

**Item 1. Cover Page**

**Atairos Management, L.P.**

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[www.atairos.com](http://www.atairos.com)**

**Part 2A of Form ADV: Firm Brochure  
January 8, 2016**

**This brochure provides information about the qualifications and business practices of Atairos Management, L.P. If you have any questions about the contents of this brochure, please contact us at 484-381-4144. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (the “SEC”) or by any state securities authority.**

**Additional information about Atairos Management, L.P. also is available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). An investment adviser’s registration with the SEC does not imply a certain level of skill or training.**

**Item 2. Material Changes**

This brochure has been updated to reflect an increase in the adviser's regulatory assets under management and certain other clarifying updates to reflect the closing of Atairos (as defined below).

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#### **Item 4. Advisory Business**

For the purposes of this brochure, “Atairos Management” means Atairos Management, L.P., a Delaware limited partnership that provides advisory services to a pooled investment vehicle, Atairos Group, Inc., a Cayman Islands exempted company (“Atairos”).

As the investment adviser to Atairos, Atairos Management identifies investment opportunities for, and participates in the acquisition, management, monitoring and disposition of investments of Atairos. Atairos Management provides investment advisory services to Atairos pursuant to an investment and advisory agreement (the “Advisory Agreement”). Investment advice is provided by Atairos Management directly to Atairos, subject to the direction and control of the board of directors of Atairos, and not individually to the investors in Atairos. The members of the board of directors of Atairos are affiliates of Atairos Management and are elected by Atairos Partners, L.P. (the “ManagementCo Shareholder”), a Cayman Islands exempted limited partnership and a related person of Atairos Management. Where the context permits, references to “Atairos Management” in this brochure also refer to the ManagementCo Shareholder. Atairos is exempt from registration under the Investment Company Act of 1940, as amended (the “1940 Act”), and its securities are not registered under the Securities Act of 1933, as amended (the “Securities Act”). Comcast Corporation (“Comcast”) is the only non-management investor in Atairos.

The primary focus of Atairos Management’s investment advisory activity is pursuing, through Atairos, investment and operating opportunities in public and private entities globally in a range of industries and business sectors. Atairos may also enter into other financial or commercial arrangements with Comcast (including, potentially, the purchase of non-core assets) as may be agreed by Comcast and Atairos Management.

Any restrictions on investments in certain types of securities are set forth in the documentation received by and negotiated with Comcast prior to its investment in Atairos.

Atairos Management, L.P. is wholly owned by Michael J. Angelakis, including through his ownership of Atairos Family GP, Inc., the general partner of Atairos Management. Atairos Management was formed in 2015.

As of January 1, 2016, Atairos Management manages a total of \$4,059,875,000 of client assets (all of which represents uncalled capital commitments as of the date hereof) on a discretionary basis.

#### **Item 5. Fees and Compensation**

As compensation for investment advisory services rendered to Atairos, Atairos Management receives from Atairos an annual management fee of \$40 million for 2016 (subject to annual adjustment in future years based on the U.S. Consumer Price Index) payable quarterly in advance, which is deducted from the assets of Atairos. Management fees paid by Atairos are indirectly borne by Comcast, and not by the ManagementCo Shareholder or any management investor in Atairos.

Upon termination of the Advisory Agreement, prepaid management fees will be returned on a prorated basis. As described below, the management fee will be reduced in some circumstances in

connection with the receipt by Atairos Management or its related persons of fees paid by actual or prospective portfolio companies. The management fee is generally subject to waiver or reduction by Atairos Management in its sole discretion. The fee described above may be modified from time to time with the consent of Atairos Management and Comcast.

Atairos Management is responsible for its normal operating expenses, including compensation, rent, utilities and similar expenses, and for the routine administrative expenses (i.e., financial statement and income tax preparation) of Atairos (collectively, "Management Expenses"). To the extent not paid or reimbursed by actual or prospective portfolio companies, Atairos will pay all expenses or obligations of Atairos or any subsidiary of Atairos (other than a portfolio company) that are not Management Expenses, including (i) reasonable expenses in connection with the organization of Atairos; (ii) expenses directly attributable to any investment or proposed investment that is ultimately not made by Atairos, including all unreimbursed expenses incurred in connection with the evaluation, making, holding, refinancing, pledging, sale or other disposition or proposed refinancing, pledging, sale or other disposition of all or any portion of such investment (including deal initiation expenses, investment banking, consulting, valuation, custodial, trustee and professional expenses, and travel); (iii) other expenses of Atairos incurred in connection with the ongoing operation and administration of Atairos that are not Management Expenses, including the management fee; and (iv) non-routine or extraordinary expenses of Atairos, including any litigation-related expense, indemnification obligation and any other indemnity, contribution or reimbursement obligations of Atairos with respect to any person, whether payable in connection with a proceeding involving Atairos or otherwise, and premiums for related insurance, if any.

