconomic environment and financial markets.

The specific methods of analysis and investment strategies utilized by Ares Management's Credit Group are described below.

### *Credit Group*

Our Credit Group manages mandates that can be broadly categorized between liquid credit and illiquid credit investment strategies. Our liquid strategies offer solutions for traditional fixed income investors seeking to access the syndicated bank loan and high yield bond markets and capitalize on opportunities across the traded corporate credit cycle. Illiquid credit strategies include U.S. and European special situations, private and public asset-backed securities, and direct lending to middle market companies. These assets offer solutions for investors seeking to access directly originated fixed income and capitalize on illiquidity premiums across the credit spectrum.

Our Credit Group takes a value-oriented approach, using fundamental bottom-up research to identify attractive relative values compared to fundamental credit risk. Our objective is to construct portfolios that balance the benefits of diversification, credit quality, defensive industry allocations, current income, principal appreciation, efficient and flexible portfolio financing, and participation in the securities of companies with which, in many cases, we have had prior experience. With respect to our direct lending strategies, we focus on being the lead or sole lender to our portfolio companies, which we believe allows us to exert greater influence over deal terms, capital structure, documentation, fees, and pricing, while at the same time securing its position as a preferred source of financing to its transaction partners.

The foundation of this investment philosophy and portfolio construction is intensive credit investment analysis, a strict investment discipline based on both market technicals and fundamental value-oriented research and a diversification strategy. Our Credit Group's

investment process emphasizes due diligence on companies and company-specific research and analysis, including:

- a comprehensive analysis of issuer creditworthiness, including a quantitative and qualitative assessment of the issuer's business;
- an evaluation of management;
- an analysis of business strategy and industry trends; and
- an in-depth examination of capital structure, financial results, and projections.

We focus on principal protection, investment income, relative value, and adherence to portfolio guidelines. The strategy employed by our Credit Group generally emphasizes the importance of the following:

- Credit intensive analysis and ongoing monitoring;
- Control of investment risk; protection of principal; low volatility; risk/return with a focus on minimizing downside risk;
- Long-term value creation;
- Market focused relative value analysis, including an assessment of the overall macroeconomic environment and financial markets;
- Use of Ares' extensive network of contacts;
- Broad access to deal flow combined with flexibility in investing in all parts of the capital structure;
- Active portfolio monitoring;
- Investment memoranda and periodic updates; and
- Investment committee presentations and discussion.

Additionally, in analyzing a prospective investment, we seek information from a wide variety of sources, which may include company management, fixed income and equity analysts, rating agencies, competitors, and other industry sources, including third-party industry experts.

### **Material Risks**

Investing in securities involves a risk of loss that advisory clients and investors should be prepared to bear. There can be no assurance that any Fund or other client will be able to make and realize any particular investment or generate returns. Clients and investors in the Funds should carefully consider, among other factors, the following material risks involved with ACLOM's investment strategies.

***Not all possible risks are described below. Investors in the Funds or other clients are requested to refer to the Governing Documents of the applicable Fund or client for more complete information on investment strategies employed and the corresponding risks associated with such investment strategies.***

***The historical returns attributable to our Funds should not be considered as indicative of the future results of our Funds.***

The historical returns of our Funds should not be considered indicative of the future returns of these or from any future funds we may raise, in part because:

- market conditions during previous periods may have been significantly more favorable for generating positive performance than the market conditions we may experience in the future;
- our Funds' rates of returns, which are calculated on the basis of net asset value of the Funds' investments, reflect unrealized gains, which may never be realized;
- our Funds' returns have previously benefited from investment opportunities and general market conditions that may not recur, including the availability of debt capital on attractive terms and the availability of distressed debt opportunities, and we may not be able to achieve the same returns or profitable investment opportunities or deploy capital as quickly;
- historical returns derive largely from the performance of our earlier Funds, whereas future returns will depend increasingly on the performance of our newer Funds or Funds not yet formed, which may have little or no realized investment track record;
- our Funds' historical investments were made over a long period of time and over the course of various market and macroeconomic cycles, and the circumstances under which our current or future Funds may make future investments may differ significantly from those conditions prevailing in the past;
- the attractive returns of certain of our Funds have been driven by the rapid return of invested capital, which has not occurred with respect to all of our Funds and we believe is less likely to occur in the future; and
- our newly established Funds may generate lower returns during the period that they take to deploy their capital.

The future internal rate of return for any current or future Fund may vary considerably from the historical internal rate of return generated by any particular Fund, or for our Funds as a whole. Future returns will also be affected by the risks described elsewhere in this brochure, including risks of the industries and businesses in which a particular Fund invests.

***Difficult market and political conditions may adversely affect our businesses in many ways, including by reducing the value or hampering the performance of the investments made by our funds or reducing the ability of our funds to raise or deploy capital.***

Our businesses are materially affected by conditions in the global financial markets and economic and political conditions throughout the world, such as interest rates, availability and cost of credit, inflation rates, economic uncertainty, changes in laws (including laws relating to our taxation, taxation of our investors, the possibility of changes to tax laws in either the United States or any non-U.S. jurisdiction and regulations on alternative asset managers), trade barriers, commodity prices, currency exchange rates and controls and national and international political circumstances (including wars, terrorist acts and security operations). These factors are outside of our control and may affect the level and volatility of securities prices and the liquidity and value of investments, and we may not be able to or may choose not to manage our exposure to these conditions. Global financial markets have experienced heightened volatility in recent periods, including during August and September 2015 and then again in January 2016, following

the decision of the People's Bank of China to reduce the foreign exchange value of the renminbi. Concerns over significant declines in the commodities markets, concerns over increasing interest rates, particularly short-term rates, increases in the foreign exchange value of the U.S. dollar, sluggish economic expansion in non-U.S. economies, including continued concerns over growth prospects in China and emerging markets, growing debt loads for certain countries and uncertainty about the consequences of the U.S. and other governments withdrawing monetary stimulus measures, all highlight the fact that economic conditions remain unpredictable and volatile.

The ongoing weakness in commodity prices, especially of crude oil, and the uncertainty regarding the stability of the oil and gas markets have resulted in a tightening of the credit market across multiple sectors. Mark-to-market losses on commodity-related debt pulled overall credit returns into negative territory in 2015 and increased financing costs for businesses in unrelated sectors. In addition, following a sustained period of historically low interest rate levels, the Federal Reserve raised the federal funds rate in December 2015. These developments, along with the U.S. government's credit and deficit concerns, the European sovereign debt crisis and the economic slowdown in China, caused borrowing costs to rise and generally constrained access to leverage.

Given the broader macroeconomic headwinds in place resulting from a slowing global economy, we believe the widening credit spread generally experienced in the second half of 2015 may continue over the near-term and may further weaken the non-investment grade credit markets.

