

**Item 1 – Cover Page**

**Blackstone Life Sciences Advisors L.L.C.**

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as of March 30, 2020

Form ADV, Part 2A; the “Disclosure Brochure” or “Brochure” provides information about the qualifications and business practices of Blackstone Life Sciences Advisors L.L.C. (“BXLS Advisors”).

If you have any questions about the contents of this Brochure, please contact us at (617) 949-2200. 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. BXLS Advisors is registered with the SEC as an investment adviser. BXLS Advisors’ registration as an investment adviser does not imply any level of skill or training. The oral and written communications BXLS Advisors provides to you, including this Brochure, serve as information for you to use to evaluate BXLS Advisors and should be considered in your decision whether to invest in an investment vehicle advised by BXLS Advisors.

Additional information about BXLS Advisors is also available at the SEC’s website [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov) (click on the link “Investment Adviser Search”, select “Investment Adviser Firm” and type in “Blackstone Life Sciences Advisors”). The search results will provide you with both Parts 1 and 2A of our Form ADV.

## **Item 2 – Material Changes**

There has not been a material change to this Brochure since the last filing dated January 30, 2020. However, this Brochure has been updated to reflect general updates since the initial closing of Blackstone Life Sciences V, L.P.

However, please carefully read Items 5, 8 and 10, which have expanded upon the description of certain fees and expenses, potential risk of loss and potential conflicts of interest (including, for example, in respect of Portfolio Entity relationships), respectively.

BXLS Advisors, at any time, may update this Brochure and either send you a copy or offer to send you a copy (either by electronic means (e-mail) or in hard copy form). If you would like another copy of this Brochure, please download it from the SEC's website as indicated on the cover of this Brochure, or you may contact us at (617) 949-2200.

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#### **Item 4 – Advisory Business**

BXLS Advisors is a Delaware limited liability company. BXLS Advisors provides investment advisory services to Blackstone Life Sciences V, L.P. and any parallel or alternative investment vehicles relating to it (collectively, “BXLS V” or the “Fund”) and certain other pooled investment vehicles that may be formed from time to time. The Fund is an investment fund which specializes in investments in the life sciences industry, including the healthcare, pharmaceutical and biotechnology sectors. An affiliate of BXLS Advisors serves as the general partner (the “General Partner”) of the Fund. BXLS Advisors was established in 2017.

References throughout this Brochure to the term “Sponsor” describe, as the context or applicable law requires, individually and collectively, the General Partner and BXLS Advisors, and all references herein to the Sponsor or to any rights, powers, responsibilities, or activities of the Sponsor are qualified in all respects by the Organizational Documents (as defined herein) of the Fund, all of which should be carefully reviewed by each potential investor in a Fund for, among other things, a more detailed description of the relative rights, powers, responsibilities and activities of each of the General Partner and BXLS Advisors.

The ultimate parent of BXLS Advisors is The Blackstone Group Inc., which is a publicly traded corporation listed on the New York Stock Exchange and which trades under the ticker symbol “BX”. The Blackstone Group Inc. (together with its affiliates, “Blackstone”) is a leading global alternative investment manager with investment vehicles focused on the private equity, real estate, hedge fund solutions, non-investment grade credit, infrastructure, life sciences, secondary private equity funds of funds and multi-asset class strategies. Effective as of July 1, 2019, The Blackstone Group Inc. converted from a Delaware limited partnership named The Blackstone Group L.P. to a Delaware corporation.

Please see **Item 10 – Other Financial Industry Activities and Affiliations** for more information. BXLS Advisors’ regulatory assets under management was \$4,064,368,125 as of March 20, 2020.

References throughout this Brochure to “Other Blackstone Clients” describes, as the context requires, individually and collectively, any of the following in existence on the date hereof and those that may be formed in the future: (i) the Legacy Clarus Funds, (ii) the BCP Funds, the BCEP Funds, the BREP Funds, the BPP Funds, the BREDS Funds, the BTAS Funds, the TacOpps Funds, the BAAM Funds, the BIS Funds, BXG Funds, the GSO Funds, Strategic Partners, BSCH and BXMT Funds (each as defined herein), (iii) any successor funds to any of the funds described in (i) or (ii), (iv) vehicles formed in connection with Blackstone’s side-by-side or additional general partner investments relating thereto, and (v) any other funds, vehicles or accounts, including separately managed accounts, operated, managed or advised by Blackstone (including future funds, managed accounts and/or similar arrangements) and any successors thereto, other than the Fund and its parallel funds and alternative investment vehicles.

**Description of Advisory Services:**

BXLS Advisors serves as investment advisor to the Fund pursuant to the terms of the investment advisory agreement (the “Advisory Agreement”) between BXLS Advisors and the Fund and makes investment decisions for the Fund including by evaluating the Fund’s investments.

The individual needs of the investors in the Fund are not the basis of investment decisions by BXLS Advisors. Investment advice is provided directly to the Fund by BXLS Advisors and not individually to the Fund’s investors.

Through a series of delegation agreements, BXLS Advisors also provides specific portfolio management services to certain private investment funds managed by an affiliated alternative investment fund manager for the purposes of the European Union Alternative Investment Fund Managers Directive (“AIFMD”).

## Item 5 – Fees and Compensation

### *Management Fees and Performance Fees*

Per the Advisory Agreement with the Fund, BXLS Advisors is entitled to compensation for its services in the form of a management fee (the “Management Fee”), generally payable quarterly in arrears. The Management Fee is based on either committed capital or invested capital, depending on whether the Fund’s investment period is currently active. Prorated refunds would be provided for partial quarters, if any, to the extent applicable. BXLS Advisors has agreed to waive Management Fees for a specified period of time following the Fund’s effective date with respect to Fund investors that have certain characteristics, such as if a Fund investor participates in an early closing of the Fund or makes a commitment to the Fund above a certain threshold. As set forth in Item 6 below, the General Partner of the Fund is eligible to receive performance-based or “carried interest” allocations. The Confidential Private Placement Memorandum (as supplemented from time to time) and the Partnership Agreement and Advisory Agreement (collectively, the “Organizational Documents”) of the Fund include further details on fees and compensation and related matters.

Management Fees and performance-based allocations are either withheld from distributions or, in the case of Management Fees, invoiced at an appropriate time pursuant to a capital call notice.

Certain investors in the Fund, including current and/or former senior advisors, officers, directors and personnel of Blackstone, Portfolio Entities (as defined herein) of the Fund and Other Blackstone Clients, including BTAS Funds, BREP Funds, BPP Funds, BREDS Funds, BIP Funds, GSO Funds, Strategic Partners, Life Sciences, BIS Funds, BAAM Funds (including BSOF), BSCH, BXLS, Legacy Clarus Funds, BTO Funds, BXMT Funds, BXG (each as defined herein) and, personnel of PJT Partners Inc. and certain other investment funds, managed accounts and/or other similar arrangements otherwise advised, managed or operated by Blackstone (and including such future investment funds, managed accounts and/or other similar arrangements) and any successors thereto (collectively, “Other Blackstone Clients”) and/or charitable programs, endowment funds and related entities established by or associated with any of the foregoing (including any trusts, family members, family investment vehicles, estate planning vehicles, descendant, trusts and other related persons or entities), and other persons related to Blackstone (“Blackstone Investors”), will not pay Management Fees and/or performance-based or carried interest allocations in connection with their investment in the Fund or Blackstone-sponsored funds that make investments in or alongside the Fund. Notwithstanding the foregoing, such investors will either directly pay for their *pro rata* share of certain Fund expenses (as described below), or the pro rata amount of such expenses will be allocated to the General Partner or its affiliates. In addition, to the extent current and/or former partners, employees, advisors and other persons referred to above, including their charitable programs, endowment funds and related entities established by or associated with any of the foregoing (including any trusts, family members, family investment vehicles, estate planning vehicles, descendants, trusts and other related persons and entities) and related entities, make capital commitments and/or otherwise invest in or alongside the Fund, any such amounts may, in the General Partner’s sole discretion, be treated as satisfying the applicable portion of any required capital commitment of the General Partner

and/or its affiliates to the Fund (even in circumstances where any such commitments or investments are made following a separation from Blackstone). For more information with respect to the allocation of Fund expenses, please see “Expenses” in this Item 5 below.

#### *Blackstone Strategic Relationships*

In addition, Blackstone has entered, and it can be expected that Blackstone in the future will enter, into strategic relationships with investors (and/or one or more of their affiliates) that involve an overall relationship with Blackstone that could incorporate one or more strategies in addition to the Fund’s strategy (“Strategic Relationships”). A Strategic Relationship often involves an investor agreeing to make a capital commitment to multiple Blackstone funds, one of which may be the Fund. Fund investors will not receive a copy of any agreement memorializing a Strategic Relationship program (even if in the form of a side letter) and will be unable to elect in the “most-favored nations” election process any such rights or benefits afforded through a Strategic Relationship. Specific examples of such additional rights and benefits include, among others, specialized reporting, discounts or reductions on and/or reimbursement or rebates of Management Fees or carried interest, secondment of personnel from the investor to Blackstone (or vice versa), targeted amounts for co-investments alongside Blackstone funds (including, without limitation, preferential or favorable allocation of co-investment, and preferential terms and conditions related to co-investment or other participation in Blackstone vehicles (including any carried interest and/or Management Fees to be charged with respect thereto, as well as any additional discounts, reductions, reimbursements or rebates thereof or other penalties that may result if certain target co-investment allocations or other conditions under such arrangements are not achieved)). The co-investment that is part of a Strategic Relationship may include co-investment in investments made by the Fund. To the extent any allocations are made pursuant to the Organizational Documents based on unused capital commitments, any such discount or reduction of Management Fees will cause the unused capital commitments of the applicable investor to fluctuate disproportionately as compared to the unused capital commitments of any other Fund investor without such Management Fee discount or reduction. Blackstone, including its personnel (including life sciences personnel), may receive compensation from Strategic Relationships and be incentivized to allocate investment opportunities away from the Fund to or source investment opportunities for Strategic Relationships. Strategic Relationships will, in certain circumstances, result in fewer co-investment opportunities (or reduced allocations) being made available to Fund investors. (See also “—Additional Potential Conflicts of Interest with respect to Co-Investment; Strategic Relationships Involving Co-Investment” herein). In addition, from time to time, Blackstone may enter into economic and/or fee sharing arrangements with respect to the Fund and/or certain limited partners thereof, which rights will not generally be made available to other limited partners.

#### *Other Fees Payable to BXLS Advisors and its Affiliates*

In addition, pursuant to the Advisory Agreement, BXLS Advisors may charge investors with capital commitments below a certain threshold a servicing fee (the “Servicing Fee”), subject to the right of the General Partner, in its sole discretion, to reduce or waive such fee. The Servicing Fee is

generally equal to a percentage based on capital commitments (and based on invested capital after the end of the investment period) and payable quarterly in arrears.

In addition to the Management Fee, Servicing Fee and performance-based allocations (see Item 6 below), BXLS Advisors and its affiliates may receive a variety of other fees as part of the investment activities of the Fund including, without limitation, syndication and financial advisory fees (including underwriting fees), organization and financing fees and similar fees for arranging acquisitions and other major financial restructurings, commitment, break-up and topping fees, operational fees, divestment fees and directors' fees, fees for services related to group purchasing, healthcare consulting/brokerage, investment banking, capital markets, credit origination, loan servicing and/or other types of insurance, management consulting and other similar operational and finance matters, and/or other fees and annual retainers from (or, with respect to) the Fund's Portfolio Entities. For the avoidance of doubt, although the financial advisory and restructuring business of Blackstone has been spun out, to the extent any investment banking fees, consulting (including management consulting) fees, syndication fees, capital markets syndication and advisory fees (including underwriting fees), origination fees, acquisition fees, servicing fees, fees for asset management and/or property management services, loan servicing and due-diligence, healthcare consulting / brokerage fees, fees relating to group purchasing and organizational fees, and other similar fees and annual retainers (whether in cash or in kind) from or with respect to Portfolio Entities of the Fund and other persons (including co-investors and joint venture partners) are received by Blackstone, such fees will not be required to be shared with the Fund or the investors in the Fund and will not result in any offset to the Management Fee payable by the Fund investors.

Generally 100% of the Fund's *pro rata* share of certain specified fees set forth in the Organizational Documents (net of reasonable out of pocket expenses incurred by BXLS Advisors and its affiliates) will be applied to reduce Management Fees (not below zero). Any other fees received by BXLS Advisors would not offset the Management Fee or performance-based allocations except as specifically provided in the Fund's Organizational Documents. In addition, as further described in the Organizational Documents, compensation to Development Companies (as defined herein) and its personnel will not offset or reduce the Management Fee payable by the Fund investors, and are not otherwise shared with the Fund. Any such fees that result in an offset to the Management Fee only apply to the extent it is made as part of the Fund's investments in such Portfolio Entities. As a result, in the case of directors' fees, the Management Fee will not be reduced or offset to the extent any Blackstone employees or professionals receive directors' fees relating to continued director service after the Fund has exited the Portfolio Entities and/or following the termination of such employee's employment with Blackstone. Fund investors should carefully consult the Fund's offering documents and Organizational Documents to determine the fees that can be offset and the Management Fee offset percentage applicable to the Fund in which they are Invested. (See "Other Blackstone Business Activities")

The Fund bears the cost of fund administration, in-house attorneys to provide transactional legal advice, tax planning and other related services provided by Blackstone personnel and related parties to the Fund and its Portfolio Entities, including the allocation of their compensation and



related overhead otherwise payable by Blackstone, as determined by BXLS Advisors and as permitted by the Organizational Documents. Fund investors should carefully consult the Fund's Organizational Documents to determine the fees, if any, that can be offset and the Management Fee offset percentage, if any, applicable to the Fund (See "Other Blackstone Business Activities" in Item 10 below). In addition, BXLS Advisors may also engage and retain on behalf of the Fund and/or their Portfolio Entities strategic advisors, consultants, senior advisors, industry experts, joint venture and other partners and professionals any of whom might be current or former executives or other personnel of BXLS Advisors, its affiliates, Development Companies or Portfolio Entities of the Fund or Other Blackstone Clients and who may, from time to time, receive payments from, or allocations with respect to, Portfolio Entities or the Fund, and such amounts will not offset the Management Fee paid by the Fund (See "Advisors, Consultants and Partners" in Item 10 below).

The precise amount of, and the manner and calculation of, the fees and compensation described above, including the Management Fee, Servicing Fee and performance-based compensation, are established by BXLS Advisors through negotiations with investors in the Fund, and the Organizational Documents of the Fund include further details on such fees, compensation and related matters.

#### *Expenses*

The following is a list of expenses that are typically borne by the Fund (and indirectly by the limited partners of the Fund). This list is not intended to be exhaustive; prospective and existing investors in the Fund are advised to review the Fund offering materials and Organizational Documents for a more extensive description of the expenses associated with an investment in the Fund. Subject to the limitations set forth in the Organizational Documents, costs, expenses and charges specifically attributed or allocated by BXLS Advisors and its affiliates to the Fund may exceed what would be paid to an unaffiliated third party for substantially similar services.

- Legal fees (including compensation costs specifically allocated or attributed by BXLS Advisors or its affiliates with respect to in-house attorneys to provide transactional legal advice and/or services to the Fund and its Portfolio Entities on matters related to potential or actual investments).
- Regulatory filing fees of the Fund, including but not limited to compliance with U.S. federal and state securities laws and international laws, such as the AIFMD (including any costs associated with the AIFMD marketing passport).
- Expenses related to BXLS Advisors' ongoing compliance related matters and reporting obligations to the extent they relate to the Fund's activities (*e.g.*, Form PF, U.S. Commodity Futures Trading Commission ("CFTC") filings, AIFMD filings) and any related regulations, including costs and expenses of collecting and calculating data and preparation of regular reports to be filed with EEA member states.
- Expenses relating to Freedom of Information Act and similar requests.

- Administrative fees (including in-house administration/accounting costs), expenses and/or charges, including overhead related thereto (See “Other Blackstone Business Activities” in Item 10 below).
- Organizational expenses associated with operating the Fund.
- Operating expenses.
- Costs, fees and expenses of third-party directors and officers.
- Consultant and senior advisor expenses (See “Advisors, Consultants and Partners” in Item 10 below) and the expenses of investment bankers.
- Technology expenses (including internal expenses, charges and / or related costs incurred, charged or specifically attributed or allocated by the Fund, BXLS Advisors or its Affiliates in connection with such provision of services thereby).
- Accounting fees.
- Sourcing fees.
- Taxes and tax-related interest.
- Tax advisor fees, including all expenses in connection with any tax audit, examination or investigation.
- Audit fees.
- Brokerage commissions.
- Transaction fees.
- Fees and expenses associated with borrowing, guarantees and other financing, including interest charges.
- Expenses of loan servicers and service providers (including, for the avoidance of doubt, the costs and charges allocable with respect to the provision of fund administration or other services and professionals related thereto (including secondees and temporary personnel or consultants) as deemed appropriate by the General Partner).
- Expenses associated with the development, negotiation, acquisition, holding, monitoring and disposition investments.
- Assets/property management fees.
- Fees, costs and expenses related to the organization or maintenance of any intermediate entity used to develop, source, acquire, hold or dispose of any one or more investments or otherwise facilitating the Fund’s investment activities , including without limitation any travel and accommodation expenses related to such entity and the salary and benefits of

any personnel reasonably necessary and/or advisable for the maintenance and operation of such entity, costs associated with the leasing of office space (including, without limitation, rent and refurbishment costs and office space in Luxembourg).

- Custodial, depositary, representative and paying agent and other third party professional fees.
- Research-related expenses, including news and quotation equipment and services and data collection and including costs allocated by Blackstone's internal research and third party groups (which are generally based on time spent), internal and third-party printing (including a flat service fee) and publishing (including time spent performing such internal printing and publishing services).
- Broken-deal expenses (See "Broken Deal Expenses" in Item 10 below).
- Expenses associated with the preparation, printing and delivery of the Fund's periodic reports and related financial and other statements and investor notices and communications (including preparation and delivery of tax returns, K-1s and other communications or notices relating to the Fund).
- Expenses of the L.P. Advisory Committee or board of directors, including director fees, as applicable, or any Independent Client Representative (if any) (each as defined herein).
- Expenses of investor meetings.
- Expenses associated with the Fund's compliance with applicable laws and regulations.
- Expenses of litigation involving the Fund or entities in which the Fund has investments and the amount of any judgments, fines, other governmental fees or charges, remediation or settlements paid in connection therewith.
- Expenses incurred in connection with complying with provisions in investor side letter agreements, including "most favored nations" provisions.
- Travel and entertainment expenses in connection with the Fund's organization, fundraising and investment activities including any expenses related to attending trade association meetings, conferences or similar meetings (including first class and/or business class airfare (and/or private charter, where appropriate), first class lodging, ground transportation, travel and premium meals (including closing dinners and mementos, cars and meals (outside normal business hours), social and entertainment events with Portfolio Entity management, customers, clients, borrowers, brokers and service providers)). Travel and entertainment expenses in connection with a trip taken by employees of BXLS Advisors and/or the General Partner for purposes of multiple matters will generally be allocated to each such matter based on the time spent for each matter and then the resulting expenses will be allocated among the Fund, Other Blackstone Clients and/or BXLS Advisors as otherwise set forth herein.

- Expenses related to hedging arrangements and currency conversion and associated with the acquisition, settling, holding, monitoring, and disposition of investments (including without limitation, any brokerage, custody, or hedging costs and travel and related expenses in connection with the Fund's investment activities).
- Insurance (including cost of title insurance).
- Indemnification expenses (including advancement of any fees, costs or expenses to persons entitled to such indemnification).
- Expenses of liquidating the Fund.
- Marketing, advertising, printing, wholesaling and other capital raising expenses associated with investor admission/subscription and investor related services and other similar costs.
- Arbitration expenses.
- Valuation costs.
- Expenses of third party advisory committees of the Fund as well as of other goods and services provided by third parties and other third party professionals.
- Expenses and fees (including compensation costs) charged or specifically attributed or allocated by BMLS Advisors or its affiliates for data management and data-related services provided to the Portfolio Entities or the Funds (including in connection with prospective Investments).
- Expenses related to insurance procurement, brokerage, solutions and risk management services.
- The costs of secondees, including personnel of Portfolio Entities, vendors, service providers (including law firms and accounting firms) and investors in the Fund and Other Blackstone Clients providing services to Blackstone and/or Portfolio Entities.
- Expenses related to certain personnel of Blackstone and its affiliates, including Consultants, seconded to Portfolio Entities, vendors, service providers and vendors or limited partners of the Funds and Other Blackstone Clients to provide finance, accounting, operational support, data management and other similar services, including the sourcing of investments for the Funds or other parties (see "Secondments and Internships" in Item 10 below).