The appropriate allocation between Atairos and any co-investment vehicles of expenses and fees generated in the course of evaluating potential investments which are not consummated, such as out-of-pocket fees associated with due diligence, attorney fees and the fees of other professionals, will be determined by Atairos Management in its good faith discretion, consistent with the governing documents of Atairos, as applicable.

#### *Other Fees*

Atairos Management does not charge monitoring fees, consulting fees, transaction fees, director's fees, "break-up" or "topping" fees, or other similar fees to actual or prospective portfolio companies ("Transaction Fees") except (i) with the consent of Comcast or (ii) in the case in which any co-investors that co-invest with Atairos in a portfolio company are charging Transaction Fees to such portfolio company, in which case Atairos Management generally receives a pro rata portion of any such fees. Any Transaction Fees received by Atairos Management or its related persons will be retained by Atairos Management or such related persons, and any Transactions Fees received by Atairos will be remitted to Atairos Management. These Transaction Fees may be substantial and may be paid in cash, in securities of the portfolio companies or investment vehicles (or rights thereto) or otherwise. There are also certain circumstances (such as the occurrence of an initial public offering or strategic exit) which may accelerate the payment of such fees. As agreements with portfolio companies providing for such fees typically have prolonged terms (often exceeding ten years and/or subject to automatic extensions and renewal), the effect of any such acceleration may be substantial, particularly in the event such circumstances occur early in the life of Atairos' investment in such portfolio company. The management fee payable by Atairos to Atairos Management will be reduced by 100% of any such Transaction Fees received by Atairos Management or its related persons. To the extent Transaction Fees received by Atairos Management or its related persons exceed any remaining management fee payable, such excess will

be remitted to Atairos and ultimately distributed to Comcast.

Atairos Management from time to time will receive reimbursement from portfolio companies or prospective portfolio companies for out-of-pocket expenses incurred by Atairos Management, including but not limited to, due diligence, legal, accounting, investment banking and similar expenses incurred in connection with any actual or prospective transactions, and travel expenses associated with attending board meetings and otherwise conducting investment oversight. Such reimbursements are not subject to the management fee reduction described above.

Atairos Management and its related persons also from time to time may engage and retain senior advisors, advisers, consultants, and other similar professionals who are not employees or affiliates of Atairos Management and who may, from time to time, receive payments from, or allocations with respect to, portfolio companies and/or other entities. In such circumstances, such amounts will not be deemed paid to or received by Atairos Management and its related persons and such amounts will not be subject to the management fee reduction described above.

In the event that Atairos Management chooses to use a broker-dealer for limited purposes relating to Atairos, Atairos will incur brokerage and other transaction costs. For additional information regarding brokerage practices, please see Item 12 below.

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

The ManagementCo Shareholder, a related person of Atairos Management, is entitled to receive a profits interest based on the performance of Atairos (the “Profits Interest”).

Atairos Management provides investment advice to a single client, Atairos. As such, concerns or conflicts related to the side by side management of multiple accounts or allocation to certain accounts with higher fee structures do not exist.

#### **Item 7. Types of Clients**

Atairos Management provides investment advisory services to Atairos. Investment advice is provided directly to Atairos, subject to the direction and control of the board of directors of Atairos, and not individually to the investors in Atairos.

Interests in Atairos are offered pursuant to applicable exemptions from registration under the Securities Act and the 1940 Act. Comcast is the only non-management investor in Atairos.

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

##### **Methods of Analysis and Investment Strategies**

Atairos Management seeks to generate returns by (i) pursuing investment and operating opportunities in public and private entities globally, in a range of industries and business sectors, and (ii) entering into such other financial or commercial arrangements with Comcast (including, potentially, the purchase of non-core assets) as may be agreed by Comcast and Atairos Management from time to time.

Prior to making an investment, Atairos Management generally engages in a comprehensive due

diligence review of quantitative and qualitative attributes of potential portfolio companies. The investment decision making process is designed to maximize Atairos Management's ability to assess as many transactions as possible, while efficiently allocating time, effort and financial resources toward those transactions with the highest likelihood of a successful outcome. As such, the process places an emphasis on frequent, timely and efficient communication among the members of the investment team with significant financial expenditures reserved for those transactions Atairos Management believes warrant such expenditures. Once an investment is made, Atairos Management will perform regular investment monitoring which is further detailed in Section 13 below.