These and other conditions in the global financial markets and the global economy have resulted in, and may continue to result in, adverse consequences for us and many of our funds, each of which could adversely affect the business of such funds, restrict such funds' investment activities, impede such funds' ability to effectively achieve their investment objectives and result in lower returns than we anticipated at the time certain of our investments were made. More specifically, these difficult economic conditions could adversely affect our operating results by causing:

- decreases in the market value of securities and debt instruments held by some of our Funds; and
- illiquidity in the market, which could adversely affect transaction volumes and the pace of realization of our funds' investments or otherwise restrict the ability of our funds to realize value from their investments, thereby adversely affecting our ability to generate incentive or other income.

During periods of difficult market conditions or slowdowns (which may be across one or more industries, sectors or geographies), companies in which we invest may experience decreased revenues, financial losses, credit rating downgrades, difficulty in obtaining access to financing and increased funding costs. During such periods, these companies may also have difficulty in expanding their businesses and operations and be unable to meet their debt service obligations or other expenses as they become due, including expenses payable to us. Negative financial results in our funds' portfolio companies may reduce the value of our portfolio companies, the net asset value of our Funds, and the investment returns for our Funds, which could have a material adverse effect on our operating results and cash flow. In addition, such conditions would increase

the risk of default with respect to credit-oriented or debt investments. Our Funds may be affected by reduced opportunities to exit and realize value from their investments, by lower than expected returns on investments made prior to the deterioration of the credit markets, and by the fact that we may not be able to find suitable investments for the funds to effectively deploy capital, which could adversely affect our ability to raise new Funds and thus adversely impact our prospects for future growth.

***We depend on certain key personnel, and our ability to retain them and attract additional qualified personnel is critical to our success.***

We depend on the diligence, skill, judgment, business contacts and personal reputations of certain key personnel. Our future success will depend upon our ability to retain our senior professionals and other key personnel and our ability to recruit additional qualified personnel. These individuals possess substantial experience and expertise in investing, are responsible for locating and executing our Funds' investments, have significant relationships with the institutions that are the source of many of our Funds' investment opportunities and, in certain cases, have strong relationships with our investors. Therefore, if any of our senior professionals or other key personnel join competitors or form competing companies, it could result in the loss of significant investment opportunities.

The departure or bad acts for any reason of any of our senior professionals, or a significant number of our other investment professionals, could have a material adverse effect on our ability to achieve our investment objectives. We anticipate that it will be necessary for us to add investment professionals both to grow our businesses and to replace those who depart. However, the market for qualified investment professionals is extremely competitive, both in the United States and internationally, and we may not succeed in recruiting additional personnel or we may fail to effectively replace current personnel who depart with qualified or effective successors.

***Our failure to appropriately address conflicts of interest could damage our reputation and adversely affect our businesses.***

As we have expanded and as we continue to expand the number and scope of our businesses, we increasingly confront potential conflicts of interest relating to our Funds' investment activities. Certain of our Funds may have overlapping investment objectives, including Funds that have different fee structures, and potential conflicts may arise with respect to our decisions regarding how to allocate investment opportunities among those Funds. For example, a decision to receive material non-public information about a company while pursuing an investment opportunity for a particular Fund may give rise to a potential conflict of interest when it results in our having to restrict the ability of other Funds to trade in the securities of such company. We may also cause different Funds that we advise to purchase different classes of securities in the same portfolio company. For example, in the normal course of business our Funds acquire debt positions in companies in which Ares Management's private equity Funds own common equity securities. A direct conflict of interest could arise between the debt holders and the equity holders if such a company were to develop insolvency concerns, and we would have to carefully manage that conflict. Certain funds in different groups may invest alongside each other in the same security. The different investment objectives or fund terms of such funds may result in a potential conflict of interest. In addition, conflicts of interest may exist in the valuation of our investments and

regarding decisions about the allocation of specific investment opportunities among us and our Funds and the allocation of fees and costs among us, our Funds and their portfolio companies.

In addition, ACLOM may be entitled to receive fees based on the performance of a specific class of investor in a Client, such as a subordinated asset management fee based on the performance of the subordinated notes of a CLO client. ACLOM may also be entitled to an incentive fee if the holders of the subordinated notes of a CLO Client have realized a certain annualized internal rate of return. ACLOM may also invest in certain classes of a Client's outstanding securities, including the subordinated notes of a CLO managed by ACLOM. These fees and this ownership may create different incentives for ACLOM, such as creating a further incentive for ACLOM to make more speculative investments on behalf of a Fund in order to increase the likelihood that the holders of subordinated notes will realize certain performance thresholds for ACLOM to be entitled to be paid these fees and to receive higher returns on its investments. Managing the portfolio of a Fund with the objective of increasing the yield on such Fund's assets, even though ACLOM is constrained by the various investment restrictions contained in a Fund's Governing Documents, could result in an increase in defaults or volatility and could contribute to a decline in the aggregate market value of the Fund's assets.

The interests and incentives of ACLOM, Ares Management and any of their affiliates (including funds and separate accounts managed by the ACLOM, Ares Management or any of their affiliates) that is a holder of any class of security issued by a Fund may conflict with or be adverse to the interests and incentives of investors in other classes of securities issued by a Fund. In addition, if ACLOM intends to retain ownership of certain interests of the Funds. To finance a portion of its purchase of these interests, ACLOM intends to enter into a financing arrangement with a non-affiliated lender (the "Retention Financing"). The Retention Financing is expected to be secured by, among other things, the ACLOM's interests in the Funds as well as ACLOM's interest in the asset management fees to which it is entitled in connection with managing the Fund. A default by ACLOM under such financing arrangement (including a failure by ACLOM to repay the Retention Financing in full by its maturity date) would permit the lender to exercise creditor remedies against ACLOM. The exercise of such remedies could materially and adversely impact ACLOM, including by causing all or a portion of the asset management fees to be diverted to repay the Retention Financing, and could impair or limit the ability of a Fund to effect a refinancing, a re-pricing or an additional issuance of notes.

***Valuation methodologies for certain assets can be subject to significant subjectivity, and the values of assets may never be realized.***

Many of the investments in our Funds are illiquid and thus have no readily ascertainable market prices. We value these investments based on our estimate, or an independent third party's estimate, of their fair value as of the date of determination. There is no single standard for determining fair value in good faith and in many cases fair value is best expressed as a range of fair values from which a single estimate may be derived. We estimate the fair value of our investments based on third-party models, or models developed by us, which include discounted cash flow analyses and other techniques and may be based, at least in part, on independently sourced market parameters. The material estimates and assumptions used in these models include the timing and expected amount of cash flows, the appropriateness of discount rates used, and, in some cases, the ability to execute, the timing of and the estimated proceeds from expected financings. The actual results related to any particular investment often vary materially as a



result of the inaccuracy of these estimates and assumptions. In addition, because many of the illiquid investments held by our Funds are in industries or sectors which are unstable, in distress or undergoing some uncertainty, such investments are subject to rapid changes in value caused by sudden company-specific or industry-wide developments.