Investors in the Fund are generally allocated their *pro rata* share of such additional fees and expenses and the Fund generally bears its share of fees and expenses as part of its participation in investments. Pursuant to the Organizational Documents of the Fund, all expenses (including organizational, legal, reporting and compliance-related expenses and other expenses described in Item 5 above) are generally allocated between or among the Fund, feeder entities and its

parallel funds and their respective alternative investment vehicles, as applicable, (including any parallel funds formed in Luxembourg and any related AIFMD and other marketing and compliance-related expenses) on a pro rata basis. This will result in the Fund bearing a portion of certain expenses attributable to its parallel funds (including, but not limited to, those expenses for AIFMD) that are not directly connected to the Fund and its activities, and the parallel funds bearing certain of the Fund's expenses that are not directly connected to such parallel funds and their activities on a pro rata basis.

From time to time, the General Partner will be required to decide whether costs and expenses are to be borne by the Fund, on the one hand, or the General Partner and BXLS Advisors, on the other, and whether certain costs and expenses should be allocated between or among the Fund, on the one hand, and Blackstone's other investment funds, investment vehicles, permanent capital vehicles, accounts and related entities (including those in existence as of the date hereof and those that may be formed in the future), on the other hand. Certain expenses may be suitable for only the Fund, a particular feeder entity or participating Other Blackstone Client and borne only by such vehicle, or, as is more often the case, expenses may be allocated pro rata among each participating Other Blackstone Client and the Fund even if the expenses relate only to particular vehicle(s) and/or investor(s) therein (including, for the avoidance of doubt, the expenses of any feeder entities and each of their respective alternative investment vehicles). For the avoidance of doubt, any amounts required to be funded by investors participating in feeder entities (or withheld from their distributions by the General Partner) to satisfy their share of expenses of any such feeder entities will not reduce (or be deemed to reduce) limited partners' Unpaid Capital Commitments unless otherwise agreed by the General Partner in their sole discretion. With respect to broken deal expenses, the Fund and Blackstone's side-by-side co-investment vehicles (as applicable) will generally be required to bear their pro rata portion of broken deal expenses in accordance with the amount they were expected to invest in the unconsummated deal. Any such broken deal expenses could, in the sole discretion of BXLS Advisors, be allocated solely to the Fund and not to Other Blackstone Clients or co-investment vehicles that could have made the relevant investment, even when the Other Blackstone Client or co-investment vehicle commonly invests alongside the Fund in its investments or Blackstone or Other Blackstone Clients in their investments (including such standing co-invest vehicles). In such cases the Fund's shares of expenses would increase. In the event broken deal expenses are allocated to an Other Blackstone Client or a co-investment vehicle, BXLS Advisors or the Fund will, in certain circumstances, advance such fees and expenses without charging interest until paid by the Other Blackstone Client or co-investment vehicle, as applicable. (See "Broken Deal Expenses" in Item 10 below.) The General Partner will make such allocation judgments in its fair and reasonable discretion, notwithstanding its interest in the outcome, and may make corrective allocations should, based on periodic reviews, it determines that such corrections are necessary or advisable. There can be no assurance that a different manner of allocation would not result in the Funds or an Other Blackstone Client bearing less (or more) expenses.

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

In addition to the Management Fees and other fees described in Item 5 that are received by BXLS Advisors or its affiliates, the General Partner of the Fund receives a portion of the profits in respect of disposition proceeds from the Fund with respect to each limited partner (other than those that are affiliates of BXLS Advisors), which is equal to twenty percent of the amounts otherwise distributable to such limited partner with respect to any particular investment (as set forth in the Fund's Organizational Documents). Such allocation of profits is only allocated to the General Partner when specific conditions are met, including, in the case of distributions of disposition proceeds, the return to each of the limited partners of an aggregate amount equal to all capital contributed to the Fund by such limited partner for realized investments and any writedowns (or net writedowns in certain cases) on unrealized investments, fees and expenses allocable to such investments and the receipt of a preferred return on such amounts.

The Fund generally distributes current income from an investment in the manner described above relating to distributions of disposition proceeds except that distributions of current income are made on an investment by investment basis and do not take account of a return of capital and any writedowns, but will take into account actual unrecouped losses from prior dispositions and, in certain circumstances, certain allocated fees and expenses.

The fact that BXLS Advisors' affiliates are in part compensated based on the performance of the Fund create a greater incentive for the General Partner to make more speculative investments on behalf of the Fund or time the purchase or sale of investments in a manner motivated by the personal interest of Blackstone personnel than if such performance-based compensation did not exist. However, the significant commitment by Blackstone to invest in the Fund and the General Partner clawback and related guarantee, where applicable, should reduce the incentives to make more speculative investments or otherwise time the sale of investments based on considerations related to carried interest. The General Partner clawback, where applicable, potentially creates other misalignments of interests between the General Partner and limited partners, such as an incentive for the General Partner to defer disposition of an investment that would result in a realized loss and trigger the clawback, or delay the dissolution and liquidation of the Fund if doing so would trigger a clawback obligation.

As described in Item 5, Blackstone Investors are not subject to Management Fees or carried interest allocations.

## Item 7 – Types of Clients

BXLS Advisors manages the Fund. The Fund's investors may consist of some or all of the following:

- Banks and other financial institutions
- Insurance companies
- Investment companies
- Public and private retirement and pension plans
- Public and private profit sharing plans
- Trusts and estates
- Charitable organizations and foundations, including endowment funds thereof
- State and municipal government agencies
- Sovereign wealth funds
- Private investment funds
- Corporations
- Business entities other than those listed above
- High net worth individuals
- Family offices

Investors also include other funds, vehicles and/or accounts managed by affiliates of Blackstone (including investors in funds established for the BTAS Funds, Blackstone Harrington Partners L.P, Blackstone Insurance Solutions and Strategic Partners funds). All investors are subject to applicable suitability requirements. BXLS Advisors and the General Partner require that each investor in the Fund be (i) an "accredited investor" as defined in Regulation D under the U.S. Securities Act of 1933, as amended (the "Securities Act"), and (ii) a "qualified purchaser" as defined in Section 2(a)(51) of the U.S. Investment Company Act of 1940, as amended, and meet other suitability requirements (including, in some circumstances, a person that is not a U.S. Person as defined in Regulation S under the Securities Act). Generally, investors must invest a minimum dollar amount as determined in the General Partner's sole discretion. The General Partner reserves the right, in its sole discretion, to waive the minimum dollar amount.

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

### **Investment Strategies:**

BXLS Advisors offers advice to the Fund generally to focus on structured investments in late clinical stage life sciences products, including pharmaceutical corporate partnerships, pre-approval royalties and other opportunistic life sciences investments, including pre-approval royalty monetizations and investments in early stage businesses. These investments may be made in connection with privately negotiated partnerships and transactions including spinouts and may utilize some degree of leverage.

BXLS Advisors' investment analysis methods include fundamental, technical and cyclical research. BXLS Advisors' investment team is responsible for evaluating securities (and other products) for investment. BXLS Advisors' investment professionals also review all portfolios for adherence to the investment objectives of each portfolio and the Fund's stated investment strategies.

BXLS Advisors' personnel generally meet each Monday to discuss potential and pending transactions and ongoing diligence. The members of the broader Blackstone organization investing in healthcare also meet in person and in groups on a regular basis to discuss portfolio investments and industry trends in greater detail, and BXLS Advisors intends to conduct comprehensive in-person offsite reviews of the BXLS V portfolio twice a year alongside its other Blackstone colleagues. All Fund investment decisions and disposition decisions will be reviewed and approved by the Investment Committee of the Fund. The Investment Committee will convene as appropriate to approve binding investment decisions, ensuring that broad consensus is achieved and all key concerns have been addressed, before the Fund's capital is committed to a particular deal. The power to, among other things, grant approval for the Fund to acquire a particular investment, finance or refinance any new or existing investment or dispose of any existing investment may be delegated to a sub-committee of the Investment Committee and may be further delegated to particular investment professionals and/or other Blackstone professionals.

In addition the Sponsor or its affiliates, in partnership with other life sciences specialist investors (the "Syndicate Partners"), own three special purpose development companies: SFJ Pharmaceuticals, Avillion and Nuvelution (each a "Development Company" and collectively, the "Development Companies"). The Sponsor's representatives sit on the Board of Directors of each of these three companies. The focus of each of these Development Company is to assist the Fund in identifying and diligencing high-quality, later stage assets in life sciences pipelines, to assist in the negotiation of satisfactory terms for transactions on these assets and, in many cases, to take the lead in executing the agreed development plans through the mutually agreed success milestone. The Sponsor (or its affiliates) and the Syndicate Partners have exclusive rights to all deal flow sourced by these three companies and as such cannot be offered to outside investors. The Sponsor's team independently diligences each investment opportunity, is actively involved in negotiating the deal structure and economics, and carefully reviews the associated deal documentation with dedicated counsel. The Sponsor has significant involvement in the



design of the trial protocol along with the Development Company and life sciences company counterparty. The Sponsor has authority over final deal terms and structures in all of these investments. Please also see “Development Companies” in Item 10 below.

The management teams of each Development Company source and diligence pharmaceutical corporate partnership opportunities. Each Development Company independently triages and prioritizes such opportunities and, with the input of its board, submits preliminary term sheet proposals when it feels a program has the potential to meet the Sponsor (or its affiliates) (and its Syndicate Partner(s) in such Development Company) investment criteria and returns targets. If further diligence and negotiation indicates the potential for a deal to be of interest to the Sponsor (or its affiliates) (and its Syndicate Partner(s) in such Development Company), then the Sponsor’s team responsible for that Development Company discuss the opportunity with the broader Sponsor team, and an independent Sponsor diligence team will be assembled to vet the opportunity. The Sponsor also works closely with the Development Companies and the life sciences counterparty in the final design of the clinical development plan for each pharmaceutical corporate partnership opportunity.

The Sponsor also independently sources, evaluates and consummates select pharmaceutical corporate partnership opportunities that fall outside the mandates of the Development Companies, or where another development team may have unique knowledge of, or rights to, a particular asset. Pharmaceutical corporate partnership opportunities may also include the Sponsor collaborating with an existing, smaller life sciences company to finance the development of one or more of its assets through to a pre-agreed success milestone, which would in turn trigger a pre-negotiated acquisition of the company (or its program financed by the Sponsor) by a larger life sciences acquiror.

In addition to the extensive diligence conducted by the Development Company teams (where applicable), the Sponsor performs its own independent confirmatory diligence on each opportunity. For a pharmaceutical corporate partnership opportunity proposed by a Development Company, the Sponsor’s deal team will include additional members of the Sponsor’s investment team who are not on the board of such Development Company.

#### **Risk of Loss:**

An investment in the Fund entails a significant degree of risk and therefore should be undertaken only by investors capable of evaluating the risks of the Fund and bearing the risks such investments represent. Set forth below is a non-exhaustive list of such risks:

1. No assurance of investment return
2. Limited operating history
3. Reliance on the Sponsor
4. Role of life sciences professionals

5. Investments in the life sciences industry
6. Investments in regulated industries
7. Development and regulatory risk
8. Political risks
9. Certain healthcare reform measures
10. Dependence on patents, trademarks and other intellectual property
11. Highly competitive market for investment opportunities; operators and other partners
12. General economic and market conditions
13. Trade policy
14. Financial market fluctuations; availability of financing
15. Inflation
16. Investment outside the United States generally
17. Economic, political and social risks
18. Regional risk; interdependence of markets
19. Terrorist activities
20. Natural disasters
21. Corruption risks; FCPA
22. Foreign investments controls
23. Foreign capital controls
24. Legal framework and corporate governance
25. Accounting, disclosure and regulatory standards
26. Potential collapse of the Euro
27. United Kingdom exit from the European Union
28. Chinese growth slowdown; Chinese economy
29. Bankruptcy
30. Investments in open market purchases; publicly traded securities

31. Convertible securities
32. Illiquid and long-term investments
33. Non-controlling investments; investments with third parties
34. Investment in less established companies
35. Future investment techniques and instruments
36. Technological and scientific innovations
37. Environmental matters
38. Governmental action risks
39. Force majeure risk
40. Availability of insurance against certain catastrophic losses
41. Additional capital requirements
42. Adequacy of reserves
43. Deployment of capital
44. Distributions in-kind
45. Failure to make payments
46. Risks relating to due diligence of investments
47. Political activities
48. Reliance on portfolio entity management and third parties
49. Risks in effecting operating improvements
50. Expedited transactions
51. Portfolio entity liabilities
52. Risks from operations of other portfolio entities and Development Companies
53. Volatility of credit markets affecting ability to finance and consummate investments
54. Risks related to bridge financings
55. Leverage; subscription line of credit
56. Securitizations

- 57. Foreign currency and exchange rate risks
- 58. Hedging risks/derivatives
- 59. Risk of limited number of investments; lack of diversification
- 60. Liabilities on disposition of investments
- 61. Documentation and legal risks
- 62. Permits, approvals and licenses
- 63. Legal, tax and regulatory risks
- 64. OFAC and sanctions considerations
- 65. Absence of oversight under the Investment Company Act
- 66. Derivatives; Registration under the U.S. Commodity Exchange Act
- 67. Pay-to-Play laws, regulations and policies
- 68. Financial industry regulation
- 69. Change of law risk
  
- 70. FATCA
- 71. Possible legislative or other developments
- 72. Legislation adversely affecting Blackstone employees and other service providers
- 73. Limitations on deductions of business interest
- 74. General tax considerations
- 75. Partnership audit legislation
- 76. Phantom income
- 77. Taxation in certain jurisdictions
- 78. Certain investment structures
- 79. UBTI & ECI; tax treatment of corporations
- 80. Provision of managerial assistance
- 81. ERISA considerations

- 82. Risk arising from potential control group liability
- 83. Cyber security breaches
- 84. Operational risk
- 85. No market for limited partnership interests; restrictions on transfers
- 86. Dilution from Subsequent closings
- 87. Recycling; reinvestment
- 88. Possible exclusion
- 89. Amendments
- 90. Sponsor voting
- 91. Annual informational meetings
- 92. Handling of mail
- 93. Valuation matters
- 94. Uncertainty of projections
- 95. Uncertainty regarding the future utilization of LIBOR
- 96. Subscription credit facility
- 97. Compliance with CFIUS
- 98. ESG
- 99. GDPR/Privacy
- 100. Cayman EU blacklisting
- 101. Risks relating to technological innovations

**Investors are advised to review the Fund's offering materials for a more extensive description of the investment strategies and the risks of investing in the Fund.**

Economic, political, regulatory, technological and industry conditions fluctuate substantially over time, and performance of any investment, including pharmaceutical corporate partnerships (despite their structured nature), is not guaranteed. As a result, there is a risk of loss of value in the assets which BXLS Advisors manages that is not in BXLS Advisors' control. BXLS Advisors cannot guarantee any level of performance or that investors in the Fund will not experience a substantial or complete investment loss. There is no assurance that the Fund will be able to generate returns or that the returns will be commensurate with the risks inherent in its

investment strategies. The marketability and value of any such investment will depend upon many factors beyond the control of BXLS Advisors. The expenses of the Fund may exceed its income, and an investor in the Fund could lose the entire amount of its contributed capital. Therefore, an investor should only invest in the Fund as part of an overall investment strategy, and only if the investor can withstand a total loss of its investment. The past investment performance of the Fund cannot be taken to guarantee future results of the Fund or any investment in the Fund.

Additionally, certain countries have been susceptible to epidemics, most recently Covid-19, which has been designated as a pandemic by world health authorities. The outbreak of such epidemics or pandemics, together with any resulting restrictions on travel or quarantines imposed, has had and will continue to have a negative impact on the economy and business activity globally (including in the countries in which the Fund invests), and thereby is expected to adversely affect the performance of the Fund's investments. In addition, if any clinical trial (including enrollment therein) or regulatory approval process for pharmaceuticals is delayed, otherwise hindered or abandoned as a result of such epidemics or pandemics (including COVID-19), this could have a negative impact on the ability of the Fund's investments to engage in trials or receive approvals, and thereby could adversely affect the performance of the Fund's investments. Furthermore, the rapid development of epidemics could preclude prediction as to their ultimate adverse impact on economic and market conditions, and, as a result, presents material uncertainty and risk with respect to the Fund and the performance of its investments.

## **Item 9 – Disciplinary Information**

BXLS Advisors does not have any legal, financial or other “disciplinary” event to report. As a registered investment adviser, BXLS Advisors is obligated to disclose any legal disciplinary event that would be material to a client when evaluating the adviser’s advisory business or integrity of its management.

On occasion, in the ordinary course of its business, Blackstone is named as a defendant in a legal action. Although there can be no assurance of the outcome of such legal actions, BXLS Advisors does not believe that any current legal proceeding or claim to which Blackstone is a party would individually or in the aggregate materially affect BXLS Advisors and/or the Fund’s results of operations, financial position or cash flows. Certain regulatory, litigation and other similar matters are disclosed in (i) Blackstone’s public filings (including, without limitation, its current, periodic and annual reports on Forms 8-K, 10-Q and 10-K), which may be accessed through the website of the SEC ([www.sec.gov](http://www.sec.gov)) or Blackstone (<http://ir.blackstone.com/investors/annual-reports-and-sec-filings/default.aspx>), and (ii) materials made available through Blackstone’s BXAccess online portal, which is accessible to the Fund’s limited partners with respect to the Fund.

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

### **Other Financial Industry Activities**

Blackstone has conflicts of interest, or conflicting loyalties, as a result of the numerous activities and relationships of Blackstone, the Sponsor, the Fund, the Other Blackstone Clients, the Portfolio Entities of the Fund and Other Blackstone Clients and affiliates, partners, members, shareholders, officers, directors and employees of the foregoing, some of which are described herein. However, not all potential, apparent and actual conflicts of interest are included below, and additional conflicts of interest could arise as a result of new activities, transactions or relationships commenced in the future. Potential Fund investors should review this section and the Fund's Organizational Documents carefully for additional risks and conflicts disclosure before making an investment decision.

BXLS Advisors will take such actions as may be required by the Organizational Documents of the Fund to handle conflicts.

Any references to Blackstone and/or BXLS Advisors in this section will be deemed to include their respective affiliates (including the General Partner), partners, members, shareholders, officers, directors and employees. References herein to "Portfolio Entity" describes, individually and collectively, any entity owned, directly or indirectly through subsidiaries, by the Fund or Other Blackstone Clients, including, as the context requires, portfolio companies, holding companies, special purpose vehicles and other entities through which investments are held.

If any matter arises that BXLS Advisors determines in its good faith judgment constitutes an actual and material conflict of interest, BXLS Advisors will take the actions it determines appropriate to mitigate the conflict, which will be deemed to fully satisfy any fiduciary duties it may have to the Fund or the Fund investors. Thereafter, BXLS Advisors will be relieved of any liability related to the conflict to the fullest extent permitted by law.

Actions that could be taken by BXLS Advisors or its affiliates to mitigate a conflict include, by way of example and without limitation, (i) if applicable, handling the conflict as described in the Organizational Documents; (ii) presenting a material conflict of interest to the advisory committee consisting of representatives of select Fund investors and parallel fund investors (the "L.P. Advisory Committee"), Independent Client Representative (as defined below) (if any) and/or the limited partners of the Fund and as expressly provided for in the Organizational Documents; (iii) disposing of the investment or security giving rise to the conflict of interest; (iv) appointing an independent representative (an "Independent Client Representative") to act or provide consent with respect to the matter giving rise to the conflict of interest; (v) in connection with a matter giving rise to a conflict of interest with respect to an investment, consulting with the L.P. Advisory Committee, Independent Client Representative (if any) and/or the limited partners of the Fund or Independent Client Representatives (if any) regarding the conflict of interest and either obtaining a waiver or consent from the L.P. Advisory Committee, Independent Client Representative (if any) and/or the limited partners or such Independent Client Representative of



the conflict of interest or acting in a manner, or pursuant to standards or procedures, approved by an L.P. Advisory Committee, Independent Client Representative (if any) and/or the limited partners or such Independent Client Representative with respect to such conflict of interest; (vi) disclosing the conflict to the limited partners (including, without limitation, in drawdown notices, distribution notices, financial statements, quarterly letters or other communications); (vii) in the case of conflicts among clients, creating groups of personnel within Blackstone separated by information barriers (which may be temporary and limited purpose in nature), each of which would advise or represent one of the clients that has a conflicting position with other clients; (viii) implementing policies and procedures reasonably designed to mitigate the conflict of interest; or (ix) otherwise handling the conflict as determined appropriate by BXLS Advisors in its good faith reasonable discretion. There can be no assurance that BXLS Advisors will identify or resolve all conflicts of interest in a manner that is favorable to the Fund.