Atairos' investments may be characterized by a high degree of risk, volatility and illiquidity.

### **Risks**

The investments pursued by Atairos may involve a substantial degree of risk. Atairos may lose all or a substantial portion of its investments and investors in Atairos must be prepared to bear the risk of loss of their investment therein.

In addition, material risks relating to the investment strategies, methods of analysis, and to the types of securities typically purchased by Atairos in connection with those strategies and methods, include the following:

#### *Time Required to Maturity of Investment; Illiquidity of Investments*

Investments by Atairos may, and often will, take years from the date of initial investment to reach a state of maturity when realization of the investment can be achieved. Transaction structures and realization of investment theses typically will not provide for liquidity of Atairos' investment prior to that time. In light of the foregoing, it is likely that no significant return from the realization of Atairos' investments will occur until a significant number of years from the date of the closing of Atairos.

Atairos' investments may consist of securities that are subject to restrictions on sale under U.S. securities laws. In that case, Atairos will not be able to sell these securities publicly in the U.S. without the expense and time required to register the securities under the Securities Act of 1933, as amended (the "Securities Act") or will be able to sell the securities only under Rule 144 or other rules under the Securities Act that permit only limited sales under specified conditions. When restricted securities are sold to the public, Atairos may be deemed a controlling person, or possibly an "underwriter," with respect thereto for the purpose of the Securities Act and be subject to liability as such under that Act. The sale of investments may be subject to restrictions imposed by the applicable securities laws of non-U.S. jurisdictions in the case of portfolio companies that are not U.S. companies

The sale of investments may be subject to restrictions imposed by the applicable securities laws of the countries in which Atairos invests. In addition, practical limitations may inhibit Atairos' ability to liquidate certain of its investments in the portfolio companies since the issuer will be privately held and Atairos may own a relatively large percentage of the issuer's equity securities. Sales may also be limited by market conditions, which may be unfavorable for sales of securities of particular issuers or issuers in particular industries. The limitations on liquidity of Atairos' investments could prevent a successful sale thereof, result in delay of any sale, or reduce the amount

of proceeds that might otherwise be realized.

### *Geographic Concentration Risk*

Atairos is not restricted with respect to the percentage of assets it can invest in a particular geographic region. In the event that Atairos focuses its investments in a particular geographic region of the world, it would be particularly vulnerable to events affecting companies in such region. The economy of a particular country in which Atairos invests is influenced by economic and market considerations in other countries in the relevant region. Investors' reactions to events in one country can have adverse effects on the securities of companies and the value of property and related assets in other countries in which Atairos may invest. The performance of Atairos may be worse in this case than the performance of other funds that invest more broadly geographically.

### *General Risks Associated with Non-U.S. Investments*

Non-U.S. investments may involve certain special risks due to non-U.S. economic, political and legal climates, including favorable or unfavorable changes in currency exchange rates, exchange control regulations (including currency blockage), expropriation of assets or nationalization, imposition of taxes on dividends, interest payments, or capital gains, the need for approval by government or other authorities to make investments, and possible difficulty in obtaining and enforcing judgments against non-U.S. entities. Furthermore, there may be less information publically available about a non-U.S. issuer than about a U.S. issuer, and issuers of non-U.S. securities are subject to different, often less comprehensive accounting reporting and disclosure requirements than U.S. issuers. The securities of some non-U.S. governments and companies and non-U.S. securities markets are less liquid and at times more volatile than comparable U.S. securities and securities markets. Non-U.S. brokerage commissions and other fees are also generally higher than in the United States. There are also special tax considerations that apply to investments in securities of non-U.S. issuers and securities principally traded outside of the United States. Moreover, the expenses normally associated with non-U.S. investments often exceed those associated with U.S. investments.

### *Financial Market Fluctuations*

General fluctuations in the market prices of securities and economic conditions generally, particularly of the type experienced since 2008, may reduce the availability of attractive investment opportunities for Atairos and may affect the ability of Atairos to make investments and the value of the investments held by Atairos. Instability in the securities markets and economic conditions generally may also increase the risks inherent in Atairos' investments. There can be no assurance that the market will, in the future, become more liquid than it is at present and it may well continue to be volatile for the foreseeable future. Atairos may be adversely affected to the extent that it seeks to dispose of any of its portfolio companies into an illiquid or volatile market, and Atairos may find itself unable to dispose of an investment at a price that Atairos Management believes reflect the investment's fair value. The duration and ultimate effect of current market conditions and whether such conditions may worsen cannot be predicted. The ability of portfolio companies to refinance debt securities may depend on their ability to sell new securities in the public high yield debt market or otherwise.