We include the fair value of illiquid assets in the calculations of net asset values, returns of our Funds and our assets under management, and, in some cases, we are paid management or performance fees calculated based on these values. Because these valuations are inherently uncertain, they may fluctuate greatly from period to period. Also, they may vary greatly from the prices that would be obtained if the assets were to be liquidated on the date of the valuation and often do vary greatly from the prices we eventually realize; as a result, there can be no assurance that such unrealized valuations will be fully or timely realized.

In addition, the values of our investments in publicly traded assets are subject to significant volatility, including due to a number of factors beyond our control. These include actual or anticipated fluctuations in the quarterly and annual results of these companies or other companies in their industries, market perceptions concerning the availability of additional securities for sale, general economic, social or political developments, changes in industry conditions or government regulations, changes in management or capital structure, and significant acquisitions and dispositions. Because the market prices of these securities can be volatile, the valuation of these assets will change from period to period, and the valuation for any particular period may not be realized at the time of disposition. In addition, because our Funds often hold large positions in their portfolio companies, the disposition of these securities often takes place over a long period of time, which can further expose us to volatility risk. Even if we hold a quantity of public securities that may be difficult to sell in a single transaction, we do not discount the market price of the security for purposes of our valuations.

Although we frequently engage independent third parties to perform or review the foregoing valuations, the valuation process remains inherently subjective for the reasons described above.

If we realize value on an investment that is significantly lower than the value at which it was reflected in a Fund's net asset values, we would suffer losses in the applicable Fund. These effects could become applicable to a large number of our investments if our estimates and assumptions used in estimating their fair values differ from future valuations due to market developments.

***Market values of debt instruments and publicly traded securities that our Funds hold as investments may be volatile.***

The market prices of debt instruments and publicly traded securities held by some of our Funds may be volatile and are likely to fluctuate due to a number of factors beyond our control, including actual or anticipated changes in the profitability of the issuers of such securities, general economic, social or political developments, changes in industry conditions, changes in government regulation, shortfalls in operating results from levels forecast by securities analysts, inflation and rapid fluctuations in inflation rates, the general state of the securities markets and other material events, such as significant management changes, financings, refinancings, securities issuances, acquisitions and dispositions. The value of publicly traded securities in which our Funds invest may be particularly volatile as a result of these factors. In addition, debt



instruments that are held by our Funds to maturity or for long terms must be “marked-to-market” periodically, and their values are therefore vulnerable to interest rate fluctuations and the changes in the general state of the credit environment, notwithstanding their underlying performance. Changes in the values of these investments may adversely affect our investment performance and the performance of our Funds.

***Our Funds depend on investment cycles, and any change in such cycles could have an adverse effect on our investment prospects.***

Cyclicalities are important to our businesses. Weak economic environments have tended to afford us our best investment opportunities and our best relative investment performance. For example, the relative performance of our high yield bond strategy has typically been strongest in difficult times when default rates are highest, and our distressed debt and control investing Funds have historically found their best investment opportunities during downturns in the economy when credit is not as readily available.

Conversely, we tend to realize value from our investments in times of economic expansion, when opportunities to sell investments may be greater. Thus, we depend on the cyclicalities of the market to sustain our businesses and generate attractive risk-adjusted returns over extended periods. Any prolonged economic expansion or recession could have an adverse impact on certain of our Funds and materially affect our ability to deliver attractive investment returns.

***Dependence on significant leverage in investments by our Funds subjects us to volatility and contractions in the debt financing markets and could adversely affect our ability to achieve attractive rates of return on those investments.***

Some of our Funds and their investments rely on the use of leverage, and our ability to achieve attractive rates of return on investments will depend on our ability to access sufficient sources of indebtedness at attractive rates. If our Funds or the companies in which our Funds invest raise capital in the structured credit, leveraged loan and high yield bond markets, the results of their operations may suffer if such markets experience dislocations, contractions or volatility. Any such events could adversely impact the availability of credit to businesses generally and could lead to an overall weakening of the U.S. and global economies. In 2015, interest rates increased and the credit markets tightened, decreasing the availability of leverage and the attractiveness of the terms on which we, our funds, and our portfolio companies were able to obtain debt financing. A protracted economic downturn could adversely affect the financial resources of our Funds and their investments (in particular those investments that depend on credit from third parties or that otherwise participate in the credit markets) and their ability to make principal and interest payments on, or refinance, outstanding debt when due. Moreover, these events could affect the terms of available debt financing with, for example, higher rates, higher equity requirements or more restrictive covenants, particularly in the area of acquisition financings for leveraged buyout transactions.

The absence of available sources of sufficient debt financing for extended periods of time or an increase in either the general levels of interest rates or in the risk spread demanded by sources of indebtedness would make it more expensive to finance those investments. Future increases in interest rates could also make it more difficult to locate and consummate investments because other potential buyers, including operating companies acting as strategic buyers, may be able to

bid for an asset at a higher price due to a lower overall cost of capital or their ability to benefit from a higher amount of cost savings following the acquisition of the asset. In addition, a portion of the indebtedness used to finance investments often includes high yield debt securities issued in the capital markets. Availability of capital from the high yield debt markets is subject to significant volatility, and there may be times when we are unable to access those markets at attractive rates, or at all, when completing an investment. Certain investments may also be financed through borrowings on fund-level debt facilities, which may or may not be available for a refinancing at the end of their respective terms.

In the event that our Funds are unable to obtain committed debt financing for potential acquisitions or can only obtain debt at an increased interest rate or on unfavorable terms, our Funds may have difficulty completing otherwise profitable acquisitions or may generate profits that are lower than would otherwise be the case, either of which could reduce the performance of our Funds. Similarly, our Funds' portfolio companies regularly utilize the corporate debt markets to obtain financing for their operations. If the credit markets render such financing difficult to obtain or more expensive, this may negatively impact the operating performance of those portfolio companies and, therefore, the investment returns of our Funds. In addition, if the markets make it difficult or impossible to refinance debt that is maturing in the near term, some of our portfolio companies may be unable to repay such debt at maturity and may be forced to sell assets, undergo a recapitalization or seek bankruptcy protection. Any of the foregoing circumstances could have a material adverse effect on the performance of our Funds.

When our Funds' existing portfolio investments reach the point when debt incurred to finance those investments matures in significant amounts and must be either repaid or refinanced, those investments may materially suffer if they have not generated sufficient cash flow to repay maturing debt and there is insufficient capacity and availability in the financing markets to permit them to refinance maturing debt on satisfactory terms, or at all. A persistence of the limited availability of financing for such purposes for an extended period of time when significant amounts of the debt incurred to finance our Funds' existing portfolio investments becomes due could have a material adverse effect on these Funds.