For purposes of this Brochure, (a) “TacOpps Funds” shall be deemed to include any account, client, fund, vehicle or any other similar arrangement managed by Blackstone Tactical Opportunities Advisors L.L.C.; (b) “BREP Funds” shall be deemed to include any account, client, fund, vehicle or any other similar arrangement managed by Blackstone Real Estate Advisors L.P.; (c) “BREDS Funds” shall be deemed to include any account, client, fund, vehicle or any other similar arrangement managed by Blackstone Real Estate Special Situations Advisors L.L.C.; (d) “BTAS Funds” shall be deemed to include any account, client, fund, vehicle or any other similar arrangement managed by Blackstone Multi-Asset Advisors L.L.C.; (e) “BAAM Funds” shall be deemed to include any account, client, fund, vehicle or any other similar arrangement managed by Blackstone Alternative Asset Management LP; (f) “BIP Funds” shall be deemed to include any account, client, fund, vehicle or any other similar arrangement managed by Blackstone Infrastructure Advisors L.L.C.; (g) “BIS Funds” shall be deemed to include any account, client, fund, vehicle or any other similar arrangement managed by Blackstone ISG-II Advisors L.L.C.; (h) “GSO Funds” shall be deemed to include any account, client, fund, vehicle or any other similar arrangement managed by GSO Capital Partners LP; (i) “Strategic Partners” shall mean Strategic Partners Fund Solutions Advisors L.P.; (j) “BXLS” shall mean the Life Sciences private investment platform and its related vehicles/entities and successor funds managed by BXLS Advisors; (k) “Legacy Clarus Funds” shall be deemed to include any account, client, fund, vehicle or any other similar arrangement managed by Clarus Ventures, LLC; (l) “BSOF” shall mean Blackstone Strategic Opportunities Fund; (m) “BXLS Funds” shall include the Legacy Clarus Funds and any account, client, fund, vehicle or any other similar arrangement managed by BXLS Advisors; (n) “BXMT Funds” shall mean accounts, clients, funds, vehicles or any other similar arrangements managed by BXMT Advisors L.L.C.; (o) “BSCH” shall mean Blackstone Strategic Capital Holdings and its related vehicles/entities and successor funds; (p) “BCEP Funds” shall be deemed to include any account, client, fund, vehicle or any other similar arrangement managed by Blackstone Core Equity Advisors L.L.C.; (q) “BCP Funds” shall be deemed to include any account, client, fund, vehicle or any other similar arrangement managed by Blackstone Management Partners L.L.C.; (r) “BPP Funds” shall be deemed to include any account, client, fund, vehicle, or any other similar arrangement managed by Blackstone Property Advisors L.P. and (s) “BXG Funds” shall mean Blackstone Growth L.P. and its related vehicles/entities and successor funds.

***Performance-Based Compensation.*** The General Partner's carried interest creates a greater incentive for the General Partner to make more speculative investments on behalf of the Fund or time the purchase or sale of investments in a manner motivated by the personal interests of Blackstone personnel than if such performance-based compensation did not exist, as the General Partner receives a disproportionate share of profits above the preferred return hurdle. However, the significant commitment by Blackstone to invest in the Fund and related guarantees and the General Partner clawback and related guarantee should reduce the incentives for the General Partner to make more speculative investments or otherwise time the purchase or sale of investments based on considerations related to carried interest. The General Partner clawback potentially creates other misalignments of interests between the General Partner and the Fund investors, such as an incentive for the General Partner to defer disposition of an investment that would result in a realized loss or a return on investment that was less than the preferred return and trigger the clawback, or delay the dissolution and liquidation of the Fund if doing so would trigger a clawback obligation. In addition, the Tax Reform Bill enacted in 2017 provides for a lower capital gains tax rate on performance-based compensation from investments held for at least three years, which can be expected to incentivize the General Partner to cause the Fund to accelerate deployment of capital at the beginning of the Fund's investment period, hold investments longer to ensure long-term capital gains treatment or dispose of investments prior to any change in law that would result in a higher effective income tax rate on carried interest. Furthermore, upon a withdrawal by a Fund investor from the Fund in certain circumstances and upon the liquidation of the Fund, the General Partner of the Fund may receive carried interest distributions with respect to a distribution in-kind of non-marketable securities. The amount of carried interest will be dependent on the valuation of the non-marketable securities distributed, which will be determined by the General Partner and could incentivize the General Partner to value the securities higher than if there were no carried interest. The General Partner can engage a third party to determine the value of securities distributed in-kind or non-marketable securities and rely upon the third party opinion of value, but there can be no assurance such an opinion will reflect value accurately. Moreover, under the terms of the Organizational Documents, the General Partner is entitled to elect to receive its carried interest in the form of an in-kind distribution of marketable securities, including if the purpose of such election is to permit Blackstone personnel to donate such securities to charity (which may include private foundations, funds or other charities associated with any such personnel). The tax benefit derived from charitable giving has the effect of reinforcing and enhancing the incentives otherwise resulting from the existence of the General Partner's carried interest described above. In addition, the General Partner may be incentivized to make certain determinations under the Organizational Documents in a manner that results in its receipt of a greater amount of, or earlier payment of, carried interest. For example, unlike disposition proceeds, distributions of current income will not take into account a return of capital from the respective investment or allocable fees or expenses thereto, which creates an incentive for the General Partner to determine that a recapitalization, refinancing or other similar transaction was not a "disposition" (in whole or in part) for purposes of the Organizational Documents (including for purposes of calculating such General Partner's carried interest). Additionally, regardless of whether a recapitalization, refinancing or other similar transaction is treated as a "disposition" (in whole or in part) for purposes of determining the General Partner's carried interest, such recapitalization, refinancing

or other similar transaction is not expected to be treated as a “disposition” (in whole or in part) for purposes of calculating invested capital under the Organizational Documents.

**Management Fee.** The Management Fee is payable through the complete liquidation of the Fund. In instances where the Fund’s Management Fee is calculated based on invested capital rather than capital commitments, there may be an incentive for BXLS Advisors to defer realization of Investments, make more speculative Investments than it otherwise would have made if Management Fees were based on capital commitments, seek to deploy the capital commitments in Investments at an accelerated pace and/or hold Investments longer than it otherwise would have if Management Fees were based on capital commitments.

**Allocation of Personnel.** BXLS Advisors will devote such time to the Fund as it determines to be necessary to conduct its business affairs in an appropriate manner. However, Blackstone personnel, including members of the Investment Committee, and personnel of Development Companies will work on other projects, serve on other committees (including boards of directors) and source potential investments for and otherwise assist the investment programs of Other Blackstone Clients and their Portfolio Entities, including other investment programs to be developed in the future. Even key Blackstone personnel who devote substantially all of their time to investment programs within the BXLS group may not be devoting time predominantly, or solely, to the Fund, as they may also be devoting time to investments made by Legacy Clarus Funds and Other Blackstone Clients. Time spent on these other initiatives diverts attention from the activities of the Fund, which could negatively impact the Fund and its investors. Furthermore, Blackstone and Blackstone personnel and personnel of Development Companies derive financial benefit from these other activities, including fees and performance-based compensation. Blackstone personnel outside the BXLS group may share in the fees and performance-based compensation from the Fund; similarly, the BXLS group personnel may share in the fees and performance-based compensation generated by Other Blackstone Clients. These and other factors create conflicts of interest in the allocation of time by Blackstone personnel and Development Company personnel. The General Partner’s determination of the amount of time necessary to conduct the Fund’s activities will be conclusive, and the Fund’s investors rely on the General Partner’s judgment in this regard.

**Outside Activities of Principals and Other Personnel and their Related Parties.** Certain personnel of Blackstone will, in certain circumstances be subject to a variety of conflicts of interest relating to their responsibilities to the Fund, Other Blackstone Clients and their respective Portfolio Entities, and their outside personal or business activities, including as members of investment or advisory committees or boards of directors of or advisors to investment funds, corporations, foundations or other organizations. Such positions create a conflict if such other entities have interests that are adverse to those of the Fund, including if such other entities compete with the Fund for investment opportunities or other resources. The Blackstone personnel in question may have a greater financial interest in the performance of the other entities than the performance of the Fund. This involvement may create conflicts of interest in making investments on behalf of the Fund and such other funds, accounts and other entities. Although BXLS Advisors will generally seek to minimize the impact of any such conflicts, there can be no assurance they will

be resolved favorably for the Fund. Also, Blackstone personnel are generally permitted to invest in alternative investment funds, private equity funds, real estate funds, hedge funds and other investment vehicles, as well as engage in other personal trading activities relating to companies, assets, securities or instruments (subject to Blackstone's Code of Ethics requirements), some of which will involve conflicts of interests. Such personal securities transactions will, in certain circumstances, relate to securities or instruments which can be expected to also be held or acquired by other Blackstone clients, including the Fund, or otherwise relate to companies or issuers in which the Fund has or acquire a different principal investment (including, for example, with respect to seniority). There can be no assurance that conflicts of interest arising out of such activities will be resolved in favor of the Fund. Fund investors will not receive any benefit from any such investments, and the financial incentives of Blackstone personnel in such other investments could be greater than their financial incentives in relation to the Fund.

Additionally, certain personnel and other professionals of Blackstone have family members or relatives that are actively involved in industries and sectors in which the Fund invests or have business, personal, financial or other relationships with companies in such industries and sectors (including the advisors and service providers described above) or other industries, which gives rise to potential or actual conflicts of interest. For example, such family members or relatives might be officers, directors, personnel or owners of companies or assets which are actual or potential investments of the Fund or other counterparties of the Fund and its Portfolio Entities and/or assets. Moreover, in certain instances, the Fund or its Portfolio Entities can be expected to purchase or sell companies or assets from or to, or otherwise transact with, companies that are owned by such family members or relatives or in respect of which such family members or relatives have other involvement. In most such circumstances, the Organizational Documents will not preclude the Fund from undertaking any of these investment activities or transactions. To the extent Blackstone determines appropriate, conflict mitigation strategies can be expected to be put in place with respect to a particular circumstance, such as internal information barriers or recusal, disclosure or other steps determined appropriate by the General Partner. The Fund investors rely on the General Partner to manage these conflicts in its sole discretion.

***Secondments and Internships.*** Certain personnel of Blackstone and its affiliates, including Consultants (as defined herein), will, in certain circumstances be seconded to one or more Portfolio Entities, Development Companies, vendors, service providers and vendors or limited partners of the Fund and Other Blackstone Clients to provide finance, accounting, operational support, data management and other similar services, including the sourcing of investments for the Fund or other parties. The salaries, benefits, overhead and other similar expenses for such personnel during the secondment could be borne by Blackstone and its affiliates or the organization for which the personnel are working or both. In addition, personnel of Portfolio Entities, vendors, service providers (including Development Companies, law firms and accounting firms) and limited partners of the Fund and Other Blackstone Clients will, in certain circumstances be seconded to, serve internships at or otherwise provide consulting services to, Blackstone, Development Companies and Portfolio Entities of the Fund and Other Blackstone Clients. While often the Fund, Other Blackstone Clients and their Portfolio Entities are the beneficiaries of these types of arrangements, Blackstone is from time to time a beneficiary of these arrangements as

well, including in circumstances where the personnel, vendor or service provider or otherwise also provides services to the Fund, Other Blackstone Clients or Blackstone in the ordinary course. Blackstone, the Fund, Other Blackstone Clients or their Portfolio Entities could receive benefits from these arrangements at no cost, or alternatively could pay all or a portion of the fees, compensation or other expenses in respect of these arrangements, and if a Portfolio Entity or Development Company pays the cost it will be borne directly or indirectly by the Fund. The Management Fee will not be offset or reduced as a result of these arrangements or any fees, expense reimbursements or other costs related thereto. The personnel described above may provide services in respect of multiple matters, including in respect of matters related to Blackstone, the Fund, Development Companies, Other Blackstone Clients, Portfolio Entities, each of their respective affiliates and related parties, and Blackstone will endeavour in good faith to allocate the costs of these arrangements, if any, to Blackstone, the Fund, Development Companies, Other Blackstone Clients, Portfolio Entities and other parties based on time spent by the personnel or another methodology Blackstone deems appropriate in a particular circumstance.

***Other Benefits.*** BXLS Advisors and its personnel and related parties will receive intangible and other benefits, discounts and perquisites arising or resulting from their activities on behalf of the Fund, which will not offset or reduce Management Fees or otherwise be shared with the Fund, its Portfolio Entities or the Fund investors. For example, airline travel or hotel stays will result in “miles” or “points” or credit in loyalty or status programs, and such benefits will, whether or not de minimis or difficult to value, inure exclusively to the benefit of BXLS Advisors or its personnel or related parties receiving it, even though the cost of the underlying service is borne by the Fund as partnership expenses and/or Portfolio Entities. Similarly, BXLS Advisors and its personnel and related parties, and third parties designated by the foregoing, also receive discounts on products and services provided by Portfolio Entities and customers or suppliers of such Portfolio Entities. The Fund investors consent to the existence of these arrangements and benefits.

***Advisors, Consultants and Partners.*** BXLS Advisors, its affiliates and their respective personnel and related parties engage and retain strategic advisors, consultants, senior advisors, industry experts, joint venture and other partners and professionals, any of whom might be current or former executives or other personnel of BXLS Advisors or its affiliates, Development Companies or Portfolio Entities of the Fund or Other Blackstone Clients (collectively, “Consultants”), to provide a variety of services. Similarly, the Fund, Other Blackstone Clients and their Portfolio Entities retain and pay compensation to Consultants to provide services, or to undertake a build-up strategy to acquire and develop assets and businesses in a particular sector or involving a particular strategy. Any amounts paid by the Fund or a Portfolio Entity to Consultants in connection with the above services, including cash fees, profits or equity interests in a Portfolio Entity, discretionary bonus awards, performance-based compensation (e.g., promote), retainers and expense reimbursements, will be treated as partnership expenses or expenses of a Portfolio Entity, as the case may be, and will not, even if they have the effect of reducing any retainers or minimum amounts otherwise payable by BXLS Advisors or its affiliates, be chargeable to BXLS Advisors or its affiliates or deemed paid to or received by BXLS Advisors or its affiliates, or offset or reduce any Management Fees to BXLS Advisors or its affiliates or be subordinated to return of

the Fund investor's capital. Amounts charged by Consultants will not necessarily be confirmed as being comparable to market rates for such services. Also, Consultants often co-invest alongside the Fund in Portfolio Entities and investments of the Fund, participate in long-term incentive plans of a Portfolio Entity, and invest directly in the Fund or in vehicles controlled by the Fund, with reduced or waived Management Fees and carried interest and such co-investment or participation (which generally will result in the Fund being allocated a smaller share of an investment and less co-investment being available to Fund investors) may or may not be considered part of Blackstone's side-by-side co-investment rights, as determined by the BXLS Advisors or its affiliates in its sole discretion. Consultants' benefits described in this paragraph will, in certain circumstances, continue after termination of status as a Consultant.

The time, dedication and scope of work of a Consultant varies considerably. In some cases, a Consultant advises Blackstone on transactions, provides BXLS Advisors with industry-specific insights and feedback on investment themes, assists in transaction due diligence, and makes introductions to, and provides reference checks on, management teams. In other cases, Consultants take on more extensive roles, including serving as executives or directors on the boards of Portfolio Entities and contributing to the identification and origination of new investment opportunities. The Fund may rely on these Consultants to recommend BXLS Advisors and the Fund as a preferred investment partner and carry out its investment program, but there is no assurance that any Consultant will continue to be involved with the Fund for any length of time. BXLS Advisors and the Fund can be expected to have formal or informal arrangements with Consultants that may or may not have termination options and may include compensation, no compensation, or deferred compensation until occurrence of a future event, such as commencement of a formal engagement. In certain cases, Consultants have attributes of Blackstone "employees" (e.g., they can be expected to have dedicated offices at Blackstone, receive administrative support from Blackstone personnel, participate in general meetings and events for Blackstone personnel or work on Blackstone matters as their primary or sole business activity, have Blackstone-related e-mail addresses or business cards and participate in certain benefit arrangements typically reserved for Blackstone employees), even though they are not Blackstone employees, affiliates or personnel for purposes of the Organizational Documents, and their salary and related expenses are paid by the Fund as partnership expenses or by Portfolio Entities without any reduction or offset to Management Fees. Some Consultants work only for the Fund and its Portfolio Entities, while other Consultants may have other clients. Consultants could have conflicts of interest between their work for the Fund and its Portfolio Entities, on the one hand, and themselves or other clients, on the other hand, and BXLS Advisors is limited in its ability to monitor and mitigate these conflicts. Additionally, Consultants may provide services on behalf of both the Fund and Other Blackstone Clients, and any work performed by Consultants retained on behalf of the Fund may benefit such Other Blackstone Clients (and alternatively, work performed by Consultants on behalf of Other Blackstone Clients may benefit the Fund), and the Sponsor shall have no obligation to allocate any portion of the costs to be borne by the Fund in respect of such Consultant to such Other Blackstone Clients, except as described below.

As an example of the foregoing, in certain investments by the Fund including involving a "platform company," the Fund will in certain circumstances enter into an arrangement from time

to time with one or more individuals (who may be former personnel of Blackstone or current or former personnel of Development Companies, Portfolio Entities of the Fund or Other Blackstone Clients, may have experience or capability in sourcing or managing investments, and may form a management team) to undertake a build-up strategy to acquire and develop assets and businesses in a particular sector or involving a particular strategy. The services provided by such individuals or relevant Portfolio Entity, as the case may be, could include the following with respect to investments of the Fund: origination or sourcing, due diligence, evaluation, negotiation, servicing, development, management (including turnaround) and disposition. The individuals or relevant Portfolio Entity could be compensated with a salary and equity incentive plan, including a portion of profits derived from the Fund or a Portfolio Entity or asset of the Fund, or other long term incentive plans. Compensation could also be based on assets under management, a waterfall similar to a carried interest, respectively, or other similar metric. The Fund could initially bear the cost of overhead (including rent, utilities, benefits, salary or retainers for the individuals or their affiliated entities) and the sourcing, diligence and analysis of investments, as well as the compensation for the individuals and entity undertaking the build-up strategy. Such expenses could be borne directly by the Fund as partnership expenses (or broken deal expenses, if applicable) or indirectly through expenditures by a Portfolio Entity. None of such Portfolio Entities or Consultants will be treated as affiliates of BXLS Advisors for purposes of the Organizational Documents and none of the fees, costs or expenses described above will reduce or offset the Management Fee.

In addition, the General Partner will, in certain circumstances, engage third parties as Consultants (or another similar capacity) in order to advise it with respect to existing investments, specific investment opportunities, and economic and industry trends. Such Consultants may receive reimbursement of reasonable related expenses by Portfolio Entities or the Fund and may have the opportunity to invest in a portion of the equity available to the Fund for investment which may be taken by the General Partner and its affiliates. If such Consultants generate investment opportunities on the Fund's behalf, such Consultants may receive special additional fees or allocations comparable to those received by a third party in an arm's length transaction and such additional fees or allocations would be borne fully by the Fund and/or Portfolio Entities (with no reduction or offset to Management Fees) and not the General Partner.

***Development Companies.*** The Development Companies are highly involved in identifying and diligencing potential investments and negotiating terms with respect to such investments. Historically, in roughly half of these co-development transactions, Development Companies take the lead in executing the agreed development plans with respect to investments through the mutually-agreed success milestones. In those situations, Development Companies often actively manage clinical trials with respect to investments and in many cases, the applicable Development Company will take the primary responsibility for executing the clinical trials. The relevant Development Company management teams generally retain final decision-making authority on key development decisions, except those involving issues that may materially affect the commercial prospects of the drug. For roughly half the investments where the Development Companies do not actively manage the clinical trials, the relevant Development Company

management teams generally retain supervisory oversight and certain decision-making authority and negative controls on key development decisions.