### *Valuation of Assets*



Atairos Management values Atairos' investments at estimated fair value as determined in good faith by Atairos Management. Due to the illiquid nature of at least of a portion of the securities held, fair values determined by Atairos Management may not reflect the prices that actually would be received when such investments are realized. The process of valuing securities for which reliable market quotations are not available is based on inherent uncertainties and the resulting values may differ from values that would have been determined had an active market existed for such securities and may differ from the prices at which such securities may ultimately be sold. With respect to Atairos, the exercise of discretion in valuation by Atairos Management may give rise to conflicts of interest, as the Profits Interest in Atairos is calculated based, in part, on these valuations and such valuations affect performance return calculations.

### *Privatizations*

Atairos may invest in state-owned enterprises that have been, or will be, transferred from government ownership to private ownership. There can be no assurance that any privatizations will be undertaken or, if undertaken, successfully completed. Changes in political or economic factors would result in changes in government policies towards privatization, and it is possible that governments may decide to return projects and companies to state ownership. In such scenarios, the level of compensation that would be provided to the private companies concerned cannot be accurately predicted, but could be substantially less than the amount invested in such companies. Recent privatizations and exits from these transactions have triggered relatively extreme political and regulatory reactions, and so Atairos may not succeed profitably investing in state-owned enterprises.

### *Accounting, Reporting and Disclosure Standards*

Different, often less comprehensive, accounting, reporting and disclosure requirements and practices apply to issuers in certain foreign countries than is the case with U.S. issuers. As a result, to the extent Atairos invests outside of the U.S., particularly in emerging markets, information available to Atairos may be less reliable and less detailed than information available in more developed countries, and Atairos' due diligence reviews may provide less information than reviews conducted in more developed countries.

### *Currency Risk; Hedging*

Some of Atairos' investments, and the income received by Atairos with respect to such investments, could be denominated in non-U.S. currencies. Atairos' books, however, will be maintained, and contributions to and distributions from Atairos will generally be made, in U.S. dollars. Accordingly, changes in currency exchange rates, costs of conversion and exchange control regulations may adversely affect the dollar value of Atairos' investments and the amounts of distributions, if any, to be made by Atairos. Currency exchange rates may fluctuate significantly over short periods of time and may also be affected unpredictably by intervention by governments or central banks (or the failure to intervene) or by currency controls or political developments in one or more jurisdictions. Atairos may incur costs or experience substantial delays when, or be prohibited from, converting one currency into another.

Atairos may, but is not required to, engage in currency hedging transactions. There can be no assurance, however, that Atairos will engage in such hedging transaction at any given time or from

time to time, or that such hedging transactions will be available or be available at a reasonable cost, or that such hedging transactions will be effective and actually eliminate the applicable currency risk. Such hedging transactions may even exacerbate any negative impact on Atairos resulting from changes in currency exchange rates. While such transactions may reduce certain risks, such transactions themselves may entail certain other risks. Thus, while Atairos may benefit from the use of these hedging mechanisms, unanticipated changes in interest rates, securities prices or currency exchange rates may result in a poorer overall performance for Atairos than if they had not entered into such hedging transactions.

### *Leveraged Investments*

Subject to Atairos' governing documents, Atairos may incur leverage directly or indirectly (including through its portfolio companies) in connection with some or all of its investments. While investments in highly leveraged companies offer the opportunity for capital appreciation, such investments also involve a high degree of risk. To the extent Atairos' investments involve high degrees of leverage, recessions, operating problems and other general business and economic risks may have a more pronounced effect on the profitability or survival of such investments. Atairos' ability to achieve attractive rates of return on leveraged investments will depend on the ability of Atairos or its portfolio companies to access sufficient sources of debt at attractive rates, including high yield debt. However, availability of capital from the debt markets is subject to volatility from time to time, and there may be times when Atairos might not be able to access those markets at attractive rates, or at all, when completing an investment. Also, increased interest rates would generally increase interest expenses. In the event any portfolio company cannot generate adequate cash flow to meet debt service, Atairos may suffer a partial or total loss of capital invested in the portfolio company.