Our Funds may choose to use leverage as part of their respective investment programs and regularly borrow a substantial amount of their capital. The use of leverage poses a significant degree of risk and enhances the possibility of a significant loss in the value of the investment portfolio. A Fund may borrow money from time to time to purchase or carry securities or may enter into derivative transactions with counterparties that have embedded leverage. The interest expense and other costs incurred in connection with such borrowing may not be recovered by appreciation in the securities purchased or carried and will be lost, and the timing and magnitude of such losses may be accelerated or exacerbated, in the event of a decline in the market value of such securities. Gains realized with borrowed Funds may cause the Fund's net asset value to increase at a faster rate than would be the case without borrowings. However, if investment results fail to cover the cost of borrowings, the Fund's net asset value could also decrease faster than if there had been no borrowings. An increase in interest rates could also decrease the value of fixed-rate debt investments that our Funds make. Any of the foregoing circumstances could have a material adverse effect on the performance of our Funds.

***Some of our Funds may invest in companies that are highly leveraged, which may increase the risk of loss associated with those investments.***

Some of our Funds may invest in companies whose capital structures involve significant leverage. In distressed situations, indebtedness may exceed 100% or more of a portfolio company's capitalization.

Additionally, the debt positions acquired by our Funds may be the most junior in what could be a complex capital structure, and thus subject us to the greatest risk of loss.

Investments in highly leveraged entities are also inherently more sensitive to declines in revenues, increases in expenses and interest rates and adverse economic, market, and industry developments. Furthermore, the incurrence of a significant amount of indebtedness by an entity could, among other things:

- subject the entity to a number of restrictive covenants, terms, and conditions, any violation of which could be viewed by creditors as an event of default and could materially impact our ability to realize value from the investment;
- allow even moderate reductions in operating cash flow to render the entity unable to service its indebtedness, leading to a bankruptcy or other reorganization of the entity and a loss of part or all of our Fund's equity investment in it;
- give rise to an obligation to make mandatory prepayments of debt using excess cash flow, which might limit the entity's ability to respond to changing industry conditions if additional cash is needed for the response, to make unplanned but necessary capital expenditures or to take advantage of growth opportunities;
- limit the entity's ability to adjust to changing market conditions, thereby placing it at a competitive disadvantage compared to its competitors that have relatively less debt;
- limit the entity's ability to engage in strategic acquisitions that might be necessary to generate attractive returns or further growth; and
- limit the entity's ability to obtain additional financing or increase the cost of obtaining such financing, including for capital expenditures, working capital or other general corporate purposes.

As a result, the risk of loss associated with a leveraged entity is generally greater than for companies with comparatively less debt. For example, a number of investments consummated by private equity sponsors during 2005, 2006, and 2007 that utilized significant amounts of leverage subsequently experienced severe economic stress and, in certain cases, defaulted on their debt obligations due to a decrease in revenues and cash flow precipitated by the subsequent economic downturn during 2008 and 2009.

***Many of our Funds invest in assets that are high risk, illiquid or subject to restrictions on transfer.***

Many of our Funds invest in securities that are not publicly traded. In many cases, our Funds may be prohibited by contract or by applicable securities laws from selling such securities for a

period of time. Our Funds generally cannot sell these securities publicly unless either their sale is registered under applicable securities laws or an exemption from such registration is available. Accordingly, our Funds may be forced, under certain conditions, to sell securities at a loss.

***Our Funds' performance may be adversely affected by the financial performance of the portfolio companies and the industries in which our Funds invest.***

The performance of our Funds is significantly impacted by the value of the companies in which they have invested. Our Funds invest in companies in many different industries, each of which is subject to volatility based upon economic and market factors. The credit crisis between mid-2007 and the end of 2009 caused significant fluctuations in the value of securities held by our Funds and the recent global economic recession had a significant impact in overall performance activity and the demands for many of the goods and services provided by portfolio companies of the Funds we advise.

Although the U.S. economy has registered six consecutive years of growth in real GDP, there remain many obstacles to continued growth in the economy such as, global geopolitical events, risks of inflation and high deficit levels for governmental agencies in the United States and abroad. These factors and other general economic trends are likely to affect the performance of portfolio companies in many industries and, in particular, industries that anticipated that the GDP in developed economies would quickly return to pre-crisis trend. The performance of our Funds may be adversely affected if our Fund portfolio companies in these industries experience adverse performance or additional pressure due to downward trends.

The performance of our Funds' investments with underlying exposure to the commodities markets is also subject to a high degree of business and market risk, as it is dependent upon prevailing prices of commodities such as oil, natural gas, and coal. Prices for oil and natural gas, for example, are subject to wide fluctuation in response to relatively minor changes in the supply and demand for oil and natural gas, market uncertainty and a variety of additional factors that are beyond our control, such as level of consumer product demand, the refining capacity of oil purchasers, weather conditions, government regulations, the price and availability of alternative fuels, political conditions, foreign supply of such commodities and overall economic conditions. It is common in making investments with underlying exposure to the commodities markets to deploy hedging strategies to protect against pricing fluctuations but such strategies may or may not protect our investments. Global commodity prices declined significantly in 2015 and impacted the value of securities held by our funds. Continued volatility could result in lower returns than we anticipated at the time certain of our investments were made.

***Our Funds make investments in companies that are based outside of the United States, which may expose us to additional risks not typically associated with investing in companies that are based in the United States.***

Some of our Funds invest a portion of their assets in the equity, debt, loans, or other securities of issuers located outside the United States, including Europe and Asia, while certain of our Funds invest substantially all of their assets in these types of securities, and we expect that international investments will increase as a proportion of certain of our Funds' portfolios in the future. Investments in non-U.S. securities involve certain factors not typically associated with investing in U.S. securities, including risks relating to:

- our Funds' abilities to exchange local currencies for U.S. dollars and other currency exchange matters, including fluctuations in currency exchange rates and costs associated with conversion of investment principal and income from one currency into another;
- controls on, and changes in controls on, foreign investment and limitations on repatriation of invested capital;
- less developed or less efficient financial markets than exist in the United States, which may lead to price volatility and relative illiquidity;
- the absence of uniform accounting, auditing and financial reporting standards, practices and disclosure requirements and less government supervision and regulation;
- changes in laws or clarifications to existing laws that could impact our tax treaty positions, which could adversely impact the returns on our investments;
- differences in legal and regulatory environments, particularly with respect to bankruptcy and reorganization, labor and employment laws, less developed corporate laws regarding fiduciary duties and the protection of investors and less reliable judicial systems to enforce contracts and applicable law;
- political hostility to investments by foreign or private equity investors;
- less publicly available information in respect of companies in non-U.S. markets;
- reliance on a more limited number of commodity inputs, service providers or distribution mechanisms;
- higher rates of inflation;
- higher transaction costs;
- difficulty in enforcing contractual obligations;
- fewer investor protections;
- certain economic and political risks, including potential exchange control regulations and restrictions on our non-U.S. investments and repatriation of capital, potential political, economic or social instability, the possibility of nationalization or expropriation or confiscatory taxation and adverse economic and political developments; and
- the imposition of non-U.S. taxes or withholding on income and gains recognized with respect to such securities.