Personnel of Development Companies may also source potential investments for such Development Companies. If an investment opportunity is sourced by a Development Company, as opposed to being independently sourced by BXLS Advisors for the Fund, or if BXLS Advisors allocates an independently sourced investment opportunity to a Development Company (including, for example, to leverage such Development Company's clinical expertise), such investment opportunity will be shared with the third party life sciences specialist investors that jointly own such Development Company, which will result in the Fund participating less and having less control over such investment opportunity relative to if the investment was sourced and pursued independently by BXLS Advisors and the Fund. Development Companies also have rights of exclusivity with respect to investment opportunities they source. As a result, an investment opportunity sourced by a Development Company may result in the Fund or any other Development Company not being able to independently pursue such investment, even if one or other of such other parties are better positioned to pursue such an investment opportunity. In addition, the Fund and the various Development Companies may compete for investment opportunities, thus potentially reducing the number of investment opportunities available to the Fund to pursue independently and potentially adversely affecting the terms, including price, upon which investments can be made.

As discussed in the Organizational Documents, BXLS Advisors or its affiliates, including Other Blackstone Clients, hold significant equity interests in each of the Development Companies, and representatives of BXLS Advisors or its affiliates sit on the Board of Directors of each of the Development Companies, each of which is effectively controlled by Blackstone and its fellow investors in the relevant company.

Development Companies and/or their personnel will be compensated for their services from the Fund or its Portfolio Entities, which Portfolio Entities are expected to often be special purpose vehicles formed and controlled by the Fund for the purposes of a particular investment. This compensation is generally in the form of a management promote, incentive fee or other performance-based compensation in connection with a Fund investment reaching a milestone and/or regulatory approval or otherwise upon the sale of or other transaction with respect to such investment. Such compensation will be received only after the Fund has received a return of its invested capital in such investment. For example, BXLS Advisors and Fund may have arrangements with Development Companies that may or may not have termination options and may include payment, no payment, or deferred payment until occurrence of a future event, such as the occurrence of a specified milestone and/or regulatory approval. However, compensation is not limited in this regard and is expected to take other forms from time to time, including (i) reimbursement or advancement by the Fund of Portfolio Entities of the Development Company's overhead and operating cost expenses (including salary, benefits and compensation), which amounts may be funded by the Partnership as a preferred investment in the relevant Development Company), or (ii) in other forms as described above with respect to Consultants. In addition, the Fund, its Portfolio Entities, BXLS Advisors, its affiliates and their respective personnel



and related parties may engage Development Companies or their personnel to provide a variety of other services. Any amounts paid by the Fund or a Portfolio Entity to a Development Company or its personnel will be treated as partnership expenses, investments by the Fund or expenses of the Portfolio Entity, as the case may be, and will not, be chargeable to BXLS Advisors or deemed paid to or received by BXLS Advisors, or offset or reduce any Management Fees to BXLS Advisors or be subordinated to return of the Fund investor's capital. Development Companies and their personnel that are expected to perform services may have attributes of Blackstone affiliated entities "employees" (e.g., they may source, evaluate and execute investments, they may have dedicated offices at Blackstone, receive administrative support from Blackstone personnel, participate in general meetings and events for Blackstone personnel or work on Blackstone matters as their primary or sole business activity, and participate in certain benefit arrangements typically reserved for Blackstone employees), even though they are not Blackstone employees, affiliates or personnel for purposes of the Organizational Documents and the Advisory Agreement, and the fees and compensation of the Development Companies and their personnel are paid by the Fund as partnership expenses or by Portfolio Entities without any reduction or offset to management fees. Amounts payable to Development Companies and their personnel will not necessarily be confirmed as being comparable to market rates for such services, and given the close relationship with BXLS Advisors or its affiliates and BXLS Advisors or its affiliates' interest in Development Companies, there are conflicts of interest inherent in determining the relevant amount of compensation. Similarly, Other Blackstone Clients and their Portfolio Entities can be expected to engage Development Companies to provide services, and the Fund shall not receive any portion of any fees or compensation paid to such Development Companies in respect of such services. While BXLS Advisors and its affiliates and/or Other Blackstone Clients and Blackstone are generally not expected to receive any portion of the fees or compensation paid to the Development Companies or their personnel, BXLS Advisors or its affiliates and/or Other Blackstone Clients are generally expected to continue to hold equity interests in the Development Companies which could result in BXLS Advisors or an affiliate of BXLS Advisors and/or Other Blackstone Clients receiving distributions in its capacity as an equity holder of any such company or benefitting from the appreciation of such equity interests. BXLS Advisors and its affiliates (including life sciences personnel) would generally not be eligible for such compensation or such compensation would offset or reduce the management fee payable by the Fund investors of the Fund or otherwise be shared with the Fund. As a result, BXLS Advisors (including life sciences personnel) could be incentivized to source investment opportunities through Development Companies or to hire professionals as employees of Development Companies rather than employees of BXLS Advisors.

In addition, Development Companies with respect to which BXLS Advisors or its affiliates may elect members of the board of directors may, as a result, subject such directors to fiduciary obligations to make decisions that they believe to be in the best interests of any such Development Companies. Although in most cases the interests of the Fund and any such Development Company will be aligned, this may not always be the case. This may create conflicts of interest between the relevant director's obligations to any such Development Company and its stakeholders, on the one hand, and the interests of the Fund, on the other hand. Although BXLS Advisors will generally seek to minimize the impact of any such conflicts, there can be no

assurance they will be resolved favorably for the Fund. In certain cases, personnel of Development Companies could also have conflicts of interest between their work for the Fund and its Portfolio Entities, on the one hand, and themselves on the other hand, and BXLS Advisors is limited in its ability to monitor and mitigate these conflicts.

**Multiple Blackstone Business Lines.** Blackstone has multiple business lines, including the Blackstone Capital Markets Group, which Blackstone, the Fund, Other Blackstone Clients, Portfolio Entities of the Fund and Other Blackstone Clients and third parties will, in certain circumstances, engage for debt and equity financings and to provide other investment banking, brokerage, investment advisory or other services. As a result of these activities, Blackstone is subject to a number of actual and potential conflicts of interest, greater regulatory oversight and more legal and contractual restrictions than if it had one line of business. For example, Blackstone may come into possession of information that limits the Fund's ability to engage in potential transactions. Similarly, other Blackstone businesses and their personnel may be prohibited by law or contract from sharing information with BXLS Advisors that would be relevant to monitoring the Fund's investments and other activities. Additionally, Blackstone or Other Blackstone Clients can be expected to enter into covenants that restrict or otherwise limit the ability of the Fund or its Portfolio Entities and their respective affiliates to make investments in, or otherwise engage in, certain businesses or activities. For example, Other Blackstone Clients could have granted exclusivity to a joint venture partner that limits the Fund and Other Blackstone Clients from owning assets within a certain distance of any of the joint venture's assets, or Blackstone or an Other Blackstone Client could have entered into a non-compete in connection with a sale or other transaction. These types of restrictions may negatively impact the ability of the Fund to implement its investment program. (See also "—Other Blackstone Clients; Allocation of Investment Opportunities" herein.) Finally, Blackstone personnel who are members of the investment team or investment committee may be excluded from participating in certain investment decisions due to conflicts involving other Blackstone businesses or for other reasons, including other business activities, in which case the Fund will not benefit from their experience. The Fund investors will not receive a benefit from any fees earned by Blackstone or its personnel from these other businesses.

Blackstone is under no obligation to decline any engagements or investments in order to make an investment opportunity available to the Fund. Blackstone has long-term relationships with a significant number of corporations and their senior management. BXLS Advisors will consider those relationships when evaluating an investment opportunity, which may result in BXLS Advisors choosing not to make such an investment due to such relationships (e.g., investments in a competitor of a client or other person with whom Blackstone has a relationship). The Fund may be forced to sell or hold existing investments as a result of investment banking relationships or other relationships that Blackstone and its affiliates may have or transactions or investments that Blackstone and its affiliates may make or have made. Therefore, there can be no assurance that all potentially suitable investment opportunities that come to the attention of Blackstone will be made available to the Fund. The Fund may also co-invest with clients of Blackstone or other persons with whom Blackstone has a relationship in particular investment opportunities, and other aspects of these Blackstone relationships could influence the decisions made by BXLS

Advisors with respect to the Fund's investments and otherwise result in a conflict. (See also "— Other Blackstone Clients; Allocation of Investment Opportunities" herein.)

Finally, Blackstone and Other Blackstone Clients could acquire limited partner interests in the Fund in the secondary market. Blackstone and Other Blackstone Clients would generally have greater information than counterparties in such transactions, and the existence of such business could produce conflicts, including in the valuation of the Fund's investments.

***Minority Investments in Asset Management Firms.*** Blackstone and Other Blackstone Clients, including BSCH and its related parties, regularly make minority investments in alternative asset management firms that are not affiliated with Blackstone. The Fund, Other Blackstone Clients and their respective Portfolio Entities and which may from time to time engage in similar investment transactions, including with respect to purchase and sale of investments, with these asset management firms and their sponsored funds and portfolio entities. Typically, the Blackstone-related party with an interest in the asset management firm would be entitled to receive a share of carried interest/performance based incentive compensation and net fee income or revenue share generated by the various products, vehicles, funds and accounts managed by that third party asset management firm that are included in the transaction or activities of the third party asset management firm, or a subset of such activities such as transactions with a Blackstone related party. In addition, while such minority investments are generally structured so that Blackstone does not "control" such third party asset management firms, Blackstone may nonetheless be afforded certain governance rights in relation to such investments (typically in the nature of "protective" rights, negative control rights or anti-dilution arrangements, as well as certain reporting and consultation rights) that afford Blackstone the ability to influence the firm. Although Blackstone and Other Blackstone Clients, including BSCH, do not intend to control such third-party asset management firms, there can be no assurance that all third parties will similarly conclude that such investments are non-control investments or that, due to the provisions of the governing documents of such third party asset management firms or the interpretation of applicable law or regulations, investments by Blackstone and Other Blackstone Clients, including BSCH, will not be deemed to have control elements for certain contractual, regulatory or other purposes. While such third party asset managers will not be deemed "affiliates" of Blackstone for any purpose, Blackstone may, under certain circumstances, be in a position to influence the management and operations of such asset managers and the existence of its economic/revenue sharing interest therein may give rise to conflicts of interest. Participation rights in a third-party asset management firm (or other similar business), negotiated governance arrangements and/or the interpretation of applicable law or regulations could expose the investments of the Fund to claims by third parties in connection with such investments (as indirect owners of such asset management firms or similar businesses) that may have an adverse financial or reputational impact on the performance of the Fund. The Fund, its affiliates and their respective Portfolio Entities may from time to time engage in transactions with, and buy and sell investments from, any such third party asset managers and their sponsored funds and transactions and other commercial arrangements between such third party asset managers and the Fund and its Portfolio Entities are not subject to L.P. Advisory Committee approval. There can be no assurance that the terms of these transactions between parties related

to Blackstone, on the one hand, and the Fund and its Portfolio Entities, on the other hand, will be at arm's length or that Blackstone will not receive a benefit from such transactions, which can be expected to incentivize Blackstone to cause these transactions to occur.

***Blackstone Policies and Procedures; Information Walls.*** Blackstone has implemented policies and procedures to address conflicts that arise as a result of its various activities, as well as regulatory and other legal considerations. Because Blackstone has many different asset management and advisory businesses, including private equity, a credit business, a hedge fund business, a capital markets group, a life sciences business and a real estate advisory business, it is subject to a number of actual and potential conflicts of interest, greater regulatory oversight and more legal and contractual restrictions than that to which it would otherwise be subject if it had just one line of business. In addressing these conflicts and regulatory, legal and contractual requirements across its various businesses and to protect against the inappropriate sharing and/or use of information between the Fund and the other business units at Blackstone, Blackstone has implemented certain policies and procedures (e.g., Blackstone's information wall policy) regarding the sharing of information that may reduce the positive synergies that the Fund expects to utilize for purposes of identifying and managing attractive investments. For example, Blackstone will from time to time come into possession of material non-public information with respect to companies in which its private equity business may be considering making an investment or companies that are clients of Blackstone. As a consequence, that information, which could be of benefit to the Fund, might become restricted to those other respective businesses and otherwise be unavailable to the Fund. There can be no assurance, however, that any such policies and/or procedures will be effective in accomplishing their stated purpose and/or that they will not otherwise adversely affect the ability of the Fund to effectively achieve their investment objective by unduly limiting the investment flexibility of the Fund and/or the flow of otherwise appropriate information between BXLS Advisors and other business units at Blackstone. Personnel of Blackstone may be unable, for example, to assist with the activities of the Fund as a result of these walls. There can be no assurance that additional restrictions will not be imposed that would further limit the ability of Blackstone to share information internally.

In addition, to the extent that Blackstone is in possession of material non-public information or is otherwise restricted from trading in certain securities, the Fund and BXLS Advisors may also be deemed to be in possession of such information or otherwise restricted. Additionally, the terms of confidentiality or other agreements with or related to companies in which any Blackstone fund has or has considered making an investment or which is otherwise a client of Blackstone will from time to time restrict or otherwise limit the ability of the Fund and/or its Portfolio Entities and their affiliates to make investments in or otherwise engage in businesses or activities competitive with such companies. Blackstone may enter into one or more strategic relationships in certain regions or with respect to certain types of investments that, although intended to provide greater opportunities for the Fund, may require the Fund to share such opportunities or otherwise limit the amount of an opportunity the Fund can otherwise take.

***Data.*** Blackstone receives or obtains various kinds of data and information from the Fund, Other Blackstone Clients and their Portfolio Entities, including data and information relating to business

operations, trends, budgets, customers and other metrics, some of which is sometimes referred to as “big data.” Blackstone may be better able to anticipate macroeconomic and other trends, and otherwise develop investment themes, as a result of its access to (and rights regarding) this data and information from the Fund, Other Blackstone Clients and their Portfolio Entities. Blackstone has entered and will continue to enter into information sharing and use arrangements with the Fund, Other Blackstone Clients, and their Portfolio Entities, related parties and service providers, which may give Blackstone access to (and rights regarding) data that it would not otherwise obtain in the ordinary course. Although Blackstone believes that these activities improve Blackstone’s investment management activities on behalf of the Fund and Other Blackstone Clients, information obtained from the Fund and its Portfolio Entities also provides material benefits to Blackstone or Other Blackstone Clients without compensation or other benefit accruing to the Fund or its investors. For example, information from Portfolio Entities owned by the Fund may enable Blackstone to better understand a particular industry and execute trading and investment strategies in reliance on that understanding for Blackstone and Other Blackstone Clients that do not own an interest in the Portfolio Entity, without compensation or benefit to the Fund or its Portfolio Entities.

Furthermore, except for contractual obligations to third parties to maintain confidentiality of certain information, and regulatory limitations on the use of material non-public information, Blackstone is generally free to use data and information from the Fund’s activities to assist in the pursuit of Blackstone’s various other activities, including to trade for the benefit of Blackstone or an Other Blackstone Client. Any confidentiality obligations in the Organizational Documents do not limit Blackstone’s ability to do so. For example, Blackstone’s ability to trade in securities of an issuer relating to a specific industry may, subject to applicable law, be enhanced by information of a Portfolio Entity in the same or related industry. Such trading is expected to provide a material benefit to Blackstone without compensation or other benefit to the Fund or its investors.

The sharing and use of “big data” and other information presents potential conflicts of interest and the Fund investors acknowledge and agree that any benefits received by Blackstone or its personnel (including fees (in cash or in kind), costs and expenses) will not be subject to the Management Fee offset provisions or otherwise shared with the Fund or their investors. As a result, the BXLS Adviser has an incentive to pursue investments that have data and information that can be utilized in a manner that benefits Blackstone or Other Blackstone Clients.

***Blackstone Strategic Relationships.*** Blackstone has entered, and it can be expected that Blackstone in the future will enter, into strategic relationships with investors (and/or one or more of their affiliates) that involve an overall relationship with Blackstone that could incorporate one or more strategies in addition to the Fund’s strategy (“Strategic Relationships”). A Strategic Relationship often involves an investor agreeing to make a capital commitment to multiple Blackstone funds, one of which may be the Fund. Fund investors will not receive a copy of any agreement memorializing a Strategic Relationship program (even if in the form of a side letter) and will be unable to elect in the “most-favored nations” election process any such rights or benefits afforded through a Strategic Relationship. Specific examples of such additional rights

and benefits include, among others, specialized reporting, discounts or reductions on and/or reimbursement or rebates of Management Fees or carried interest, secondment of personnel from the investor to Blackstone (or vice versa), targeted amounts for co-investments alongside Blackstone funds (including, without limitation, preferential or favorable allocation of co-investment, and preferential terms and conditions related to co-investment or other participation in Blackstone vehicles (including any carried interest and/or Management Fees to be charged with respect thereto, as well as any additional discounts, reductions, reimbursements or rebates thereof or other penalties that may result if certain target co-investment allocations or other conditions under such arrangements are not achieved)). The co-investment that is part of a Strategic Relationship may include co-investment in investments made by the Fund. To the extent any allocations are made pursuant to the Organizational Documents based on unused capital commitments, any such discount or reduction of Management Fees will cause the unused capital commitments of the applicable investor to fluctuate disproportionately as compared to the unused capital commitments of any other Fund investor without such Management Fee discount or reduction. Blackstone, including its personnel (including life sciences personnel), may receive compensation from Strategic Relationships and be incentivized to allocate investment opportunities away from the Fund to or source investment opportunities for Strategic Relationships. Strategic Relationships will, in certain circumstances, therefore result in fewer co-investment opportunities (or reduced allocations) being made available to Fund investors. (See also “—Additional Potential Conflicts of Interest with respect to Co-Investment; Strategic Relationships Involving Co-Investment” herein.)

***Buying and Selling Investments or Assets from Certain Related Parties.*** The Fund and its Portfolio Entities may purchase investments or assets from or sell investments or assets of the Fund to Fund investors, Portfolio Entities of Other Blackstone Clients or their respective related parties. Purchases and sales of investments or assets of the Fund between the Fund and its Portfolio Entities, on the one hand, and Fund investors, Portfolio Entities of Other Blackstone Clients or their respective related parties, on the other hand, are not subject to the approval of the L.P. Advisory Committee or Fund investor or Independent Client Representative (if any). These transactions involve conflicts of interest, as Blackstone may receive fees and other benefits, directly or indirectly, from or otherwise have interests in both parties to the transaction, including different financial incentives Blackstone may have with respect to the parties to the transaction. For example, there can be no assurance that any investment or asset sold by the Fund to a Fund investor, Portfolio Entity of Other Blackstone Clients or any of their respective related parties will not be valued or allocated a sale price that is lower than might otherwise have been the case if such asset were sold to a third party rather than to a Fund investor, Portfolio Entity of Other Blackstone Clients or any of their respective related parties. Blackstone will not be required to solicit third party bids or obtain a third party valuation prior to causing the Fund or any of its Portfolio Entities to purchase or sell any asset or investment from or to Fund investor, Portfolio Entity of Other Blackstone Clients or any of their respective related parties as provided above.

***Blackstone’s Relationship with Pátria.*** Blackstone owns 40% of the equity interests in Pátria Investimentos Ltd. (“Pátria”), a leading Brazilian alternative asset manager and advisory firm.

Pátria's alternative asset management businesses include the management of private equity funds, real estate funds, infrastructure funds and hedge funds (*e.g.*, a multi-strategy fund and a long/short equity fund). Each of Blackstone's and Pátria's respective investment funds continues to pursue investment opportunities in accordance with their existing mandates. While it is not expected that there will be material overlap between the Fund's investment program and Pátria's investment activities, there may be instances in which investment opportunities otherwise appropriate for the Fund will be shared with (or allocated in their entirety to) Pátria. Therefore, there may be opportunities available to Pátria that are not shared with the Fund, and there may be opportunities available to the Fund that are shared with one or more Pátria funds. Blackstone generally expects, with respect to certain types of investments in Brazil otherwise suitable for the Fund, to permit such investments to be shared with and/or pursued by Pátria, which may be on a priority basis and may result in the Fund not participating in any such investments or participating therein to a lesser extent. In addition, the Fund may invest in companies or other entities in which Pátria sponsored investment funds make an investment in a different part of the capital structure (and *vice versa*). In such situations, the Fund and such other Pátria sponsored investment funds (and therefore Blackstone through its indirect minority interest in Pátria) may have conflicting interests (*e.g.*, over the terms of their respective investments). Pátria is not considered an "affiliate" of Blackstone under the Organizational Documents, and therefore these transactions will not be subject to approval of the L.P. Advisory Committee and/or the Fund investors.