### *Reliance on Management*

Decisions with respect to the management of Atairos will be made by the board of directors of Atairos, with the advice of Atairos Management. The success of Atairos will depend on the ability of its board of directors and Atairos Management to identify and consummate suitable investments, to improve the operating performance of portfolio companies, to dispose of investments of Atairos at a profit, and otherwise to engage in profitable investment transactions. The loss of the services of one or more members of the professional staff of Atairos Management or of the board of directors of Atairos could have an adverse impact on Atairos' ability to realize its investment objective.

### *Third Party Involvement*

Atairos may co-invest with third parties through partnerships, joint ventures or other entities. Such investments may involve risks not present in investments where a third party is not involved, including the possibility that a third party co-venturer or partner may, at any time, have economic or business interests or goals which are inconsistent with those of Atairos, or may be in a position to take action contrary to the investment objective of Atairos. In addition, Atairos may in certain circumstances be liable for actions of its third party co-venturer or partner.

### *Certain Regulatory Considerations*

Atairos anticipates, from time to time, making investments in industries that are or may become subject to regulation by one or more U.S. federal agencies and by various agencies of the regions,

countries, states, localities, and counties in which they operate. Atairos may invest in portfolio companies believed to have obtained all material governmental approvals required as of the date thereof to acquire and operate their businesses. Atairos may be required to obtain the consent or approval of applicable regulatory authorities in order to acquire or hold certain ownership positions in portfolio companies. Moreover, additional regulatory approvals, including without limitation, renewals, extensions, transfers, assignments, reissuances or similar actions, may become applicable in the future due to a change in laws and regulations, a change in the companies' customers or for other reasons. There can be no assurance that Atairos or a portfolio company will be able to (i) obtain all required regulatory approvals that it does not currently have or that it may be required to have in the future; (ii) obtain any necessary modifications to existing regulatory approvals; or (iii) maintain required regulatory approvals. Delays in obtaining or failure to obtain and maintain in full force and effect any regulatory approvals, or amendments thereto, or delay or failure to satisfy any regulatory conditions or other applicable requirements could prevent operation of a business or sales to or from third parties or could result in additional costs to a portfolio company.

New and existing regulations and the burdens of regulatory compliance may have a material adverse effect on companies that operate in these industries. Regulatory changes in a jurisdiction where a portfolio company is located may make the continued operation of such portfolio company infeasible or economically disadvantageous and any expenditures made to date by such portfolio company may be wholly or partially written off. These changes could significantly increase the regulatory-related compliance and other expenses incurred by Atairos and could significantly reduce or entirely eliminate any potential revenues generated by one or more of the portfolio companies, which could materially and adversely affect returns to Atairos.

#### *Additional Legal and Regulatory Risks*

Legal, tax and regulatory changes could occur during the term of Atairos that may adversely affect Atairos. The regulatory environment for private investment vehicles is evolving, and changes in the regulation of private investment vehicles may adversely affect the value of investments held by Atairos or the ability of Atairos to pursue its investment strategies. New laws or revised regulations imposed by the U.S. Securities and Exchange Commission (the "SEC"), other governmental regulatory authorities, self-regulatory organizations or industry bodies that supervise the financial markets that could adversely affect Atairos may be adopted in the future. Atairos may also be adversely affected by changes in the enforcement or interpretation of existing statutes and rules by these regulatory authorities or self-regulatory organizations.

#### *Highly Competitive Market for Investments*

The business of identifying and structuring transactions of the nature contemplated by Atairos Management is highly competitive and involves a high degree of uncertainty. Atairos will be competing for investments with other investment vehicles as well as other institutional investors. The size and number of investment vehicles has grown dramatically in recent years, and it is likely that these trends will continue in the future. There can be no assurance that Atairos Management will be able to locate suitable investment opportunities, acquire them for an appropriate level of consideration, achieve its targeted rate of return, or fully invest its committed capital. An investor in Atairos must rely upon the ability of Atairos Management to identify, structure and implement investments consistent with Atairos' investment objective and policies.

#### *Contingent Liabilities on Disposition of Portfolio Companies*

In connection with the disposition of an investment in a portfolio company, Atairos may be required to make representations about the business and financial affairs of such portfolio company, and to indemnify the purchasers of such investment if those representations are inaccurate. Atairos will establish reserves as appropriate to provide for such contingent liabilities. In the event that the amount of such contingent liabilities exceeds the reserves and other assets of Atairos, investors may be required to repay to Atairos or to pay to creditors of Atairos distributions previously received by them.