While our Funds will take these factors into consideration in making investment decisions, including when hedging positions, there can be no assurance that adverse developments with respect to these risks will not adversely affect our Funds that invest in securities of non-U.S. issuers. In addition, certain of these Funds are managed outside the United States, which may increase the foregoing risks.

***Our Funds generally make investments in companies that we do not control.***

Investments by our Funds will generally include debt instruments and, in certain Funds, equity securities of companies that we do not control. Such instruments and securities may be acquired by our Funds through trading activities or through purchases of securities from the issuer. In addition, certain of our Funds may seek to acquire minority equity interests more frequently and

may also dispose of a portion of their majority equity investments in portfolio companies over time in a manner that results in the Funds retaining a minority investment. Furthermore, while certain of our Funds may make “toe-hold” distressed debt investments in a company with the intention of obtaining control, there is no assurance that a control position may be obtained and such fund may retain a minority investment. Those investments will be subject to the risk that the company in which the investment is made may make business, financial or management decisions with which we do not agree or that the majority stakeholders or the management of the company may take risks or otherwise act in a manner that does not serve the interests of our Funds. If any of the foregoing were to occur, the values of the investments held by our Funds could decrease.

***Increased regulatory scrutiny and uncertainty with regard to expense allocation may increase risk of harm.***

While we historically have and will continue to allocate the expenses of our Funds in good faith and in accordance with the terms of the relevant Governing Documents and our expense allocation policy in effect from time to time, due to increased regulatory scrutiny of expense allocation policies in the private investment funds realm, there is no guarantee that our policies and practices will not be challenged by our supervising regulatory bodies. If our supervising regulators were to determine that we have improperly allocated such expenses, we could be subject to regulatory censure, litigation from our fund investors, or reputational harm, each of which could have a material adverse effect on our financial condition.

***A downturn in the global credit markets could adversely affect our CLO investments.***

Among the sectors that have been particularly challenged by a downturn in the global credit markets are the CLO and leveraged finance markets. CLOs are subject to credit, liquidity, interest rate, and other risks. In 2008 and through early 2009, liquidity in the credit markets was significantly reduced, resulting in an increase in credit spreads and a decline in ratings, performance, and market values for leveraged loans. Although the credit markets in general and the leveraged loan market in particular have improved since the second half of 2009, they have not returned to pre-2008 levels. These Funds invest on a leveraged basis in loans or securities that are themselves highly leveraged investments in the underlying collateral, which increases both the opportunity for higher returns as well as the magnitude of losses when compared to unleveraged investments. As a result of such Funds’ leveraged position, CLOs and their investors are at greater risk of suffering losses. The CLO market in which our CLO Funds invest has experienced an increase in downgrades, defaults, and declines in market value and defaults in respect of leveraged loans in their collateral. Many CLOs have failed in the past or may in the future fail one or more of their “overcollateralization” tests. The failure of one or more of these “overcollateralization” tests may result in reduced cash flows that may have otherwise been available for distribution. This would reduce the value of such Fund’s investment. There can be no assurance that market conditions giving rise to these types of consequences will not once again occur, subsist or become more acute in the future.

***Our Funds may face risks relating to undiversified investments.***

While diversification is generally an objective of our Funds, there can be no assurance as to the degree of diversification, if any, that will be achieved in any Fund investments. Difficult market



conditions or slowdowns affecting a particular asset class, geographic region or other category of investment could have a significant adverse impact on a Fund if its investments are concentrated in that area, which would result in lower investment returns. This lack of diversification may expose a Fund to losses disproportionate to market declines in general if there are disproportionately greater adverse price movements in the particular investments. If a Fund holds investments concentrated in a particular issuer, security, asset class or geographic region, such Fund may be more susceptible than a more widely diversified investment partnership to the negative consequences of a single corporate, economic, political, or regulatory event.

Accordingly, a lack of diversification on the part of a Fund could adversely affect a Fund's performance.

***The performance of our investments may fall short of our expectations and the expectations of the investors in our Funds.***

Before making investments, we conduct due diligence that we deem reasonable and appropriate based on the facts and circumstances applicable to each investment. When conducting due diligence, we may be required to evaluate important and complex business, financial, tax, accounting, environmental, and legal issues. The due diligence investigation that we will carry out with respect to an investment opportunity may not reveal or highlight all relevant facts that may be necessary or helpful in evaluating such investment opportunity.

Once we have made an investment in a portfolio company, our Funds generally establish the capital structure on the basis of financial projections prepared by the management of such portfolio company. These projections are only estimates of future results that are based upon assumptions made at the time that the projections are developed. General economic conditions, which are not predictable, along with other factors, may cause actual performance to fall short of the projections. Additionally, we may cause our Funds to acquire an investment that is subject to contingent liabilities. Such contingent liabilities could be unknown to us at the time of acquisition or, if they are known to us, we may not accurately assess or protect against the risks that they present. Acquired contingent liabilities could thus result in unforeseen losses for our Funds. In addition, in connection with the disposition of an investment in a portfolio company, a Fund may be required to make representations about the business and financial affairs of such portfolio company typical of those made in connection with the sale of a business.

A Fund may also be required to indemnify the purchasers of such investment if any such representations are inaccurate. These arrangements may result in the incurrence of contingent liabilities by a Fund, even after the disposition of an investment. Accordingly, the inaccuracy of representations and warranties made by a Fund could harm such Fund's performance.

***Our Funds may be forced to dispose of investments at a disadvantageous time.***

Our Funds may make investments that they do not advantageously dispose of prior to the date the applicable Fund is dissolved, either by expiration of such Fund's term or otherwise. Although we generally expect that investments will be disposed of prior to dissolution or be suitable for in-kind distribution at dissolution, and the general partners of the Funds have only a limited ability to extend the term of the Fund with the consent of Fund investors or the advisory board of the Fund, as applicable, our Funds may have to sell, distribute, or otherwise dispose of investments



at a disadvantageous time as a result of dissolution. This would result in a lower than expected return on the investments and, perhaps, on the Fund itself.

***Hedging strategies may adversely affect the returns on our Funds' investments.***

When managing our exposure to market risks, we may (on our own behalf or on behalf of our Funds) from time to time use forward contracts, options, swaps, caps, collars, floors, foreign currency forward contracts, currency swap agreements, currency option contracts, or other strategies. Currency fluctuations in particular can have a substantial effect on our cash flow and financial condition. The success of any hedging or other derivative transactions generally will depend on our ability to correctly predict market or foreign exchange changes, the degree of correlation between price movements of a derivative instrument and the position being hedged, the creditworthiness of the counterparty and other factors. As a result, while we may enter into a transaction to reduce our exposure to market or foreign exchange risks, the transaction may result in poorer overall investment performance than if it had not been executed. Such transactions may also limit the opportunity for gain if the value of a hedged position increases.