***Other Blackstone Clients; Allocation of Investment Opportunities.*** Blackstone currently manages and will continue to manage, sponsor and close a variety of existing or future Other Blackstone Clients that have investment objectives and/or guidelines that overlap, in whole or in part, with those of the Fund to some extent, or pursue similar returns with the Fund but have a different investment strategy or objective. Investors should expect that in certain circumstances, not all of the investment opportunities suitable for the Fund will be presented to the Fund. Investment opportunities that might otherwise fall within the Fund's investment objectives or strategy may be allocated to Other Blackstone Clients (in whole or in part). As a result, certain opportunities within the Fund's mandate may be made by or shared with one or more of such vehicles or funds. It is expected that some activities of Blackstone, the Other Blackstone Clients and their Portfolio Entities will compete with the Fund and its Portfolio Entities for one or more investment opportunities that are consistent with the Fund's investment objectives, and as a result such investment opportunities may only be available on a limited basis, or not at all, to the Fund. Without limiting the generality of the foregoing, the Fund's predecessor fund is expected to continue investing for a period of time after the Fund commences investment activities. Blackstone may also from time to time make and hold investments of various types with or in lieu of Other Blackstone Clients. Although such investments would be limited or restricted by the Organizational Documents or the agreements for Other Blackstone Clients, to the extent Blackstone does make or hold such investments, many of the conflicts of interest associated with the activities of Other Blackstone Clients also apply to such investment activities of Blackstone. Moreover, under certain circumstances, investment opportunities sourced and/or identified by the Fund and that fall within the Fund's investment strategy and objective may be allocated in whole or in part to Portfolio Entities, Other Blackstone Clients or portfolio entities of Other

Blackstone Clients, or Blackstone. The allocation of investments to Other Blackstone Clients, including as described below, can be expected to result in fewer co-investment opportunities (or reduced allocations) being made available to the Fund's investors.

BXLS Advisors has conflicting loyalties in determining whether an investment opportunity should be allocated to the Fund, Blackstone or an Other Blackstone Client, and these conflicts may not necessarily be resolved in favor of the Fund. Blackstone has adopted guidelines and policies, which it can be expected to update from time to time, regarding allocation of investment opportunities.

In circumstances in which any Other Blackstone Clients have investment objectives or guidelines that overlap with those of the Fund, in whole or in part, Blackstone generally determines the relative allocation of investment opportunities between or among such vehicles and/or such Other Blackstone Clients on a fair and reasonable basis in good faith according to guidelines and factors determined by it. However, the application of those guidelines and factors may result in the Fund not participating, or not participating to the same extent, in investment opportunities in which it would have otherwise participated, or participated to a greater extent, had the related allocations been determined without regard to such guidelines. Among the factors that BXLS Advisors considers in making investment allocations among the Fund and Other Blackstone Clients are the following: (i) any applicable investment strategies, investment mandates, objectives, focus, parameters, guidelines, investor preferences, limitations, guidelines and other contractual provisions, obligations and terms relating to the Fund and such Other Blackstone Clients and the duration of their respective investment periods and holding periods, (ii) available capital of the Fund and such Other Blackstone Clients, (iii) the Fund and Other Blackstone Clients, , (iv) legal, tax, regulatory accounting and other considerations deemed relevant by BXLS Advisors, including, without limitation, (v) primary and permitted investment strategies, guidelines, liquidity positions and requirements, mandates, focus and objectives of the Fund and the Other Blackstone Clients, including, without limitation, with respect to Other Blackstone Clients that expect to invest in or alongside other funds or across asset classes based on expected return (such as the BTAS Funds, BREP Funds, BREDS Funds, BIP Funds, GSO Funds, Strategic Partners, BIS Funds, BXG Funds (as defined below), BAAM Funds (including BSOF), BCP Funds, BSCH, Legacy Clarus Funds, BXMT Funds, TacOpps Funds and certain managed accounts with similar investment strategies and objectives), (ii) sourcing of the investment and the nature and extent of involvement of the respective teams of investment professionals dedicated to the Fund, (iii) the sector and geography/location of the investment, (iv) the specific nature (including size, type, amount, liquidity, holding period, remaining investment periods, anticipated maturity and minimum investment criteria) of the investment, (v) expected investment return, (vi) risk/return profile of the investment, (vii) expected leverage on the investment, (viii) expected cash characteristics (such as cash-on-cash yield, distribution rates or volatility of cash flows), (ix) capital expenditure required as part of the investment, (x) portfolio diversification and concentration concerns (including, but not limited to, whether a particular fund already has its desired exposure to the investment, sector, industry, geographic region or markets in question), (xi) relation to existing investments in a fund, if applicable (e.g., "follow-on" to existing investment, joint venture or other partner to existing investment, or same security as existing



investment), (xii) avoiding allocation that could result in de minimis or odd lot investments, (xiii) co-investment arrangements, (xiv) anticipated tax treatment of the investment, (xv) extent of involvement of the respective teams of investment professionals dedicated to the Fund when compared to the Other Blackstone Clients and (xvi) other considerations deemed relevant by BXLS Advisors in good faith. With respect to the General Partner's ability to allocate investment opportunities, Blackstone has also established general guidelines for determining how such allocations are to be made, which, among other things, set forth priorities and presumptions regarding what constitutes "debt" investments, presumptions regarding allocation for certain types of investments (e.g., distressed investments) and other matters. Such general guidelines are non-exclusive and subject to the provisions of the Organizational Documents, including the factors described above. For example, as a general matter, it is expected that Blackstone's GSO credit business will receive priority over certain types of credit opportunities and it can be expected that certain minority equity investments in companies may be allocated to Blackstone's TacOpps Funds or the BXG Funds (as defined below). The application of those guidelines may result in the Fund not participating (and/or not participating to the same extent) in certain investment opportunities in which it would have otherwise participated had the related allocations been determined without regard to such guidelines and/or based only on the circumstances of those particular investments.

Investment opportunities that BXLS Advisors makes a good faith determination are not expected to yield the Fund's targeted return profile or are otherwise inappropriate for the Fund given considerations described in the Organizational Documents or as otherwise determined by BXLS Advisors, will generally not be allocated to the Fund.

Under certain circumstances, Blackstone can be expected to determine not to pursue some or all of an investment opportunity within the Fund's mandate, including without limitation, as a result of business, reputational or other reasons applicable to the Fund, Other Blackstone Clients, their respective Portfolio Entities or Blackstone. In addition, BXLS Advisors may determine that the Fund should not pursue some or all of an investment opportunity, including, by way of example and without limitation, because the Fund has already invested sufficient capital in the investment, sector, industry, geographic region or markets in question, as determined by BXLS Advisors in sole discretion, or the investment is not appropriate for the Fund for other reasons as determined by BXLS Advisors in its sole discretion. In any such case Blackstone could, thereafter, offer such opportunity to other parties, including Other Blackstone Clients or Portfolio Entities or Fund investors or Other Blackstone Clients, joint venture partners, related parties or third parties, and such parties may pursue the opportunity. Any such Other Blackstone Clients may be advised by a different Blackstone business group with a different investment committee, which could determine an investment opportunity to be more attractive than BXLS Advisors believes to be the case. In any event, there can be no assurance that BXLS Advisors' assessment will prove correct or that the performance of any investments actually pursued by the Fund will be comparable to any investment opportunities that are not pursued by the Fund. Blackstone, including its personnel, will, in certain circumstances, receive compensation from any such party that makes the investment, including an allocation of carried interest or referral fees, and any such compensation could be greater than amounts paid by the Fund to BXLS Advisors. In some

cases, Blackstone earns greater fees when Other Blackstone Clients participate alongside or instead of the Fund in an investment.

When BXLS Advisors determines not to pursue some or all of an investment opportunity for the Fund that would otherwise be within the Fund's objectives and strategies, and Blackstone provides the opportunity or offers the opportunity to Other Blackstone Clients, Blackstone, including its personnel (including life sciences personnel) can be expected to receive compensation from the Other Blackstone Clients, whether or not in respect of a particular investment, including an allocation of carried interest or referral fees, and any such compensation could be greater than amounts paid by the Fund to BXLS Advisors. As a result, BXLS Advisors (including life sciences personnel who receive such compensation) could be incentivized to allocate investment opportunities away from the Fund to or source investment opportunities for Other Blackstone Clients. In addition, in some cases Blackstone can be expected to earn greater fees when Other Blackstone Clients participate alongside or instead of the Fund in an investment.

BXLS Advisors makes good faith determinations for allocation decisions based on expectations that will, in certain circumstances, prove inaccurate and such determinations require it to make subjective judgments regarding application of the guidelines and arrangements described herein. Information unavailable to BXLS Advisors, or circumstances not foreseen by BXLS Advisors at the time of allocation, may cause an investment opportunity to yield a different return than expected. For example, an investment opportunity that BXLS Advisors determines to be consistent with the return objectives of a lower return fund rather than the Fund may not match BXLS Advisors' expectations and underwriting and generate an actual return that would have been appropriate for the Fund. Conversely, an investment that BXLS Advisors expects to be consistent with the Fund's return objectives will, in certain circumstances, fail to achieve or exceed them. Any such judgments and application involves inherent conflicts and risks that assumptions regarding investment opportunities may not ultimately prove correct. As such, there can be no assurance that the subjective judgments made by BXLS Advisors will prove correct in hindsight.

The BTAS Funds are part of a multi-strategy program designed to provide investors with exposure to a broad mix of Blackstone's key investment programs (e.g., private equity, real estate, credit and opportunistic). The BTAS Funds will seek to invest substantially all of their assets in investments in which Other Blackstone Clients participate, and as part of their investment program may seek to invest in opportunistic investments that are also appropriate for the Funds. While such opportunistic investments are expected to represent a small portion of the overall portfolio allocation of the BTAS Funds, the BTAS Funds may nonetheless participate in investments alongside the Funds and certain Other Blackstone Clients with overlapping investment objectives (including through Blackstone's side-by-side co-investment rights, as described below), which will from time to time result in the BTAS Funds receiving a share of a substantial portion of investments by the Funds. The overlapping objectives of the BTAS Funds may also give rise to conflicts of interest relating to the allocation of investment opportunities,

which Blackstone will seek to resolve in a fair and equitable manner although there is no assurance that Blackstone will be able to do so.

The Fund has invested alongside Clarus IV and will invest alongside Other Blackstone Clients (including other vehicles in which Blackstone or its personnel invest) in investments that are suitable for one or more of the Fund and such Other Blackstone Clients. To the extent the Fund jointly holds securities with any Other Blackstone Client that has a different expected duration or liquidity terms, conflicts of interest will arise between the Fund and such Other Blackstone Client with respect to the timing and manner of disposition of opportunities. In order to mitigate any such conflicts of interest, the Fund may recuse itself from participating in any decisions relating or with respect to the investment by the Fund or the Other Blackstone Client. If the Other Blackstone Client maintains voting rights with respect to the securities it holds, or if the Fund does not recuse itself, Blackstone may be required to take action where it will have conflicting loyalties between its duties to the Fund and such Other Blackstone Clients, which may adversely impact the Fund. (See also “—Other Blackstone Clients; Allocation of Investment Opportunities” herein.) Even if the Fund or any such Other Blackstone Clients and/or co-investment or other vehicles invest in the same investments, conflicts of interest may still arise. For example, it is possible that as a result of legal, tax, regulatory, accounting or other considerations, the terms of such investment (including with respect to price and timing) for the Fund and/or such other funds and vehicles may not be the same. Additionally, the Fund and/or such Other Blackstone Clients and/or vehicles will generally have different expiration dates and/or investment objectives (including return profiles) and Blackstone, as a result, may have conflicting goals with respect to the price and timing of disposition opportunities and such differences may also impact the allocation of investment opportunities. As such, the Fund and/or such Other Blackstone Clients may dispose of any such shared investment at different times and on different terms.

The Organizational Documents specify that Blackstone (which includes participation by Blackstone affiliates, professionals, employees and related parties, and entities and other key advisors and relationships of Blackstone, including in certain circumstances, Other Blackstone Clients) will be permitted to make investments alongside the Fund up to a maximum specified percentage of the total investment amount through Blackstone’s side-by-side investment rights. In addition, subject to the terms of the Organizational Documents, the General Partner will, in certain circumstances, permit certain Blackstone personnel and other professionals responsible for portfolio operations and other similar operational initiatives with respect to one or more Portfolio Entities of the Fund to participate in these side-by-side rights on an investment by investment basis. The General Partner intends to limit participation by any such professionals to investments involving Portfolio Entities of the Fund with respect to which the General Partner expects in good faith that such professionals will be materially involved following the consummation of such investment. Such side-by-side investments generally result in the Fund being allocated a smaller share of an investment than would otherwise be the case in the absence of such side-by-side investment rights. Blackstone generally receives no fees in relation to side-by-side investments, but will often receive additional income in fees and performance compensation from Other Blackstone Clients in connection with such investments. Additionally, Other Blackstone Clients and former Blackstone employees and professionals (and their relatives

and related endowment funds) will be permitted (or have the preferred right) to participate in Blackstone's side-by-side co-investment rights. In particular, the BTAS Funds, which invest in, or alongside, multiple Blackstone funds, will participate in investments alongside the Fund pursuant to Blackstone's side-by-side investment rights (and may be allocated a substantial portion of Blackstone's side-by-side co-investment rights (and in some cases, a majority)), and in such cases Blackstone would be eligible to receive fees and carried interest from the investors in such vehicles (as determined in Blackstone's sole discretion). Additionally, the BTAS Funds will participate in investments alongside the Funds outside of Blackstone's side-by-side program. The Fund can be expected to lend an amount to Blackstone and its affiliates with respect to its *pro rata* share of such investments; *provided*, that any such amounts so borrowed shall be on no more favorable terms than those applicable to the Fund's borrowing of the related proceeds. The amount of carried interest charged and/or Management Fees paid by the Fund may be less than or exceed the amount of carried interest charged and/or management fees paid by Other Blackstone Clients. Such variation may create an incentive for Blackstone to allocate a greater percentage of an investment opportunity to the Fund or such Other Blackstone Clients, as the case may be.

- Clarus IV. Prior to the termination of the Clarus Life Sciences IV, L.P. ("Clarus IV") investment period, available investment opportunities appropriate for Clarus IV were to be allocated to Clarus IV, and the Fund and any parallel fund would be permitted to share in such investment opportunities after Clarus IV was allocated the maximum amount that it was permitted to invest therein (which shared investments were required, subject to tax, legal, regulatory or similar considerations, to be made concurrently with and on the same terms as Clarus IV). In light of Clarus IV's investments, commitments and reserves, the Sponsor has determined that Clarus IV no longer has capital available for new investments, and as such has terminated the Clarus IV investment period and the Sponsor will no longer allocate new investment opportunities to Clarus IV. BXLS Advisors anticipates however that Clarus IV will execute one more transaction after the termination of the Clarus IV investment period. However, there is no guarantee when (or if) such additional transaction will be consummated. In addition, if the size of such transaction is smaller than anticipated or if such transaction is not consummated, it is possible that Clarus IV's investment period will continue beyond such transaction until the Sponsor determines there is insufficient capital available in Clarus IV to continue the investment period thereof.
- Similar Funds: Although the Organizational Documents contain provisions relating to the formation of Similar Funds it also specifically provides that certain vehicles will not be considered Similar Funds (See the Fund's Organizational Documents) even if they have investment objectives and/or guidelines that overlap, in whole or in part, with those of the Fund. Blackstone has established a new investment platform, BXG Funds, focused on growth equity investments ("Growth Equity Investments") which will primarily provide capital to companies during the phase between venture capital investments and traditional buyouts. Given that the investment strategy of the Fund could include making

certain life science related Growth Equity Investments, it is possible that certain of those investment opportunities (or other investment opportunities within the investment objectives of the TacOpps Funds and/or the BXG Funds) may fit within, or overlap with, the investment objectives of the Fund and such investment opportunities may be allocated in whole or in part to such other funds and may result in the Fund participating less or not participating at all in such investment opportunities. The BXG Funds and their respective successor funds will not be considered “Similar Funds” for purposes of the Fund’s Organizational Documents. For the avoidance of doubt, the General Partner reserves the right (on its own behalf and on behalf of its affiliates) to raise additional investment fund(s) the primary purpose of which is (are) to invest in (1) transactions that would be precluded or materially limited by the investment limitations or other requirements hereof or applicable law or regulation (including ERISA) and (2) as otherwise approved by an L.P. Advisory Committee consent. For the avoidance of doubt, none of the General Partner, BXLS Advisors or their respective affiliates shall have any duty to communicate or offer any opportunities to the Fund, and such parties shall not be liable to the Fund or to the other Fund investors for breach of any fiduciary or other duty by reason of the fact that such party pursues or acquires for, or directs such opportunity to another person or does not communicate such opportunity or information to the Fund. Notwithstanding the foregoing, the General Partner shall use its reasonable best efforts to find appropriate opportunities for the Fund to make investments in Investments (as defined in the Organizational Documents) and shall determine in good faith whether an investment opportunity is a Target Investment (as defined in the Organizational Documents).

Blackstone has also entered into an investment management arrangement whereby it provides investment management services for compensation to Fidelity & Guaranty Life Insurance Company, a Portfolio Entity of an Other Blackstone Client, which will involve investments across a variety of asset classes (including investments that may otherwise be appropriate for the Fund), and in the future Blackstone will likely enter into similar arrangements with other Portfolio Entities of the Fund, Other Blackstone Clients or other insurance companies. Such arrangements may reduce the allocations of investments to the Fund, and Blackstone may be incentivized to allocate investments away from the Fund to the counterparties to such investment management arrangements or other vehicles/accounts to the extent the economic arrangements related thereto are more favorable to Blackstone relative to the terms of the Fund.

***Allocation of Portfolios.*** Blackstone will, in certain circumstances, have an opportunity to acquire a portfolio or pool of assets, securities and instruments that it determines should be divided and allocated among the Fund and Other Blackstone Clients. Such allocations generally would be based on Blackstone’s assessment of the expected returns and risk profile of each of the assets. For example, some of the assets in a pool may have an opportunistic return profile, while others may have a lower return profile not appropriate for the Fund. Also, a pool may contain both debt and equity instruments that Blackstone determines should be allocated to different funds. In all of these situations, the combined purchase price paid to a seller would be allocated among the multiple assets, securities and instruments in the pool and therefore among the Fund and Other

Blackstone Clients acquiring any of the assets, securities and instruments. Similarly, there will likely be circumstances in which the Fund and Other Blackstone Clients will sell assets in a single or related transactions to a buyer. In some cases a counterparty will require an allocation of value in the purchase or sale contract, though Blackstone could determine such allocation of value is not accurate and should not be relied upon. Blackstone will generally rely upon internal analysis to determine the ultimate allocation of value, though it could also obtain third party valuation reports. Regardless of the methodology for allocating value, Blackstone will have conflicting duties to the Fund and Other Blackstone Clients when they buy or sell assets together in a portfolio, including as a result of different financial incentives Blackstone has with respect to different vehicles, most clearly when the fees and compensation, including performance-based compensation, earned from the different vehicles differ. There can be no assurance that an investment of the Fund will not be valued or allocated a purchase price that is higher or lower than it might otherwise have been allocated if such investment were acquired or sold independently rather than as a component of a portfolio shared with Other Blackstone Clients.