#### *Improvement in Portfolio Company Operations*

The success of Atairos Management's investment strategy may depend on the effectiveness of efforts to improve the operating performance of portfolio companies following investment. Initiatives that may need to be taken in an effort to achieve improvements in operating performance include, among others, introductions of new products, changes in sales, marketing and distribution methods, implementation of new sourcing arrangements, reductions in manufacturing, overhead and other costs, enhancements and changes in the management team and identification, consummation and integration of add-on acquisitions. The proper identification and implementation of initiatives important to the achievement of improved operating performance is difficult and often requires substantial resources. The capabilities and resources of a portfolio company, even with the assistance of Atairos Management, may be insufficient to effect such proper identification and implementation, and there can be no assurance that portfolio companies will be successful in achieving improvements in operating performance. The failure to achieve improved operating results following investment is likely to lead to losses or poor returns on investments.

#### *Adverse Consequences of Ownership of Controlling Interest in Portfolio Companies*

Atairos may own a controlling percentage of the common equity of portfolio companies which, depending upon the amount of equity owned by Atairos, contractual arrangements between the portfolio company and Atairos, and other relevant factual circumstances, could result in an extension to one year of the 90-day bankruptcy preference period with respect to payments made to Atairos. In addition, because of its equity ownership, representation on the board of directors and/or contractual rights, Atairos will often be thought to control, participate in the management of or influence the conduct of portfolio companies. These factors could expose the assets of Atairos to claims by a portfolio company, its other security holders, its creditors or governmental agencies.

#### *Lack of Control in Minority Investments*

To the extent Atairos' investments represent a minority position in portfolio companies, Atairos will rely significantly on the existing management and boards of directors of such companies, which may include representatives of other investors with whom Atairos is not affiliated and whose interests or views may conflict with the interest of Atairos. In such cases, Atairos will be without power individually to exert significant control over such portfolio companies' boards of directors and management.

#### *Projections*

Atairos Management will from time to time rely upon projections, forecasts or estimates developed by Atairos Management or a portfolio company concerning the portfolio company's future

performance and cash flow. Projections, forecasts and estimates are forward-looking statements and are based upon certain assumptions. Actual events are difficult to predict and beyond Atairos Management's control. Actual events may differ from those assumed. Some important factors which could cause actual results to differ materially from those in any forward-looking statements include changes in interest rates and domestic and foreign business, market, financial or legal conditions, among others. Accordingly, there can be no assurance that estimated returns or projections can be realized or that actual returns or results will not be materially lower than those estimated therein.

## **Item 9. Disciplinary Information**

Item 9 is not applicable for Atairos Management.

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

### **Related ManagementCo Shareholder**

Atairos Management organized and sponsors Atairos. The ManagementCo Shareholder, a related person of Atairos Management, is an investor in Atairos and receives a Profits Interest. The ManagementCo Shareholder is owned, directly or indirectly, by certain principals of Atairos Management. The ManagementCo Shareholder elects the board of directors of Atairos. For a description of the material conflicts of interest created by the relationship between the ManagementCo Shareholder and Atairos Management, please see Item 11 below.

While the ManagementCo Shareholder is not separately registered as an investment adviser with the SEC, all of its investment advisory activities are subject to the Investment Advisers Act of 1940, as amended (the "Advisers Act"), and the rules thereunder. In addition, employees and persons acting on behalf of the ManagementCo Shareholder are subject to the supervision and control of Atairos Management. Thus, the ManagementCo Shareholder, all of its employees and the persons acting on its behalf would be "persons associated with" the registered investment adviser so that the SEC could enforce the requirements of the Advisers Act on the ManagementCo Shareholder.

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

### **Code of Ethics**

Atairos Management has adopted a Code of Ethics pursuant to Rule 204A-1 under the Investment Advisers Act that is predicated on the principle that Atairos Management owes a fiduciary duty to its client. Accordingly, employees of Atairos Management must disclose or avoid activities, interests and relationships that run contrary (or appear to run contrary) to the best interest of its client. To avoid any potential conflicts of interest, Atairos Management's Code of Ethics requires employees to, among other things:

- Act with integrity, competence, dignity, and in an ethical manner with the public, clients, prospects, and third-party service providers;
- Use reasonable care and exercise independent professional judgment when conducting investment analysis, making investment recommendations, trading,

promoting Atairos Management's services, and engaging in other professional activities;

- Conduct all personal securities transactions in a manner consistent with Atairos Management's Code of Ethics; and
- Comply with applicable provisions of the federal securities laws.

Atairos Management's Code of Ethics also requires access persons to, among other things: (1) pre-clear certain personal securities transactions, (2) report personal securities transactions on at least a quarterly basis, and (3) provide Atairos Management with a detailed summary of certain holdings (both initially upon commencement of employment and annually thereafter) over which such access persons have a direct or indirect beneficial interest.