While such hedging arrangements may reduce certain risks, such arrangements themselves may entail certain other risks. These arrangements may require the posting of cash collateral at a time when a Fund has insufficient cash or illiquid assets such that the posting of the cash is either impossible or requires the sale of assets at prices that do not reflect their underlying value. Moreover, these hedging arrangements may generate significant transaction costs, including potential tax costs, which reduce the returns generated by a Fund.

## **Item 9. Disciplinary Information**

Neither ACLOM nor any of its management persons has been the subject of any material legal or disciplinary proceedings that are material to a client's evaluation of our business or the integrity of our management. ACLOM, its affiliates and certain senior professionals have been included in certain proceedings relating to portfolio companies. No proceeding or action of any type has been resolved or otherwise determined in an adverse manner to ACLOM, or its principals and none of ACLOM, or any principals have been assessed or paid monetary damages or penalties in connection with any such proceeding. This does not include legal or disciplinary proceedings against companies in which the Funds invest.

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

### ***Registered Broker-Dealers***

Ares Management, the parent company of ACLOM, has a wholly owned limited-purpose broker-dealer subsidiary, Ares Investor Services LLC ("AIS"), which had its registration with FINRA approved on January 2, 2014. The Firm's Chief Compliance Officer is a registered principal of AIS and serves as its Chief Compliance Officer.

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

Neither ACLOM nor any of its management persons is registered as a registered futures commission merchant, commodity pool operator (“CPO”) or commodity trading advisor; however, ACLOM intends to file an exemption from registration as a CPO, to the extent required by applicable law.

***Relationships with Related Persons***

Ares Management, the parent company of ACLOM and an SEC-registered adviser, is also the parent company of:

- (i) Ares Capital Management LLC (“ACM”), an SEC-registered investment adviser and the investment manager of Ares Capital Corporation (“ARCC”), a closed-end, non-diversified specialty finance company that is regulated as a business development company under the Investment Company Act. ACM also provides advisory services to certain other institutional accounts;
- (ii) Ares Capital Management II LLC (“ACM II”), an SEC-registered investment adviser, and the investment adviser of Ares Dynamic Credit Allocation Fund, Inc. (“ARDC”; NYSE:ARDC), a non-diversified closed-end registered management investment company;
- (iii) Ares Capital Management III LLC (“ACM III”), an SEC-registered investment adviser, ACM III provides advisory services to primarily Korean-based institutional investors;
- (iv) Ares Commercial Real Estate Management LLC (“ACREM”), an SEC-registered investment adviser. ACREM provides advisory services to Ares Commercial Real Estate Corporation (“ACRE”, NYSE: ACRE), a publicly traded commercial mortgage;
- (v) Ares Real Estate Management Holdings LLC (“AREMH”), an SEC-registered investment adviser. AREHM provides advisory services primarily to pooled investment vehicles and other institutional accounts;
- (vi) Ares EIF Management, LLC (“Ares EIF”), an SEC-registered investment adviser. Ares EIF specializes in private investment opportunities in the U.S. power sector and advises pooled investment vehicles that invest in that sector;
- (vii) Ares Management Limited (“AML”), an entity established in the United Kingdom and authorized and regulated by the UK Financial Conduct Authority; and
- (viii) Ares Management UK Limited (“AMUKL”), an entity established in the United Kingdom and authorized and regulated by the UK Financial Conduct Authority.

In addition, ARCC directly or indirectly also owns the equity and voting interests of its portfolio company, Ivy Hill Asset Management, L.P. (“Ivy Hill”), an SEC-registered investment adviser.

ACLOM’s related parties also include affiliates of Ares Management’s that are investment advisers to the various investment management clients managed within the Ares platform,

including the Funds, and are the general partners and, in many cases, limited partners of such funds.

In the event that an investment opportunity that ACLOM evaluates for potential investment by its clients is an eligible investment for more than one client account, it is ACLOM's policy that all investment opportunities will, to the extent practicable, be allocated among its clients on a basis that over a period of time is fair and equitable to each client relative to other clients, taking into account all relevant facts and circumstances. See discussion under Item 6 – "*Performance-Based Fees and Side-by-Side Management*" above for more detail on ACLOM's allocation policy.

ACLOM may recommend to clients the purchase or sale of securities in which it, or principals, officers and certain employees of it ("Covered Persons") or its related parties has a financial interest. In addition, Covered Persons may engage in personal securities transactions, subject to compliance with the Code (as defined below).

For a general discussion of how we address resulting conflicts of interest, see discussion under "*Item 11. Code of Ethics, Participation or Interest in Client Transactions and Personal Trading*" below.

#### ***Selection or Recommendation of Other Advisers***

ACLOM does not recommend or select other third-party investment advisers for its clients. Except for Ares Management (ACLOM's parent), ACM, ACM II, ACM III, AREHM, ACREM, Ares EIF, AML and AMUKL, each a wholly owned subsidiary of Ares Management, and ACLOM's related person, Ivy Hill, ACLOM does not have business relationships with other advisers that create a material conflict of interest.

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

#### ***Statement of Business Ethics and Code of Ethics***

ACLOM has adopted an Ethics Policy (the "Code") pursuant to Rule 204A-1 under the Advisers Act that sets forth standards of business and fiduciary conduct that we require of Covered Persons. The Code is reasonably designed to minimize actual or potential conflicts of interest between Covered Persons and the interest of ACLOM, our Funds or clients and prevent violation of federal securities laws. The Code includes, among other things, a) policies and procedures regarding personal securities transactions; b) disclosure and reporting obligations of personal securities transactions and holdings; and c) obligations for Covered Persons to report any violations of the Code to the Chief Compliance Officer ("CCO").

Any client or prospective client or investor or prospective investor in a Fund may obtain a copy of the Code upon request to:

Ares Management LLC  
Attn: Compliance Department  
2000 Avenue of the Stars, 12<sup>th</sup> Floor  
Los Angeles, CA 90067

### ***Participation or Interest in Client Transactions; Personal Trading***

The Code provides that no Covered Person may engage directly or indirectly in any business in a manner detrimental to the Funds or other clients or use confidential information gained by reason of his or her employment by or affiliation with ACLOM in a manner detrimental to the Funds or other clients. Further, as general partners, limited partners or investors in certain of the Funds, ACLOM and our related persons have indirect beneficial interests in the securities owned by such Funds and will share in any profits and losses generated by such Funds' investments. The Code requires that before, or at the time that, a Covered Person recommends or authorizes the purchase or sale of a covered security by a Fund or a client, he or she must disclose to the CCO: a) any beneficial ownership in such covered security that he or she has or proposes to acquire; b) any interest he or she has or proposes to acquire in any third party account in which such covered security is held; c) any beneficial interest in any other security that may benefit from such proposed purchase, sale or other action; and d) any interest in or business relationship with the issuer of such covered security that a Covered Person or his or her "covered family members" (as defined in the Code) has or proposes to acquire.