***Investments in Which Other Blackstone Clients Have a Different Principal Investment Generally.***

The Fund can be expected to hold an interest in a Portfolio Entity that is different (including with respect to relative seniority) than the interests held by Other Blackstone Clients. In these situations, conflicts of interest will arise. In order to mitigate any such conflicts of interest, the Fund may recuse itself from participating in any decisions relating or with respect to such investment by the Fund or the applicable investments by the Other Blackstone Clients, or by establishing groups separated by information barriers (which can be expected to be temporary and limited purpose in nature) within Blackstone to act on behalf of each of the clients. Despite these, and any of the actions described below that Blackstone may take to mitigate the conflict, Blackstone will, in certain circumstances, be required to take action when it will have conflicting loyalties between its duties to the Fund and such Other Blackstone Clients, which will, in certain circumstances, adversely impact the Fund. If the Fund recuses itself from decision-making, it will generally rely upon a third party to make the decisions, and the third party could have conflicts or otherwise make decisions that Blackstone would not have made. Except to the extent expressly subject to the Management Fee offset provisions of the Advisory Agreement, the Fund investors will in no way receive any benefit from fees paid to BMLS Advisors from a Portfolio Entity in which any Other Blackstone Client also has an interest (including, for greater certainty, any fees received by Blackstone as a result of the provision of services by such affiliates).

In addition, the Fund may invest in products developed by companies in which Other Blackstone Clients, including the Fund's predecessor funds, hold equity or debt securities. In such circumstances, conflicts could arise as the Fund and the Other Blackstone Client could have competing interests regarding the nature and terms of such transaction or if the product fails its clinical trial or is otherwise commercially unsuccessful or the company experiences financial distress.

***Related Financing Counterparties.*** The Fund can be expected to invest in companies or other entities in which Other Blackstone Clients make an investment in a different part of the capital structure (and vice versa). BMLS Advisors requests in the ordinary course proposals from lenders

and other sources to provide financing to the Fund and its Portfolio Entities. BXLS Advisors takes into account various facts and circumstances it deems relevant in selecting financing sources, including whether a potential lender has expressed an interest in evaluating debt financing opportunities, whether a potential lender has a history of participating in debt financing opportunities generally and with Blackstone in particular, the size of the potential lender's loan amount, the timing of the relevant cash requirement, the availability of other sources of financing, the creditworthiness of the lender, whether the potential lender has demonstrated a long-term or continuing commitment to the success of Blackstone and its funds, and such other factors that Blackstone deems relevant under the circumstances. The cost of debt alone is not determinative.

Debt financing to the Fund and its Portfolio Entities is expected to be provided, from time to time, by Fund investors, Other Blackstone Clients (such as the GSO Funds, BREDS Funds and BXMT Funds), and investors therein, their Portfolio Entities and other parties with material relationships with Blackstone, such as shareholders of and lenders to Blackstone and lenders to Other Blackstone Clients and their Portfolio Entities, as well as by Blackstone itself in accordance with the terms of the Organizational Documents. Blackstone could have incentives to cause the Fund and its Portfolio Entities to accept less favorable financing terms from a Fund investor, Other Blackstone Clients, their Portfolio Entities, Blackstone, investors therein and other parties with material relationships with Blackstone than it would from a third party. The same concerns apply when any of these other parties invest in a more senior position in the capital structure of a Portfolio Entity than the Fund, even if the form of the transaction is not a financing. Although less common, the Fund or a Portfolio Entity could also occupy a different position in the capital structure than an investor in the Fund, Other Blackstone Client, their Portfolio Entities and other parties with material relationships with Blackstone, in which case Blackstone could have an incentive to cause the Fund or Portfolio Entity to offer more favorable terms to such parties. In the case of a related party financing between the Fund or its Portfolio Entities, on the one hand, and Blackstone, Other Blackstone Clients or their Portfolio Entities, on the other hand, BXLS Advisors could, but is not obligated to, rely on a third party agent to confirm the terms offered by the counterparty are consistent with market terms, or BXLS Advisors could instead rely on its own internal analysis, which BXLS Advisors believes is often superior to third party analysis given Blackstone's scale in the market. If however any of Blackstone, the Fund, an Other Blackstone Client or any of their Portfolio Entities delegates to a third party, such as another member of a financing syndicate or a joint venture partner, the negotiation of the terms of the financing, the transaction will be assumed to be conducted on an arms-length basis, even though the participation of the Blackstone related vehicle impacts the market terms. For example, in the case of a loan extended to the Fund or a Portfolio Entity by a financing syndicate in which an Other Blackstone Client has agreed to participate on terms negotiated by a third party participant in the syndicate, it may have been necessary to offer better terms to the financing provider to fully subscribe the syndicate if the Other Blackstone Client had not participated; it is also possible that the frequent participation of Other Blackstone Clients in such syndicates could dampen interest among other potential financing providers, thereby lowering demand to participate in the syndicate and increasing the financing costs to the Fund. Blackstone does not believe either of these effects is significant, but no assurance can be given to Fund investors that these effects

will not be significant in any circumstance. The General Partner will not be required to obtain any consent or seek any approvals from the Fund investors, the Independent Client Representative (if any) or the L.P. Advisory Committee in the case of any of these conflicts.

Blackstone could cause actions adverse to the Fund to be taken for the benefit of Other Blackstone Clients that have made an investment more senior in the capital structure of a Portfolio Entity than the Fund (*e.g.*, provide financing to a Portfolio Entity, the equity of which is owned by the Fund) and, *vice versa*, actions will, in certain circumstances be taken for the benefit of the Fund and its Portfolio Entities that are adverse to Other Blackstone Clients. Blackstone could seek to implement procedures to mitigate conflicts of interest in these situations such as (i) a forbearance of rights, including some or all non-economic rights, by the Fund or relevant Other Blackstone Client (or their respective Portfolio Entities, as the case may be) by, for example, causing such Other Blackstone Client to decline to exercise certain control- and/or foreclosure-related rights with respect to a Portfolio Entity by agreeing to follow the vote of a third party in the same tranche of the capital structure, or otherwise deciding to recuse itself with respect to decisions on defaults, foreclosures, workouts, restructurings and other similar matters, (ii) causing the Fund or relevant Other Blackstone Client (or their respective Portfolio Entities, as the case may be) to hold only a non-controlling interest in any such Portfolio Entity, (iii) retaining a third party loan servicer, administrative agent or other agent to make decisions on behalf of the Fund or relevant Other Blackstone Client (or their respective Portfolio Entities, as the case may be), or (iv) create groups of personnel within Blackstone separated by information barriers (which can be expected to be temporary and limited purpose in nature), each of which would advise one of the clients that has a conflicting position with other clients. As an example, to the extent an Other Blackstone Client holds an interest in a loan or security that is different (including with respect to relative seniority) than those held by the Fund or its Portfolio Entities, Blackstone may decline to exercise, or delegate to a third party, certain control, foreclosure and other similar governance rights of the Other Blackstone Client. In these cases, Blackstone would generally act on behalf of one of its clients, though the other client would generally retain certain control rights, such as the right to consent to certain actions taken by the trustee or administrative or other agent of the investment, including a release, waiver, forgiveness or reduction of any claim for principal or interest; extension of maturity date or due date of any payment of any principal or interest; release or substitution of any material collateral; release, waiver, termination or modification of any material provision of any guaranty or indemnity; subordination of any lien; and release, waiver or permission with respect to any covenants.

In connection with negotiating loans and bank financings in respect of Blackstone-sponsored transactions, Blackstone will generally obtain the right to participate (for its own account or an Other Blackstone Client) in a portion of the financings with respect to such Blackstone-sponsored transactions on the same terms negotiated by third parties with Blackstone or other terms BXLS Advisors determines to be consistent with the market. Although Blackstone could rely on third parties to verify market terms, Blackstone may nonetheless have influence on such third parties. No assurance can be given that negotiating with a third party, or verification of market terms by a third party, will ensure that the Fund and its Portfolio Entities receive market terms.



In certain circumstances, the Fund may be required to commit funds necessary for an investment prior to the time that all anticipated debt (senior and/or mezzanine) financing has been secured. In such circumstance, an Other Blackstone Client and/or Blackstone itself (using, in whole or in part, its own balance sheet capital), may provide bridge or other short-term financing and/or commitments, which at the time of establishment are intended to be replaced and/or syndicated with longer-term financing. Such bridge financing and/or commitment would not be considered “co-investment” under the Organizational Documents of the Fund and would be sold down ahead of equity invested by the Fund. In any such circumstance, the Other Blackstone Client and/or Blackstone itself may receive compensation for providing such financing and/or commitment (including ticking or commitment fees), which fees will not be shared with and/or otherwise result in an offset of Management Fees payable by any limited partner. The conflicts applicable to Other Blackstone Clients who invest in different securities of Portfolio Entities will apply equally to Blackstone itself in such situations. (See also “—Securities and Lending Activities” and “—Syndication; Warehousing” herein.)

In addition, the Organizational Documents allow the General Partner or its affiliates to lend funds to the Fund, subject to the limitations therein. If the General Partner or any of its affiliates lends funds to the Fund, (x) the terms of such lending (i) will be disclosed to the L.P. Advisory Committee or Fund investors generally (not including any advances for partnership expenses) and (ii) must be as favorable to the Fund as terms that could have been obtained at the time of such lending from a person that was not the General Partner or its affiliate and (y) the General Partner or the applicable affiliate must make such loan only if the General Partner reasonably believes at the time of the making of such loan that it is being made on a short-term basis. Although these conditions will apply, potential or actual conflicts may arise in connection with any such lending including, without limitation, in determining comparable terms.

It is anticipated that in a bankruptcy proceeding the Fund’s interests will likely be subordinated or otherwise adverse to the interests of Other Blackstone Clients with ownership positions that are more senior to those of the Fund. For example, an Other Blackstone Client that has provided debt financing to an investment of the Fund may take actions for its benefit, particularly if the Fund’s investment is in financial distress, which adversely impact the value of the Fund’s subordinated interests.

Although Other Blackstone Clients, such as the GSO Funds, can be expected to provide financing to the Fund and its Portfolio Entities, there can be no assurance that any Other Blackstone Client will indeed provide any such financing with respect to any particular investment of the Fund. Participation by Other Blackstone Clients such as the GSO Funds in some but not all financings of the Fund and its Portfolio Entities may adversely impact the ability of the Fund and its Portfolio Entities to obtain financing from third parties when Other Blackstone Clients do not participate, as it may serve as a negative signal to market participants.

Any financing provided by a Fund investor or an affiliate to the Fund or a Portfolio Entity is not a capital contribution to the Fund and does not reduce the unused Capital Commitment of such Fund investor. To the extent any Fund investor (or any investor in any Other Blackstone Client) or any of its affiliates provides debt financing to the Fund or its Portfolio Entities, it will not be

considered a “co-investment” and any applicable covenants regarding co-investments in the Organizational Documents do not apply.

***Conflicting Fiduciary Duties to Debt Funds.*** Other Blackstone Clients include funds and accounts that make investments in senior secured loans, distressed debt, subordinated debt, high-yield securities, CMBS and other debt instruments, including any of the investment funds or vehicles sponsored or managed by GSO, an affiliate of Blackstone. As discussed above, it is expected that these Other Blackstone Clients or investors therein will be offered the opportunity to provide financing to the Fund or with respect to investments made by the Fund and its Portfolio Entities. Blackstone owes a fiduciary duty to these Other Blackstone Clients and investors therein as well as to the Fund and will encounter conflicts in the exercise of these duties. For example, if an Other Blackstone Client purchases high-yield securities or other debt instruments of a Portfolio Entity of the Fund, or otherwise occupies a senior (or other different) position in the capital structure of an investment relative to the Fund, Blackstone will encounter conflicts in providing advice to the Fund and to these Other Blackstone Clients with regard to appropriate terms of such high-yield securities or other instruments, the enforcement of covenants, the terms of recapitalizations and the resolution of workouts or bankruptcies, among other matters. For example, in a bankruptcy proceeding, in circumstances where the Fund holds an equity investment in a Portfolio Entity, the holders of such Portfolio Entity’s debt instruments (which may include one or more Other Blackstone Clients) may take actions for their benefit (particularly in circumstances where such Portfolio Entity faces financial difficulties or distress) that subordinate or adversely impact the value of the Fund’s investment in such Portfolio Entity. Less commonly, the Fund could hold an investment that is senior in the capital structure, such as a debt instrument, to an Other Blackstone Client.

Similarly, certain Other Blackstone Clients, including, but not limited to GSO Funds, BAAM Funds, BREDS Funds (including BXMT Funds) and TacOpps Funds can be expected to invest in securities of publicly traded companies that are actual or potential investments of the Fund or its Portfolio Entities or have partnered with or are counterparties to the Sponsor in a pharmaceutical corporate partnership, royalty investment or growth investment. The trading activities of Other Blackstone Clients may differ from or be inconsistent with activities that are undertaken for the account of the Fund or its Portfolio Entities in any such securities. In addition, the Fund may not pursue an investment in a Portfolio Entity otherwise within the investment mandate of the Fund as a result of such trading activities by Other Blackstone Clients.

***Joint Investments.*** The Fund will enter into joint investments with Other Blackstone Clients and may do so where such funds have certain governance rights for legal, regulatory or other reasons. Any such Other Blackstone Client may sell any such investment to any person at any time and the Fund may or may not participate with such Other Blackstone Client in such sale.

***Related Financing of Counterparties to Acquire Investments or Assets from, or Sell Assets to, the Fund and its Portfolio Entities.*** In certain transactions, Other Blackstone Clients will commit to and/or provide financing to third parties that bid for and/or purchase assets of the Fund and its Portfolio Entities. In addition, the Fund and its Portfolio Entities may from time to time purchase assets or portfolio companies from third parties that obtain, or currently have

outstanding, debt financing from Other Blackstone Clients. Although Blackstone believes that the participation by Other Blackstone Clients in such debt financings could be beneficial to the Fund by supporting third parties in their efforts to bid on the sale of investments or assets by, and to sell assets to, the Fund and its Portfolio Entities, Blackstone will have an incentive to cause the Fund or relevant Portfolio Entity to select to sell an asset to, or purchase an asset from, a third party that obtains debt financing from an Other Blackstone Client to the potential detriment of the Fund. For example, although price is often the deciding factor in selecting from whom to acquire, or to whom to sell, an asset, other factors at times influence the buyer or the seller, as the case may be. BXLS Advisors could therefore cause the Fund or a Portfolio Entity to sell an investment or asset to, or buy an asset from, a third party that has received financing from an Other Blackstone Client, even when such third party has not offered the most attractive price. Fund investors rely on BXLS Advisors to select in its sole discretion the best overall buyer in sales of, and the best overall seller in the acquisition of, the Fund's investments or assets, despite any conflict related to the parties financing the buyer or seller, as applicable.

***Related Financing Providers.*** BXLS Advisors may request in the ordinary course proposals from lenders and other sources to provide financing to the Fund. BXLS Advisors take into account various facts and circumstances it deems relevant in selecting financing sources, including whether a potential lender has a history of participating in debt financing opportunities generally and with Blackstone in particular, the size of the potential lender's loan amount, the timing of the relevant cash requirement, the availability of other sources of financing, the creditworthiness of the lender, whether the potential lender has demonstrated a long term or continuing commitment to the success of Blackstone and its funds, and such other factors that Blackstone deems relevant under the circumstances. The cost of debt alone is not determinative.

Debt financing to the Fund is expected to be provided, from time to time, by Other Blackstone Clients, their Portfolio Entities and other parties with material relationships with Blackstone, such as shareholders of and lenders to Blackstone and lenders to Other Blackstone Clients and their Portfolio Entities. Blackstone could have incentives to cause the Fund to accept less favorable financing terms from Other Blackstone Vehicles, their Portfolio Entities and other parties with material relationships with Blackstone than it would from a third party.

***Co-Investment.*** The Fund will co-invest with Fund investors, investors of Other Blackstone Clients, Blackstone affiliates and other parties with whom Blackstone has a material relationship. The allocation of co-investment opportunities is entirely and solely in the discretion of BXLS Advisors, and it is expected that many investors who will, in certain circumstances, have expressed an interest in co-investment opportunities will not be allocated any co-investment opportunities (notwithstanding any agreement by Blackstone to consider the Fund investor for co-investment opportunities) or will, in certain circumstances, receive a smaller amount of co-investment opportunities than the amount requested. Furthermore, co-investment offered by Blackstone will be on such terms and conditions (including with respect to Management Fees, performance-based compensation and related arrangements and/or other fees applicable to co-investors) as Blackstone determines to be appropriate in its sole discretion on a case-by-case basis, which may differ amongst co-investors with respect to the same co-investment. In

addition, the performance of Other Blackstone Clients co-investing with the Fund is not considered for purposes of calculating the carried interest payable by the Fund to the General Partner. Furthermore, the Fund and co-investors will often have different investment objectives and limitations, such as return objectives and maximum hold period. Blackstone, as a result of the foregoing, will have conflicting incentives in making decisions with respect to such opportunities. Even if the Fund and any such parties invest in the same securities on similar terms, conflicts of interest will still arise as a result of differing investment profiles of the investors, among other items.

Blackstone has established and may in the future establish one or more investment vehicles managed or advised by Blackstone to facilitate the participation of third-party co-investors (who may or may not be limited partners of the Fund and/or Other Blackstone Clients) (the “Other Co-Invest Vehicles”), which may or may not be subject to more favorable rights and/or terms than the Fund. The amount and frequency of co-investment by any Other Co-Invest Vehicles would be at the discretion of BXLS Advisors. It is possible that the existence of any Other Co-Invest Vehicles established by BXLS Advisors would result in fewer co-investment opportunities to investors who do not participate therein and allocations to the Other Co-Invest Vehicles may result in the Fund investing less than they would have in the related investments. Furthermore, to the extent that Blackstone establishes any Other Co-Invest Vehicles, it may result in fewer co-investment opportunities being made available to the limited partners. The number of co-investment opportunities made available to the limited partners (if any) may be higher or lower than those made available to the Other Co-Invest Vehicles.