A copy of Atairos Management's Code of Ethics will be provided to any current or prospective client upon request.

### **Conflicts of Interest**

Subject to the terms of the governing documents of Atairos, Atairos Management will deal with all conflicts of interest using its best judgment, but in its sole discretion. In the case of all conflicts involving Atairos, the determination as to which factors are relevant, and the resolution of such conflicts, will be made in the sole discretion of Atairos Management, except as otherwise required by the governing documents of Atairos.

### ***Potential Conflicts***

Certain employees of Atairos Management and/or related entities or persons, including members of the board of directors of Atairos, will have an indirect investment in Atairos through its ManagementCo Shareholder. The ManagementCo Shareholder, a related person of Atairos Management, will participate in Atairos' investment program by agreeing to commit up to a certain amount of capital to Atairos as provided in Atairos' governing documents. In addition, the ManagementCo Shareholder is entitled to receive a Profits Interest based on the performance of Atairos. Therefore, Atairos Management, its employees and a related entity economically participate in transactions effected for Atairos. The existence of the ManagementCo Shareholder's Profits Interest may create an incentive for the Atairos Management to cause Atairos to make more speculative investments than it would otherwise make in the absence of performance-based compensation.

Atairos Management, its affiliates, and the partners, officers, principals and employees of Atairos Management and its affiliates may buy or sell securities or other instruments that Atairos Management has recommended to Atairos. In addition, officers, principals and employees may buy securities in transactions offered to but rejected by Atairos. Such transactions are subject to the governing documents of Atairos and the policies and procedures set forth in Atairos Management's Code of Ethics. The investment policies, fee arrangements and other circumstances of these investments may vary from those of investments made by Atairos. If officers, principals

and employees of Atairos Management have made capital investments in or alongside Atairos they may have conflicting interests with respect to these investments.

In addition, in certain circumstances Atairos Management or its principals or employees, on behalf of Atairos Management, may receive stock of a portfolio company as a Transaction Fee. In the event of such a distribution or receipt of stock, the recipients, or Atairos Management, with respect to stock received as a Transaction Fee, may act in their own interest with respect to the share of securities and may determine to sell the distributed securities, or hold on to the distributed securities for such time as such recipient, or Atairos Management, shall determine. The ability of such recipients, or Atairos Management, with respect to stock received as a Transaction Fee, to act in their own interest with respect to such distributed shares creates a conflict of interest between Atairos Management and its principals and employees, on the one hand, and Atairos, on the other hand.

Section 206 under the Advisers Act regulates principal transactions among an investment adviser and its affiliates, on the one hand, and the clients thereof, on the other hand. Very generally, if an investment adviser or an affiliate thereof proposes to purchase a security from, or sell a security to, a client (what is commonly referred to as a “principal transaction”), the adviser must make certain disclosures to the client of the terms of the proposed transaction and obtain the client’s consent to the transaction. Subject to Atairos’ governing documents, Atairos Management and its related persons may engage in principal transactions in connection with Atairos Management’s management of Atairos. Atairos Management has established certain policies and procedures to comply with the requirements of the Advisers Act as they relate to principal transactions, including that disclosures required by Section 206 of the Advisers Act be made to Atairos regarding any proposed principal transactions and that any required prior consent to the transaction be received.

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

## **Item 12. Brokerage Practices**

While Atairos may from time to time invest in publicly traded securities (e.g., to acquire or establish an investment position in a public company, money market instruments pending a private investment, securities held as a result of initial public offerings of portfolio companies, going-private transactions, etc.), Atairos Management expects that active trading in publicly traded securities by Atairos will be infrequent. However, to meet its fiduciary duties to Atairos, Atairos Management has adopted written policies to address issues that might arise with respect to purchasing, holding, and selling publicly traded securities.

Atairos Management has, subject to the direction of the board of directors of Atairos, sole discretion over the purchase and sale of Atairos’ investments (including the size of such transactions) and the broker or dealer, if any, to be used to effect transactions. In placing a transaction for Atairos in publicly traded securities involving a broker-dealer, Atairos Management will seek “best execution” of the transaction. “Best execution” means obtaining for Atairos account the lowest total cost (in purchasing a security) or highest total proceeds (in selling

a security), taking into account the circumstances of the transaction and the reputability and reliability of the executing broker or dealer.