The Code covers personal trading policies and procedures of all Covered Persons and their covered family members. Under the Code, Covered Persons and their covered family members are permitted to trade in securities for their own accounts so long as they follow the Code, which contains certain preclearance requirements, reporting requirements and other provisions that restrict trading by Covered Persons. Generally, for "covered securities" transactions in a Covered Person's or a covered family member's account, Covered Persons are required to obtain preclearance approval from the Compliance Department. Covered securities purchased by a Covered Person or a covered family member are generally subject to a minimum holding period. The Code also requires that all covered securities holdings and transaction information in covered securities accounts be disclosed to the Compliance Department. Any transactions in securities or investments that are held by one or more Funds or other clients are generally subject to a blackout period of five business days after any client or Fund has traded in any security of that issuer and may further be restricted further by a Fund's Governing Documents. The Code's personal trading procedures are administered by the Firm's Compliance Department. On a quarterly basis, Covered Persons must provide a report on all applicable transactions in any covered security in which they have acquired direct or indirect ownership and any brokerage accounts that they or covered family members maintain. On an annual basis, Covered Persons must provide a full accounting of their covered securities holdings. Lastly, Covered Persons are required to certify that they have read and understand the Code, and certify that they have complied with the provisions of the Code on an annual basis.

### ***Other Potential Conflicts***

From time to time, subject to the applicable Governing Documents, a Fund or a client account may engage in cross trades with one or more other Funds or client accounts, typically for purposes of rebalancing its portfolios, in order to further such participating Fund and client account investment programs, or for other reasons consistent with the investment and operating

guidelines of such participating Funds and client accounts. Neither ACLOM nor our affiliates will receive commission or similar fees in connection with such cross trade. Generally, the value of any positions that are cross-traded in this manner will be determined in a manner that is consistent with applicable policies.

In addition, ACLOM and our related persons may, directly or through one or more entities, sell securities in which they have a direct or indirect ownership interest to certain Funds or other clients in connection with certain “warehousing” transactions, provided that the sale is consistent with ACLOM’s fiduciary obligations to such Funds or other clients. Such transactions will be fully disclosed in writing, and the written consent of the appropriate Fund (which, in certain circumstances, may be provided by a Fund’s Advisory Board) or client, as applicable, will be obtained prior to the consummation of any such transactions in accordance with Section 206(3) of the Advisers Act and all other applicable state and federal securities laws.

We may make investments on our own behalf and on behalf of our affiliates in securities we recommend to a Fund or other client accounts. In addition, ACLOM and our principals may co-invest with certain Funds or other clients, as permissible in the applicable Governing Documents. Any such co-investments or related transactions may raise potential conflicts of interest, particularly if a Fund or a client invests in different classes or types of securities of the same portfolio company. In such cases, the interest of one Fund may not always be aligned with the other Fund or client account and may pose an actual or potential conflict of interest, as a Fund may pursue or enforce rights with respect to an investment, and those activities may have an adverse effect on the Fund or client accounts as prices, liquidity, terms of the investments, and levels of risk may be negatively impacted by such actions.

ACLOM personnel may receive discounts from products and services offered by companies in which a Fund is an advisor or investor or otherwise has interest, similar to what would be given to an employee of a portfolio company. In addition, Ares Management may engage certain of its Funds’ portfolio companies to provide goods and services. In these instances, Ares Management engages with the portfolio company at an arm’s length, and the portfolio company provides the same pricing and service levels as it would any comparable client or purchaser. In addition, before entering into any business relationship with any Fund’s portfolio company, the arrangements are reviewed by Ares Management’s Chief Legal Officer and Chief Compliance Officer, who must approve each arrangement on a case-by-case basis.

ACLOM also requires certain outside business activities to be reported and monitored to avoid potential or actual conflicts of interest. Such activities require prior written approval from the CCO and partner of the business unit, may be subject to restrictions or conditions and such approval is revocable at any time.

## Item 12. Brokerage Practices

Subject to the investment objectives, policies and restrictions of each Fund and other client as set forth in their respective Governing Documents, ACLOM has discretionary authority to determine the type, amount, and price of securities and investments to be bought and sold on behalf of each client or Fund, including the selection of, and commissions paid to, brokers.

In selecting broker-dealers to effect transactions, ACLOM seeks to obtain best execution by considering various factors including, but not limited to, price (including the applicable brokerage commission or dealer spread), size of order, timeliness and certainty of execution, liquidity of the securities traded, expertise as it relates to specific securities, counterparty risk and business reputation. While ACLOM generally seeks reasonably competitive trade execution costs, Funds and other client accounts will not necessarily pay the lowest spread or commission available.

From time to time, ACLOM may receive client or investor referrals from broker-dealers, which may provide an incentive for ACLOM to select or recommend certain broker-dealers for execution services. Please refer to the subsection entitled “*Third Party Compensation for Referrals*” in Item 14 below for complete information.

### ***Research and Other Soft Dollar Benefits***

Section 28(e) of the Securities Exchange Act of 1934 (the “Exchange Act”) provides a safe harbor that permits advisers, when selecting brokers to execute transactions for client accounts, to take into account certain research products and services provided to the adviser by brokers. ACLOM does not engage in soft dollar arrangements.

### ***Trade Aggregation***

Under ACLOM’s trade aggregation policy, orders for the same investment, including acquisition and disposition transactions, entered on behalf of more than one client may be aggregated (i.e., blocked or bunched), subject to the aggregation being in the best interests of all participating clients. The trade order must indicate the amount or percentage of the trade intended to be allocated to each participating client. If the final allocation differs from the initially indicated allocation or is not allocated on a pro rata basis for partially filled orders, except in the case of de minimis changes in the allocations, a written rationale must be provided in the allocation statement. Please refer to “*Item 6. Side-by-Side Management*” for further information regarding ACLOM’s allocation policy.

## **Item 13. Review of Accounts**

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

ACLOM monitors all portfolio investments on behalf of each Fund and other client on an ongoing basis. Investments are reviewed in the context of each client’s (i) adherence to the investment objectives and guidelines as set forth in its Governing Documents and (ii) investment performance. Subsequent to an investment, each position is monitored on an ongoing basis by at least one investment professional. The monitoring may include ongoing dialogue with company management, fixed income and equity analysts, rating agencies, competitors, or other industry sources. In addition, a client’s positions as well as a client’s overall performance and adherence to its investment mandates and restrictions are monitored on an ongoing basis by senior investment professionals, including portfolio managers in the Credit Group.