- General Co-Investment Considerations: There are expected to be circumstances where an amount that would have otherwise been invested by the Fund is instead allocated to co-investors (who may or may not be Fund investors or investors of Other Blackstone Clients) or supplemental capital vehicles, and there is no guarantee that any Fund investor will be offered any particular co-investment opportunity. BXLS Advisors will take into account various facts and circumstances deemed relevant by BXLS Advisors in allocating co-investment opportunities, including, among others, whether a potential co-investor has expressed an interest in evaluating co-investment opportunities; BXLS Advisors’ assessment of a potential co-investor’s ability to invest an amount of capital that fits the needs of the investment (taking into account the amount of capital needed as well as the maximum number of investors that can realistically participate in the transaction); BXLS Advisors’ assessment of a potential co-investor’s ability to commit to a co-investment opportunity within the required timeframe of the particular transaction. Additional considerations can be expected to also include, among others and without limitation, the size of a potential co-investor’s commitments to the Fund, Other Blackstone Clients and strategic third party investors; whether a potential co-investor has a history of participating in co-investment opportunities with Blackstone whether a potential co-investor has committed to an Other Blackstone Client; whether a potential co-investor has a history of participating in co-investment opportunities with Blackstone; the size of the potential co-investor’s interest to be held in the underlying Portfolio Entity as a result of the Fund’s investment (which is likely to be based on the size of the potential co-

investor's capital commitment and/or investment in the Fund); whether the potential co-investor has demonstrated a long-term and/or continuing commitment to the potential success of Blackstone, the Fund, other affiliated funds and/or co-investments (including size of commitment), and/or Other Blackstone Clients (including whether a potential co-investor will help establish, recognize, strengthen or cultivate relationships that may provide indirectly longer-term benefits to the Fund or Other Blackstone Clients and their Portfolio Entities, or whether the co-investor has significant capital under management by Blackstone or intends to increase such amount); whether the potential co-investor has an overall strategic relationship with Blackstone that provides it with more favorable rights with respect to co-investment opportunities; whether the potential co-investor is considered "strategic" to the investment because it is able to offer the Fund certain benefits, including, but not limited to, the ability to help consummate the investment, the ability to aid in operating or monitoring the Portfolio Entity or the possession of certain expertise; the transparency, speed and predictability of the potential co-investor's investment process; whether Blackstone has previously expressed a general intention to seek to offer co-investment opportunities to such potential co-investor; whether a potential co-investor has the financial and operational resources and other relevant wherewithal to evaluate and participate in a co-investment opportunity; the familiarity Blackstone has with the personnel and professionals of the potential co-investor in working together in investment contexts in the Fund, its predecessor funds or Other Blackstone Clients (which may include such potential co-investor's history of investment in the Fund or Other Blackstone Clients and/or other Blackstone co-investment opportunities); the extent to which a potential co-investor has been provided a greater amount of co-investment opportunities relative to others; the ability of a potential co-investor to invest in potential follow-on or add-on acquisitions for the Portfolio Entity or participate in defensive investments; the likelihood that the potential co-investor would require governance rights that would complicate or jeopardize the transaction (or, alternatively, whether the potential co-investor would be willing to defer to Blackstone and assume a more passive role in governing the Portfolio Entity); any interests a potential co-investor may have in any competitors of the underlying Portfolio Entity; the tax profile of the potential co-investor and the tax characteristics of the investment (including whether or not the potential co-investor would require particular structuring implementation or covenants that would not otherwise be required but for its participation or whether such co-investor's participation is beneficial to the overall structuring of the investment); whether a potential co-investor's participation in the transaction would subject the Fund and/or any of its Portfolio Entities to additional regulatory requirements, review and/or scrutiny, including any necessary governmental approvals required to consummate the investment; the potential co-investor's relationship with the potential management team of the Portfolio Entity; whether the potential co-investor has any existing positions in the Portfolio Entity (whether in the same security in which the Fund is investing or otherwise); whether there is any evidence to suggest that there is a heightened risk with respect to the potential co-investor maintaining confidentiality; whether the potential co-investor has demonstrated a long term and/or continuing commitment to the potential success of the Fund, other affiliated

funds and/or other co-investments, including the size of such commitment; whether the potential co-investor has any known investment policies and restrictions, guideline limitations or investment objectives that are relevant to the transaction, including the need for distributions; whether the expected holding period and risk-return profile of the investment is consistent with the stated goals of the potential co-investor; and such other factors that Blackstone may in good faith deem relevant and believe to be appropriate in the circumstances. In addition, the General Partner and/or its affiliates may be incentivized to offer the other co-invest vehicles and/or other certain potential co-investors opportunities to co-invest since the amount of carried interest and/or Management Fee to which the General Partner and/or its affiliates are entitled under the arrangements with such co-investors, including with respect to such co-investor's participation in Other Blackstone Clients, may depend on, among other things, the extent to which such co-investors participate in co-investments. Blackstone has established, and can be expected to in the future establish, co-investment vehicles (including dedicated or "standing" co-investment vehicles, which include both "opt-out" or "opt-in" vehicles where the co-investor determines whether to participate in co-investment opportunities presented to it either through affirmative or negative consent as well as committed vehicles where Blackstone (in some or all circumstances), and not the co-investor, has discretion in determining whether the co-investment vehicle will participate in co-investment opportunities) for one or more investors (including third party investors and investors in the Funds) in order to co-invest alongside the Funds in one or more future investments. The existence of these vehicles could reduce the opportunity for other Fund investors to receive allocations of co-investment, and the amount and frequency of co-investment by any such co-investment vehicles would be at the discretion of BXLs Advisors. Also, Blackstone may agree with investors (including Fund investors, Blackstone strategic relationships (including Strategic Relationships) and third party investors) to more favorable rights or pre-negotiated terms with respect to co-investment opportunities, including with respect to discounts or rebates of performance-based compensation or Management Fees. To the extent any such arrangements are entered into, they can be expected to result in fewer co-investment opportunities being made available to the Fund investors. In addition, the allocation of investments to Other Blackstone Clients, including as described under "—Other Blackstone Clients; Allocation of Investment Opportunities" herein, can be expected to result in fewer co-investment opportunities to investors who do not participate therein and allocations to the co-investment vehicle can be expected to result in a Fund investing less than it would have in the related investment.

- Additional Potential Conflicts of Interest with respect to Co-Investment; Strategic Relationships Involving Co-Investment: BXLs Advisors will in certain circumstances be incentivized to offer certain potential co-investors (including, by way of example, as a part of an overall strategic relationship (including Strategic Relationships) with Blackstone) opportunities to co-invest in priority or on more favorable terms than other potential co-investors due to the amount of performance-based compensation or Management Fees or other fees paid by the co-investor receiving the priority allocation or better terms (as

well as any additional discounts or rebates avoided by allocating co-investments to such co-investor) or other aspects of such co-investor's relationship with Blackstone. The Management Fees, carried interest and other fees received by Blackstone from and the amount of expenses charged to the Fund can be expected to be less or more than such amounts paid by or charged to co-investment vehicles pursuant to the terms of such vehicles' partnership agreements and other agreements with co-investors, and such variation in the amount of fees and expenses can be expected to create an economic incentive for Blackstone to allocate a greater or lesser percentage of an investment opportunity to the Fund or such co-investment vehicles or co-investors, as the case may be. In addition, other terms of existing and future co-investment vehicles may differ materially, and in some instances will be more favorable to Blackstone, than the terms of the Fund, and such different terms can be expected to create an incentive for Blackstone to allocate a greater or lesser percentage of an investment opportunity to the Fund or such co-investment vehicles, as the case may be. Such incentives will give rise to conflicts of interest, and there can be no assurance that any investment opportunities that would have otherwise been offered to the Fund or Fund investors through co-investment will be made available. There may be circumstances, including in the case where there is a seller who is seeking to dispose of a pool or combination of assets, properties, securities or instruments, where the Fund and Other Blackstone Clients participate in a single or related transactions with a particular seller where certain of such assets, properties, securities or instruments are specifically allocated (in whole or in part) to any of the Fund and such Other Blackstone Clients. The allocation of such specific items generally would be based on BXLS Advisors' determination of, among other things, the expected returns for such items (e.g., specific items with higher expected returns may be allocated to the Fund whereas those with lower relative expected returns may be allocated to an Other Blackstone Client), and in any such case the combined purchase price paid to a seller would be allocated among the multiple assets, properties, securities or instruments based on a determination by the seller, by a third-party valuation firm and/or by BXLS Advisors and its affiliates. Additionally, it can be expected that Blackstone will, from time to time, enter into arrangements or strategic relationships with third parties, including other asset managers, financial firms or other businesses or companies, which, among other things, provide for referral, sourcing or sharing of investment opportunities. Blackstone will, in certain circumstances, pay Management Fees and performance-based compensation in connection with such arrangements. Blackstone may also provide for or receive reimbursement of certain expenses incurred or received in connection with these arrangements, including diligence expenses and general overhead, administrative, deal sourcing and related corporate expenses. The amount of these rebates can be expected to relate to allocations of co-investment opportunities and increase if certain co-investment allocations are not made. While it is possible that the Fund will, along with Blackstone itself, benefit from the existence of those arrangements and relationships, it is also possible that investment opportunities that would otherwise be presented to or made by the Fund would instead be referred (in whole or in part) to such third party, either as a contractual obligation or otherwise, resulting in fewer opportunities (or reduced allocations) being made available to the Fund and/or Fund investors.

***Liability Arising From Transactions Entered into Alongside Other Blackstone Clients.***

Participating in investments alongside the Fund and Other Blackstone Clients will subject the Fund to a number of risks and conflicts. At times, a transaction counterparty will, in certain circumstances, require facing only one fund entity, which can be expected to result in (i) if the Fund is a direct counterparty to a transaction, the Fund being solely liable with respect to its own share as well as Other Blackstone Clients' shares of any applicable obligations, or (ii) if the Fund is not the direct counterparty, the Fund having a contribution obligation to the relevant Other Blackstone Clients. Alternatively, a counterparty may agree to face multiple funds, which could result in the Fund being jointly and severally liable alongside Other Blackstone Clients for the full amount of the applicable obligations. In cases in which the Fund could be responsible for the liability of an Other Blackstone Client, or vice versa, the applicable parties would generally enter into a back-to-back or other similar contribution or reimbursement agreement. Likewise, for certain investment-related hedging transactions, it can be expected to be advantageous for counterparties to trade solely with the Fund. For these transactions, it is anticipated that the Fund would then enter into back-to-back trade confirmations or other similar arrangements with the relevant Other Blackstone Clients. The party owing under such an arrangement may not have resources to pay its liability, however, in which case the other party will bear more than its pro rata share of the relevant loss. It is not expected that the Fund or Other Blackstone Clients will be compensated for agreeing to be primarily liable vis-à-vis a third party counterparty. Moreover, in connection with the divestment of all or part of a Portfolio Entity (e.g., an initial public offering), Blackstone will seek to track the ownership interests, liabilities and obligations of the Fund and any Other Blackstone Clients owning an interest in the Portfolio Entity comprising such operating business, but it is possible that the Fund and applicable Other Blackstone Clients will, in certain circumstances, incur shared, disproportionate or crossed liabilities. Furthermore, depending on various factors including the relative assets, expiration dates, investment objectives and return profiles of each of the Fund and such Other Blackstone Clients, it is possible that one or more of them will have greater exposure to legal claims and that they will have conflicting goals with respect to the price, timing and manner of disposition opportunities.

Additionally, in connection with seeking financing or refinancing of Portfolio Entities and their assets, it may be the case that better financing terms are available when more than one Portfolio Entity provides collateral, particularly in circumstances where the assets of each Portfolio Entity are similar in nature. As such, rather than seeking such financing or refinancing on its own, a Portfolio Entity of the Fund may enter into cross collateralization arrangements with another Portfolio Entity of the Fund or Portfolio Entities of one or more Other Blackstone Clients. While Blackstone would expect any such financing arrangements to generally be non-recourse to the Fund and the Other Blackstone Clients, as a result of any cross-collateralization, the Fund could also lose its interests in otherwise performing investments due to poorly performing or non-performing investments of the Other Blackstone Clients.

***Syndication; Warehousing.*** Blackstone, the Fund, Other Blackstone Clients, joint venture partners, or affiliates or related parties of the foregoing could, subject to the limitations in the Organizational Documents, acquire an investment as principal and subsequently sell some or all of it to the Fund, Other Blackstone Clients and/or co-investment vehicles in an affiliate or related



party transaction. Similarly, subject to the limitations in the Organizational Documents, the Fund may acquire an investment and subsequently syndicate, or sell some or all of it, to Blackstone, Other Blackstone Clients, co-investment vehicles (including committed co-investment vehicles), joint venture partners, or affiliates or related parties of the foregoing or other third parties, notwithstanding the availability of capital from the Fund investors and other limited partners thereof or applicable credit facilities. BXLS Advisors may cause these transfers to be made at cost, or cost plus an interest rate or carrying cost charged from the time of acquisition to the time of transfer, notwithstanding that the fair market value of any such investments may have declined below or increased above cost from the date of acquisition to the time of such transfer. BXLS Advisors may also determine another methodology for pricing these transfers, including fair market value at the time of transfer. Also, BXLS Advisors will, in certain circumstances charge fees on these transfers to either or both of the parties to them. The Fund or its affiliates will retain any portion of an investment initially acquired by them with a view to syndication to co-investors or other potential purchasers to the extent such portion has not been syndicated after reasonable efforts to do so. Conflicts of interest are expected to arise in connection with these affiliate transactions, including with respect to timing, structuring, pricing and other terms. For example, BXLS Advisors will have a potential conflict of interest when BXLS Advisors receives fees, including carried interest, from an Other Blackstone Client acquiring from or transferring to the Fund all or a portion of an investment. Furthermore, BXLS Advisors and its affiliates have the right to commit to or initially acquire a portion of an investment alongside the Fund if it intends to syndicate such amounts to Other Blackstone Clients or third parties (which may include one or more investors in Other Blackstone Clients), and to retain such amounts not ultimately syndicated after having used reasonable efforts to syndicate. The equity committed/used in any such underwriting by BXLS Advisors and its affiliates may come from Blackstone's own balance sheet and/or from one or more third parties that enter into arrangements with Blackstone with respect thereto, and may come from an Other Blackstone Client. In such circumstances, Blackstone will have the right to earn underwriting and/or syndication fees from the Fund, the Portfolio Entity, or the purchasers of such equity, and the Fund and Fund investors will not be entitled to share in or receive the benefit of any such underwriting and/or syndication fees. As a result, BXLS Advisors may be incentivized to underwrite and/or syndicate amounts of equity in investments due to the right to earn fees not subject to offset in favor of the Fund investors, even if the capital used to underwrite such amounts do not come entirely from the Blackstone's own balance sheet as described above, and Blackstone may share such fees with one or more third parties that commit to such equity investments and may charge purchasers of the equity fees and carried interest with respect thereto. (See also "—Securities and Lending Activities" herein.)

More specifically, the Fund could initially acquire a portion of certain investments (including through borrowings on a subscription based credit facility or from Blackstone itself) intended as co-investments as described herein and to syndicate all or a part of such co-investments to one or more co-investors (in accordance with the terms of, and the timeframe described in, the Organizational Documents). The value of the investment during such period could increase, but the Fund will not receive the full benefit of any such increase.

***Break-up and other Similar Fees.*** Break-up or topping fees with respect to the Fund's investments can be paid to BXLS Advisors, in which case Management Fees will be offset by the amount of break-up or topping fees attributable to a potential investment by the Fund, but not to any amount attributable to a potential investment by Other Blackstone Clients, Blackstone's side-by-side co-investment vehicles, permanent capital vehicles and/or accounts including Fidelity and Guaranty Life Insurance Company managed by affiliates of Blackstone and related entities or third parties. (See "—Other Blackstone Business Activities" herein.) Alternatively, the Fund could receive the break-up or topping fees directly, in which case there will be no Management Fee offset. Break-up or topping fees paid to BXLS Advisors or the Fund in connection with a transaction could be allocated, or not, to Other Blackstone Clients or co-investment vehicles that invest (or are expected to invest) alongside the Fund, as determined by BXLS Advisors to be appropriate in the circumstances. Generally, BXLS Advisors would not allocate break-up or topping fees with respect to a potential investment to the Fund, an Other Blackstone Client or co-investment vehicle unless such person would also share in broken deal expenses related to the potential investment. With respect to fees received by Blackstone relating to the Fund's investments or from unconsummated transactions, Fund investors will not receive the benefit of any fees relating to the Fund's investments (including, without limitation, as described above) other than as set forth in the Organizational Documents. Any fees that result in an offset of the Management Fee only apply to the extent it is made as part of the Fund's investment in such company. Also, in the case of fees for services as a director of a Portfolio Entity, the Management Fee will not be reduced or offset to the extent any Blackstone personnel continues to serve as a director after the Fund has exited (or is in the process of exiting) the applicable Portfolio Entity and/or following the termination of such employee's employment with Blackstone. For the avoidance of doubt, although the financial advisory and restructuring business of Blackstone has been spun out, to the extent any investment banking fees, consulting (including management consulting) fees, syndication fees, capital markets syndication and advisory fees (including underwriting fees), origination fees, servicing fees, healthcare consulting / brokerage fees, fees relating to group purchasing, financial advisory fees and similar fees for arranging acquisitions and other major financial restructurings and other similar operation and financial matters, loan servicing and/or other types of insurance fees, operations fees, financing fees, fees for asset services, title insurance fees, data management and service fees or payments, incentive fees and other similar fees and annual retainers (whether in cash or in kind) are received by Blackstone, such fees will not be required to be shared with the Fund or the Fund investors and will not result in any offset to the Management Fee payable by the Fund investors. In addition, as discussed above, compensation to Development Companies and its personnel will not offset or reduce the Management Fee payable by the Fund investors and are not otherwise shared with the Fund.

In connection with certain investments in certain jurisdictions, the Fund may contribute capital contributions made by limited partners of the Fund for the payment of Management Fees to a holding vehicle formed in connection with such investment to enable such holding vehicle to pay Management Fees to an affiliate of BXLS Advisors. To the extent the Fund makes such contributions to any such holding vehicle, the Fund will be credited with such amounts as if they had been paid by the Fund to BXLS Advisors under the Organizational Documents (and such

amounts paid to an affiliate of BXLS Advisors by such holding vehicle will not, for greater certainty, constitute an additional fee that would offset the Management Fee, as such amounts do not result in an increase in the total amount of Management Fee paid to BXLS Advisors and its affiliates had the Fund paid the entirety of the Management Fee to BXLS Advisors).

**Broken Deal Expenses.** Any expenses that may be incurred by the Fund for actual investments as described herein or in the Organizational Documents may also be incurred by the Fund with respect to broken deals (i.e., investments that are not consummated). BXLS Advisors is not required to and in most circumstances will not seek reimbursement of broken deal expenses (i.e., expenses incurred in pursuit of an investment that is not consummated) from third parties, including counterparties to the potential transaction or potential co-investors (including standing co-invest vehicles established to participate in co-investment opportunities alongside the Fund on a regular or periodic basis and/or as part of an overall co-investment program). Examples of such broken deal expenses include, but are not limited to, reverse termination fees, extraordinary expenses such as litigation costs and judgments, travel and entertainment expenses incurred, costs of negotiating co-investment documentation, and legal, accounting, tax and other due diligence and pursuit costs and expenses, which may include expenses incurred prior to the commencement of the Fund's effective date. Any such broken deal expenses could, in the sole discretion of Blackstone, be allocated solely to the Fund and not to Other Blackstone Clients or co-investment vehicles (including committed co-investment vehicles) that could have made the investment, even when the Other Blackstone Client or co-investment vehicle commonly invests alongside the Fund in its investments or Blackstone or Other Blackstone Clients in their investments (including such standing co-invest vehicles). In such cases the Fund's shares of expenses would increase. In the event broken deal expenses are allocated to an Other Blackstone Client or a co-investment vehicle, BXLS Advisors or the Fund will, in certain circumstances, advance such fees and expenses without charging interest until paid by the Other Blackstone Client or co-investment vehicle, as applicable.

**Other Blackstone Business Activities.** Blackstone, the Fund, Other Blackstone Clients, their Portfolio Entities, Development Companies and personnel and related parties of the foregoing will receive fees and compensation, including performance-based and other incentive fees, for products and services provided to the Fund and its Portfolio Entities, such as fees for asset, development and property management; underwriting, syndication or refinancing of a loan or investment; loan servicing; special servicing; administrative services; advisory services on purchase or sale of an asset or company; advisory services; investment banking and capital markets services; placement agent services; fund administration; internal legal and tax planning services; information technology products and services; insurance procurement, brokerage solutions and risk management services; data extraction and management products and services; clinical development and other pharmaceutical trial services; and other products and services (including but not limited to restructuring, consulting, monitoring, commitment, syndication, origination, organization and financing, and divestment services). Such parties will also provide products and services for fees to Blackstone, the Fund, Other Blackstone Clients and their Portfolio Entities, and their personnel and related parties, as well as third parties. Through its Innovations group, Blackstone incubates businesses that can be expected to provide goods and

services to the Fund and Other Blackstone Clients and their Portfolio Entities, as well as other Blackstone related parties and third parties. By contracting for a product or service from a business related to Blackstone, the Fund and its Portfolio Entities would provide not only current income to the business and its stakeholders, but could also create significant enterprise value in them, which would not be shared with the Fund or Fund investors and could benefit Blackstone directly and indirectly. Also, Blackstone, Other Blackstone Clients and their Portfolio Entities, and their personnel and related parties will, in certain circumstances, receive compensation or other benefits, such as through additional ownership interests or otherwise, directly related to the consumption of products and services by the Fund and its Portfolio Entities. The Fund and its Portfolio Entities will incur expense in negotiating for any such fees and services, which will be treated as partnership expenses. In addition, the General Partner may receive fees associated with capital invested by co-investors relating to investments in which the Fund participates or otherwise, in connection with a joint venture in which the Fund participates or otherwise with respect to assets or other interests retained by a seller or other commercial counterparty with respect to which General Partner performs services. Finally, Blackstone and its personnel and related parties will, in certain circumstances, also receive compensation for origination activities and unconsummated transactions.

The Fund will, as determined by BXLS Advisors and as permitted by the Organizational Documents, bear the cost of fund administration, in-house attorneys to provide transactional legal advice, tax planning and other related services provided by Blackstone personnel and related parties to the Fund and its Portfolio Entities, including the allocation of their compensation and related overhead otherwise payable by Blackstone, or pay for their services at market rates. Such allocations or charges can be based on any of the following methodologies: (i) requiring personnel to periodically record or allocate their historical time spent with respect to the Fund or Blackstone approximating the proportion of certain personnel's time spent with respect to the Fund, and in each case allocating their compensation and allocable overhead based on time spent, or charging their time spent at market rates, (ii) the assessment of an overall dollar amount (based on a fixed fee or percentage of assets under management) that Blackstone believes represents a fair recoupment of expenses and a market rate for such services or (iii) any other similar methodology determined by Blackstone to be appropriate under the circumstances. Certain Blackstone personnel will provide services to few, or only one, of the Fund and Other Blackstone Clients, in which case Blackstone could rely upon rough approximations of time spent by the employee for purposes of allocating the salary and overhead of the person if the market rate for services is clearly higher than allocable salary and overhead. However, any methodology (including the choice thereof) involves inherent conflicts and may result in incurrence of greater expenses by the Fund and its Portfolio Entities than would be the case if such services were provided by third parties.