In determining whether a particular broker or dealer is likely to provide best execution in a particular transaction, Atairos Management takes into account all factors that it deems relevant to the broker's or dealer's execution capability, including, by way of illustration, price, the size of the transaction, the nature of the market for the security, the amount of the commission, the timing of the transaction taking into account market prices and trends, the reputation, experience and financial stability of the broker or dealer, and the quality of service rendered by the broker or dealer in other transactions.

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

#### **Oversight and Monitoring**

Generally speaking, Atairos' investments are reviewed on a continuous basis by Atairos Management's investment professionals. These reviews are designed to monitor and analyze Atairos' transactions, positions, and investment levels. Particular attention is given to changes in company fundamentals, industry outlook, market outlook, and price levels. Additionally, Atairos Management monitors and manages the performance of the underlying portfolio companies in Atairos, including through representation on portfolio companies' board of directors, and further (as appropriate) may advise portfolio companies' management teams on financial, operating and strategic matters during the terms of Atairos' portfolio companies.

#### **Reporting**

Investors in Atairos will typically receive, among other things, a copy of audited financial statements of Atairos within 90 days after the fiscal year end of Atairos. In addition, investors in Atairos will typically receive unaudited quarterly summary financial information regarding Atairos following the end of each financial quarter. Comcast may also receive regular reporting updates through investor meetings and other materials. Atairos Management may, from time to time, in its sole discretion, provide additional information to Comcast upon request as it relates to Atairos and as Atairos Management deems appropriate.

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

While not a client solicitation arrangement, Atairos Management and its related persons may, in certain instances, receive discounts on products and services provided by portfolio companies.

As noted above in Item 5, Atairos Management does not charge Transaction Fees except (i) with the consent of Comcast or (ii) in the case in which any co-investors that co-invest with Atairos in a portfolio company are charging Transaction Fees to such portfolio company, in which case Atairos Management generally receives a pro rata portion of any such fees. In accordance with Atairos' governing documents and as discussed in Item 5, such Transaction Fees received by Atairos Management and its related persons offset the management fee otherwise payable by Atairos to Atairos Management.

### **Item 15. Custody**

Item 15 is not applicable to Atairos Management.



## **Item 16. Investment Discretion**

Atairos Management provides investment advisory services to Atairos pursuant to the Advisory Agreement. Investment advice is provided by Atairos Management directly to Atairos, subject to the direction and control of the board of directors of Atairos, and not individually to the investors in Atairos. Any restrictions on certain types of investments or certain types of securities are negotiated with Comcast and set forth in the documentation received by investors prior to investment in Atairos.

## **Item 17. Voting Client Securities**

In the event that portfolio companies of Atairos issue proxies that must be voted, Atairos Management has adopted the following procedures:

- Atairos Management will vote Atairos' proxies in the best interest of Atairos and not its own interest.
- Atairos Management will seek to avoid material conflicts of interest between the interests of Atairos Management on the one hand and the interests of Atairos on the other.
- If the Chief Compliance Officer ("CCO") or designee and/or investment staff member detects a material conflict of interest in connection with a proxy solicitation, the CCO must be informed and will then elevate the matter within Atairos Management for further consideration. The CCO will retain a memo to the files describing the material conflict of interest and the proposed resolution.
- Atairos Management will vote proxies in the interest of maximizing value for Atairos.
- All proxy solicitation materials received by Atairos Management shall be received by the investment professional on the respective deal(s) and shared with the CCO.
- A copy of the deal team(s) proxy vote remittance will be provided to the CCO.

Atairos Management's investment professionals from time to time serve as board members for Atairos' portfolio companies. In situations where Atairos Management votes the proxy for a company in which a member of Atairos Management serves on the board of directors, Atairos Management has determined that it does not inherently present a conflict of interest as the purpose for serving on the board is to maximize the return on Atairos' investment and to ensure that Atairos' interests are protected.

A record of proxy voting policies and procedures, proxy statements received regarding Atairos' securities and all proxy votes cast on behalf of Atairos will be maintained for at least five years and available for review. Please note that Atairos Management may rely on proxy statements filed on the SEC's EDGAR system (see <http://www.sec.gov/edgar/searchedgar/companysearch.html>), or which are maintained with a third party, such as a proxy voting service, provided that Atairos

Management has obtained an undertaking from the third party to provide a copy of the documents promptly upon request. Clients should contact the CCO for a copy of the proxy voting policy and procedures, or information with respect to a specific proxy vote.

**Item 18. Financial Information**

Item 18 is not applicable to Atairos Management.

**Item 19. Requirements for State-Registered Advisers**

Item 19 is not applicable to Atairos Management.