### ***Reports to Clients***

ACLOM provides reports to investors in the Funds and to other clients as required by the applicable Governing Documents. Investors in Funds and clients should refer to the applicable Governing Documents for further information on the reports provided to a particular Fund's investors or to the client.

The Governing Documents of certain Funds and other clients sometimes require quarterly and annual financial statements to be distributed to a Fund's investors or to the client and ACLOM also typically provides written investor letters with respect to a Fund or other client and its performance. ACLOM distributes K-1 filings to investors, where applicable, and provides certain other reports and analyses to investors and potential investors upon request.

With respect to certain Funds that are collateralized loan obligations or similarly structured finance vehicles, the independent Trustees of the Funds generally prepare monthly compliance reports. Additionally, ACLOM may prepare periodic investor letters, portfolio profile summaries and pro forma results to supplement and further clarify any trustee reports.

Finally, ACLOM may discuss client accounts with clients either in person or telephonically as appropriate.

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

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

In connection with investments made by certain of the Funds or other clients, ACLOM or its related persons may receive commitment, structuring, monitoring or other transaction fees from portfolio investments in which one or more of the Funds or other clients may invest or propose to invest. The potential for ACLOM and its related persons to receive such economic benefits may create conflicts of interest as ACLOM and its related persons may have economic incentives to invest in portfolio investments that provide such benefits. To mitigate potential conflicts, such benefits received by ACLOM in connection with its services related to portfolio companies or transactions are generally offset in whole or in part against advisory fees payable by the related Fund or client.

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

Any of the Funds may incur sales charges to compensate broker-dealers who assist in obtaining subscriptions. The sales charge may be payable by investors, one or more of the Funds, the general partner of a Fund, ACLOM or a combination thereof. In addition, ACLOM may compensate third parties who refer prospective investors to any of its Funds or new clients to ACLOM.

Certain of the solicitors or placement agents utilized to market ACLOM's Funds, as well as individuals employed by such solicitors or placement agents, may invest in the Funds and may not pay, or pay reduced, advisory fees with respect to their investment(s) in the Funds. In addition, ACLOM may transact client orders through broker-dealers that also act as solicitors or placement agents for its Funds.

ACLOM endeavors at all times to put the interests of its clients, including the Funds, first as part of ACLOM's fiduciary duty. Nevertheless, the receipt of compensation by placement agents and



the potential receipt of brokerage commissions by broker-dealers create potential conflicts of interest and may affect the judgment of placement agents and broker-dealers when making referrals to ACLOM and the Funds. Moreover, potential conflicts of interest may arise between the interests of clients in obtaining best price and execution and ACLOM's interest in receiving future referrals to the Funds from certain broker-dealers. ACLOM addresses these potential conflicts of interest by seeking to obtain best execution by considering factors set forth in *"Item 12. Brokerage Practices"* above.

ACLOM will not compensate any placement agents or solicitors for an introduction to, or to influence any investment decision making process in connection with, any potential U.S. public pension fund clients or investors. ACLOM may engage with intermediaries such as consultants, in connection with potential clients or investors, including those hired by U.S. public pension funds that may engage such consultants to assist with their investment advisory needs.

## Item 15. Custody

It is ACLOM's general policy not to have physical custody of any client assets. However, ACLOM may be deemed to have custody of the assets of certain Funds and other clients because of the authority it or a related party has over such clients or their assets. It is ACLOM's policy generally to cause each Fund with assets over which ACLOM is deemed to have "custody" to be audited annually and to distribute audited financial statements, prepared in accordance with U.S. generally accepted accounting principles ("GAAP"), to investors no later than 120 days after the end of each fiscal year (180 days if the client is a "fund of funds"). In addition, upon the final liquidation of any such Fund, ACLOM will obtain a final audit and distribute audited financial statements prepared in accordance with GAAP with respect to such Fund to all investors promptly after completion of the audit.

In the alternative, where ACLOM is deemed to have custody of a client account solely due to its ability to withdraw client funds to pay its advisory fees, ACLOM may comply with the custody rules under the Advisers Act by having a reasonable belief that a qualified custodian will send quarterly account statements to each investor or client. ACLOM urges all clients and investors to compare the reports they receive from ACLOM to the statements they receive from their custodians. Any issues or discrepancies should be communicated to ACLOM promptly.

## Item 16. Investment Discretion

ACLOM has discretionary authority to determine the type, amount and price of securities and investments to be bought and sold on behalf of each Fund and client accounts, including the selection of, and commissions paid to, broker-dealers. This discretionary authority is subject to the investment objectives, policies and restrictions as set forth in the Governing Documents of each such Fund or client account. For ACLOM to assume such discretionary authority, each investor or client must complete the appropriate Fund subscription documents or an investment advisory agreement prior to the establishment of an advisory relationship granting such authority.

## Item 17. Voting Client Securities

ACLOM's open market transactions primarily focus on fixed income securities and bank debt; however, Funds and other clients may engage in equity transactions and acquire voting securities. In instances where a client owns equity securities in which it has the right to vote via shareholder proxy (each a "Voting Security"), ACLOM generally retains proxy voting authority with respect to these Voting Securities. ACLOM has adopted and implemented written Proxy Voting Policies and Procedures ("Proxy Voting Procedures") that are designed to reasonably ensure that ACLOM votes proxies in the best interests of its advisory clients for whom ACLOM has voting authority.

The Proxy Voting Procedures describe the positions ACLOM generally takes in voting proxies on particular issues and require ACLOM to keep records with respect to the votes cast.

The Proxy Voting Procedures also provide that, in the event a particular proxy vote would involve a conflict between the interests of ACLOM and its affiliates, and those of one or more clients of ACLOM, ACLOM, if it so elects, may:

- vote in accordance with the recommendations of a disinterested third party;
- refer the voting decision to the client; or
- abstain from voting.

Some examples of potential conflicts can include;

- ACLOM provides investment advice to an officer or director of an issuer and ACLOM receives a proxy solicitation from that issuer;
- An issuer or some other third party offers ACLOM or an employee, officer, director, partner or member of ACLOM (an "Associate") compensation in exchange for voting a proxy in a particular way;
- An Associate or a member of an Associate's household has a personal or business relationship with an issuer;
- An Associate has a beneficial interest contrary to the position held by ACLOM on behalf of its clients;
- ACLOM holds various classes and types of equity and debt securities of the same issuer contemporaneously in different client portfolios; or
- Any other circumstance where ACLOM's duty to service its clients' interest could be compromised.

ACLOM will not delegate its voting authority to any third party, although it may retain an outside service to provide voting recommendations and to assist in analyzing votes.

Clients may obtain a copy of Ares Management's Proxy Voting Procedures or information about how ACLOM voted client proxies by contacting Ares Management's Legal Department at (310) 201-4100.

## Item 18. Financial Information

Not Applicable.