BXLS Advisors, Other Blackstone Clients and their Portfolio Entities, and their affiliates, personnel and related parties could continue to receive fees, including performance-based or incentive fees, for the services described in the preceding paragraphs with respect to investments sold by the Fund or a Portfolio Entity to a third party buyer after the sale is consummated. Such post-disposition involvement will give rise to potential or actual conflicts of interest, particularly in the

sale process. Moreover, BXLS Advisors, Other Blackstone Clients and their Portfolio Entities, and their affiliates, personnel and related parties may acquire a stake in the relevant asset as part of the overall service relationship, at the time of the sale or thereafter.

BXLS Advisors does not have any obligation to ensure that fees for products and services contracted by the Fund or its Portfolio Entities are at market rates unless the counterparty is considered an “Affiliate” of Blackstone, as defined in the Organizational Documents, and given the breadth of Blackstone’s investments and activities BXLS Advisors may not be aware of every commercial arrangement between the Fund and its Portfolio Entities, on the one hand, and Blackstone, Other Blackstone Clients and their Portfolio Entities, and personnel and related parties of the foregoing, on the other hand.

Except as set forth above, the Fund and Fund investors will not receive the benefit (*e.g.*, through an offset to the Management Fee or otherwise) of any fees or other compensation or benefit received by BXLS Advisors or its personnel and related parties (see also “—Service Providers, Vendors and Other Counterparties Generally” and “—Other Blackstone Business Activities” herein). BXLS Advisors and its personnel and related parties will receive fees attributable to the Fund, Other Blackstone Clients (including co-investment vehicles) and third parties and, without limiting the generality of the foregoing, the amount of such fees allocable to the Fund and Other Blackstone Clients (including co-investment vehicles, permanent capital vehicles, accounts and/or third parties) will not result in an offset of the Management Fees payable by Fund investors or otherwise be shared with the Fund, its Portfolio Entities or the Fund investors, even if (i) such Other Blackstone Clients (including co-investment vehicles, permanent capital vehicles, accounts and/or third parties) provide for lower or no Management Fees for the investors or participants therein (such as the vehicles established in connection with Blackstone’s side-by-side co-investment rights, which generally do not pay a Management Fee or carried interest) or (ii) such fees result in an offset to Management Fees or carried interest payable by any of such Other Blackstone Clients (including co-investment vehicles, permanent capital vehicles, accounts and/or third parties). As noted in “Co-Investment Opportunities” above, this creates an incentive for Blackstone to offer co-investment opportunities and may result in other fees being received more frequently (or exclusively) with investments that involve co-investment.

In addition, to the extent Blackstone receives any of the fees described above in kind, instead of in cash, in whole or in part, Blackstone would in certain circumstances elect to become a co-investor (or otherwise hold an interest) in such investments alongside the Fund and/or Other Blackstone Clients, which may give rise to potential or actual conflicts of interest, including with respect to the timing and manner of sale by Blackstone, on the one hand, and other participating funds, including the Fund, on the other hand. Blackstone’s receipt of such interests in kind generally would not be at the same time or on substantially the same terms, price and conditions as the Fund and/or the Other Blackstone Clients, as applicable. With respect to any dispositions of securities or investments held by Blackstone resulting from receiving such fees in kind, since the Fund and/or Other Blackstone Clients, as applicable, are not similarly situated and may have different terms affecting the timing of their respective dispositions, there may be certain situations where Blackstone would not dispose of its securities or interests at the same time

and/or on substantially the same terms, price and conditions as such other funds, which would be evaluated by Blackstone on a case-by-case basis taking into account the circumstances at the relevant time. There can be no assurance that any actual or perceived conflicts will be resolved in favor of the Fund or Fund investors.

**Data Management Services.** Blackstone or an affiliate of Blackstone formed in the future will provide data management services to Portfolio Entities and will provide such services directly to the Fund and Other Blackstone Clients (collectively, “Data Holders”). Such services may include assistance with obtaining, analyzing, curating, processing, packaging, organizing, mapping, holding, transforming, enhancing, marketing and selling such data (among other related data management and consulting services) for monetization through licensing or sale arrangements with third parties and, subject to the limitations in the Organizational Documents and any other applicable contractual limitations, with the Fund, Other Blackstone Clients, Portfolio Entities and other Blackstone affiliates and associated entities (including funds in which Blackstone and Other Blackstone Clients make investments, and Portfolio Entities thereof). If Blackstone enters into data services arrangement with Portfolio Entities and receives compensation from such Portfolio Entities for such data services, the Fund will indirectly bear their share of such compensation based on their pro rata ownership of such Portfolio Entities. Where Blackstone believes appropriate, data from one Data Holder may be pooled with data from other Data Holders. Any revenues arising from such pooled data sets would be allocated between applicable Data Holders on a fair and reasonable basis as determined by Blackstone in its sole discretion, with Blackstone able to make corrective allocations should it determine subsequently that such corrections were necessary or advisable. Blackstone is expected to receive compensation for such data management services, which may include a percentage of the revenues generated through any licensing or sale arrangements with respect to the relevant data, and which compensation is also expected to include fees, royalties and cost and expense reimbursement (including start-up costs and allocable overhead associated with personnel working on relevant matters (including salaries, benefits and other similar expenses)) will not be subject to the Management Fee offset provisions or otherwise shared with the Fund or Fund investors. Additionally, Blackstone is also expected to determine to share the products from such Data Management Services within Blackstone or its affiliates (including Other Blackstone Clients or their Portfolio Entities) at no charge and, in such cases, the Data Holders may not receive any financial or other benefit from having provided such data to Blackstone. The potential receipt of such compensation by Blackstone could create incentives for Blackstone to cause the Fund to invest in Portfolio Entities with a significant amount of data that it might not otherwise have invested in or on terms less favorable than it otherwise may have sought to obtain. (See also “Data” herein.)

**Securities and Lending Activities.** Blackstone, its affiliates and their related parties and personnel participate in underwriting and lending syndicates and otherwise act as arrangers of financing, including with respect to the public offering and private placement of debt or equity securities issued by, and loan proceeds borrowed by, the Fund and its Portfolio Entities. Underwritings and financings can be on a firm commitment basis or on an uncommitted, or “best efforts,” basis, and the underwriting or financing parties are under no duty to provide any commitment unless specifically set forth in the relevant contract. Blackstone can be expected to also provide

placement or other similar services to purchasers or sellers of securities, including loans or instruments issued by Portfolio Entities and Other Blackstone Clients. A Blackstone broker-dealer will from time to time act as the managing underwriter, a member of the underwriting syndicate or broker for the Fund or its Portfolio Entities, or as dealer, broker or advisor to a counterparty to the Fund or a Portfolio Entity, and purchase securities from or sell securities to the Fund, Other Blackstone Clients or Portfolio Entities of the Fund and/or Other Blackstone Clients. Blackstone will also from time to time, on behalf of the Fund or its Portfolio Entities, or other parties to a transaction involving the Fund or its Portfolio Entities, effect transactions, including transactions in the secondary markets, that result in commissions or other compensation paid to Blackstone by the Fund or its Portfolio Entities or the counterparty to the transaction, thereby creating a potential conflict of interest. This could include, by way of example, fees and/or commissions for equity syndications to co-investment vehicles. Subject to applicable law, Blackstone will from time to time receive underwriting fees, discounts, placement commissions, loan modification or restructuring fees, servicing fees, capital markets advisory fees, lending arrangement fees, asset/property Management Fees, insurance (including title insurance) fees and consulting fees, monitoring fees, commitment fees, syndication fees, origination fees, organizational fees, operational fees, loan servicing fees, and financing and divestment fees (or, in each case, rebates in lieu of any such fees, whether in the form of purchase price discounts or otherwise, even in cases where Blackstone, the Fund, an Other Blackstone Client or their Portfolio Entities are purchasing debt) or other compensation with respect to the foregoing activities, which are not required to be shared with the Fund or the Fund investors, and the Management Fee with respect to a Fund investor generally will not be reduced by such amounts. BXLS Advisors has sole discretion to approve the foregoing arrangements if BXLS Advisors believes in good faith that such transactions are appropriate for the Fund.

Sales of securities for the account of the Fund and its Portfolio Entities will from time to time be bunched or aggregated with orders for other accounts of Blackstone including Other Blackstone Clients. It could be impossible, as determined by BXLS Advisors in its sole discretion, to receive the same price or execution on the entire volume of securities sold, and the various prices will, in certain circumstances, therefore be averaged which may be disadvantageous to the Fund.

When Blackstone serves as underwriter with respect to securities of the Fund or its Portfolio Entities, the Fund and such Portfolio Entities could be subject to a “lock-up” period following the offering under applicable regulations during which time the Fund or its Portfolio Entity would be unable to sell any securities subject to the “lock-up.” This may prejudice the ability of the Fund and its Portfolio Entities to dispose of such securities at an opportune time. (See also “—Related Financing Counterparties” and “—Portfolio Entity Relationships Generally” herein.)

Blackstone employees, including employees of BXLS Advisors, are generally permitted to invest in alternative investment funds, real estate funds, hedge funds or other investment vehicles, including potential competitors of the Fund. The limited partners will not receive any benefit from any such investments.

**PJTP.** On October 1, 2015, Blackstone spun off the financial and strategic advisory services, restructuring and reorganization advisory services, and its Park Hill Group fund placement

businesses, and combined these businesses with PJT, an independent financial advisory firm founded by Paul J. Taubman . While PJT operates independently from Blackstone and is not an affiliate thereof, it is expected that there will be substantial overlapping ownership between Blackstone and PJT for a considerable period of time going forward. Therefore, conflicts of interest will arise in connection with transactions between or involving the Fund and its Portfolio Entities on the one hand, and PJT, on the other. The pre-existing relationship between Blackstone and its former personnel, the overlapping ownership and certain continuing arrangements between PJT and Blackstone may influence BXLS Advisors to select or recommend PJT to perform services for Blackstone managed funds, including the Fund or its Portfolio Entities, the cost of which will generally be borne directly or indirectly by the Fund and Fund investors (to the extent of their ownership therein). Given that PJT is no longer an affiliate of Blackstone, BXLS Advisors will be free to transact with PJT generally without restriction under the Organizational Documents, notwithstanding the historical relationship between Blackstone and PJT. (See also “- Service Providers, Vendors and Other Counterparties Generally” herein.)

***Portfolio Entity Relationships Generally.*** Blackstone, Portfolio Entities of the Fund, including special purpose vehicle Portfolio Entities that may be formed in connection with investments, and Other Blackstone Clients are and will be counterparties or participants in agreements, transactions and other arrangements with the Fund, Other Blackstone Clients, and/or Portfolio Entities of the Fund and Other Blackstone Clients or other Blackstone affiliates for the provision of goods and services, purchase and sale of assets and other matters. These agreements, transactions and other arrangements will involve payment of fees and other amounts and/or other benefits to Blackstone, a Blackstone affiliate and/or a Portfolio Entity, none of which will result in any offset to the Management Fees, notwithstanding that some of the services provided by a Portfolio Entity are similar in nature to the services provided by BXLS Advisors and that certain Portfolio Entities are expected to be special purpose vehicles created by the Fund. Such agreements, transactions and other arrangements will generally be entered into without the consent or direct involvement of the Fund and/or such Other Blackstone Client or the consent of the L.P. Advisory Committee, Independent Client Representative (if any), Fund investors or such Other Blackstone Client (including, without limitation, in the case of minority investments by the Fund in such Portfolio Entities or the sale of assets from one Portfolio Entity to another). This is because, among other considerations, Portfolio Entities of the Fund and Portfolio Entities of Other Blackstone Clients are not considered affiliates of Blackstone, the Fund or BXLS Advisors under the Organizational Documents. There can be no assurance that the terms of any such agreement, transaction or other arrangement will be as favorable to the Fund as otherwise would be the case if the counterparty were not related to Blackstone.

In addition, it is possible that certain Portfolio Entities of the Fund or Other Blackstone Clients or entities in which Other Blackstone Clients have an interest will compete with the Fund for one or more investment opportunities. It is also possible that certain Portfolio Entities of the Other Blackstone Clients or companies in which Other Blackstone Clients have an interest will engage in activities that may have adverse consequences on the Fund and/or its Portfolio Entities (including, by way of example only, as a result of laws and regulations of certain jurisdictions (e.g., bankruptcy, environmental, consumer protection and/or labor laws) that may not



recognize the segregation of assets and liabilities as between separate entities and may permit recourse against the assets of not just the entity that has incurred the liabilities, but also the other entities that are under common control with, or part of the same economic group as, such entity, which may result in the assets of the Fund and/or its Portfolio Entities being used to satisfy the obligations or liabilities of one or more Other Blackstone Clients, their Portfolio Entities and/or affiliates).

In addition, Blackstone and affiliates of Blackstone may also establish other investment products, vehicles and platforms focusing on specific asset classes or industry sectors that fall within a Fund's investment strategy, which may compete with the Fund for investment opportunities (it being understood that such arrangements may give rise to conflicts of interest that may not necessarily be resolved in favor of the Fund).

In addition, Portfolio Entities with respect to which the Fund may elect members of the board of directors may, as a result, subject the Fund and/or such directors to fiduciary obligations to make decisions that they believe to be in the best interests of any such Portfolio Entity. Although in most cases the interests of the Fund and any such Portfolio Entity will be aligned, this may not always be the case. This may create conflicts of interest between the relevant director's obligations to any such Portfolio Entity and its stakeholders, on the one hand, and the interests of the Fund, on the other hand. Although the Sponsor will generally seek to minimize the impact of any such conflicts, there can be no assurance they will be resolved favorably for the Fund.

***Portfolio Entity Service Providers and Vendors.*** The Fund, Other Blackstone Clients and its Portfolio Entities and Blackstone can be expected to engage Portfolio Entities of the Fund and Other Blackstone Clients to provide corporate support services (including, without limitation, accounts payable, accounting/audit (including valuation support services), account management, insurance, procurement, placement, brokerage, consulting, cash management, corporate secretarial services, domiciliation, data management, directorship services, finance/budget, human resources, information technology/systems support, internal compliance/KYC judicial processes, legal, operational coordination (*i.e.*, coordination with JV partners, property managers), risk management, reports, tax analysis and compliance (e.g., CIT and VAT compliance), transfer pricing and internal risk control, treasury and valuation services) and other services. Similarly, Blackstone, Other Blackstone Clients and their Portfolio Entities can be expected to engage Portfolio Entities of the Fund to provide some or all of these services. Some of the services performed by Portfolio Entity service providers could also be performed by the General Partner or its affiliates from time to time and vice versa. Fees paid by the Fund or its Portfolio Entities to other Portfolio Entity service providers do not offset or reduce the Management Fee payable by the Fund investors and are not otherwise shared with the Fund, unless otherwise required by the Organizational Documents. In addition, see “—Development Companies” herein.

Portfolio Entities of the Fund and Other Blackstone Clients that can be expected to provide services to the Fund and its Portfolio Entities include, without limitation, the following, and may include additional Portfolio Entities that may be formed or acquired in the future:

*BTIG.* BTIG, LLC (“BTIG”) is a global financial services firm in which certain Blackstone entities own a strategic minority investment. BTIG provides institutional trading, investment banking, research and related brokerage services and may provide goods and services for the BXLS Funds or their Portfolio Entities.

*Optiv.* Optiv Security, Inc. is a portfolio company held by certain Blackstone private equity funds that provides a full slate of information security services and solutions and may provide goods and services for the BXLS Funds and their Portfolio Entities.

*PSAV.* PSAV, Inc. is a portfolio company held by certain Blackstone private equity funds that provides outsourced audiovisual services and event production and may provide goods and services for the Fund, the BXLS Funds and their Portfolio Entities.

*Refinitiv.* On October 1, 2018, a consortium led by Blackstone announced that private equity funds managed by Blackstone had completed an acquisition of Thomson Reuters’ Financial & Risk business (“Refinitiv”). Refinitiv operates a pricing service that provides valuation services and may provide goods and services for the Fund, the BXLS Funds and their Portfolio Entities.

*Kryalos.* Blackstone through one or more of its funds has made a minority investment in Kryalos, an operating partner in certain real estate investments made by Other Blackstone Clients, and Kryalos may perform services for the Fund and Other Blackstone Clients.

The Fund and its Portfolio Entities will compensate one or more of these service providers and vendors owned by the Fund or Other Blackstone Clients, including through incentive based compensation payable to their management teams and other related parties. Some of these service providers and vendors owned by the Fund or Other Blackstone Clients will charge the Fund and its Portfolio Entities for goods and services at rates generally consistent with those available in the market for similar goods and services. The discussion regarding the determination of market rates under “—Blackstone Affiliated Service Providers” herein applies equally in respect of the fees and expenses of the Portfolio Entity service providers, if charged at rates generally consistent with those available in the market. Other service providers and vendors owned or controlled by the Fund or Other Blackstone Clients pass through expenses on a cost reimbursement, no-profit or break-even basis, in which case the service provider allocates costs and expenses directly associated with work performed for the benefit of the Fund and its Portfolio Entities to them, along with any related tax costs and an allocation of the service provider’s overhead, including any of the following: salaries, wages, benefits and travel expenses; marketing and advertising fees and expenses; legal, accounting and other professional fees and disbursements; office space (including, without limitation, rent and refurbishment costs) and equipment; insurance premiums; technology expenditures, including hardware and software costs; costs to engage recruitment firms to hire employees; diligence expenses; one-time costs, including costs related to building-out and winding-down a Portfolio Entity; taxes; and other operating and capital expenditures. Any of the foregoing costs, although allocated in a particular period, will, in certain circumstances, relate to activities occurring outside the period, and therefore the Fund could pay more than its pro rata portion of fees for services. The allocation of overhead among the entities and assets to which services are provided can be expected to be

based on any of a number of different methodologies, including, without limitation, “cost” basis as described above, “time-allocation” basis, “per unit” basis, “per square footage” basis or “fixed percentage” basis. There can be no assurance that a different manner of allocation would result in the Fund and its Portfolio Entities bearing less or more costs and expenses. Furthermore, Blackstone will generally not perform or obtain any benchmarking analysis or third party verification of expenses with respect to services provided on a cost reimbursement, no-profit or break-even basis. There can be no assurances that amounts charged by Portfolio Entity service providers that are not controlled by the Fund or Other Blackstone Clients will be consistent with market rates or that any benchmarking, verification or other analysis will be performed with respect to such charges. If benchmarking is performed, the related expenses will be borne by the Fund, Other Blackstone Clients and their respective Portfolio Entities and will not offset the Management Fee. A Portfolio Entity service provider may subcontract certain of its responsibilities to other Portfolio Entities. In such circumstances, the relevant subcontractor could invoice the Portfolio Entity for fees (or in the case of a cost reimbursement arrangement, for allocable costs and expenses) in respect of the services provided by the subcontractor. The Portfolio Entity, if charging on a cost reimbursement, no-profit or break-even basis, would in turn allocate those costs and expenses as it allocates other fees and expenses as described above. Similarly, Other Blackstone Clients, their Portfolio Entities and Blackstone can be expected to engage Portfolio Entities of the Fund to provide services, and these Portfolio Entities will generally charge for services in the same manner described above, but the Fund and its Portfolio Entities generally will not be reimbursed for any costs (such as start-up costs) relating to such Portfolio Entities incurred prior to such engagement.

Portfolio Entity service providers described in this section are generally owned and controlled by one or more Blackstone funds, such as the Fund and Other Blackstone Clients. In certain instances a similar company could be owned and controlled by Blackstone directly. Blackstone could cause a transfer of ownership of one of these service providers from the Fund to an Other Blackstone Client, or from an Other Blackstone Client to the Fund.

***Service Providers, Vendors and Other Counterparties Generally.*** Certain third party advisors and other service providers and vendors to the Fund and its Portfolio Entities (including accountants, administrators, lenders, bankers, brokers, attorneys, consultants, title agents and investment or commercial banking firms) are owned by Blackstone, the Fund or Other Blackstone Clients or provide goods or services to, or have other business, personal, financial or other relationships with, Blackstone, the Fund, the Other Blackstone Clients and their respective Portfolio Entities and affiliates and personnel of the foregoing. Such advisors and service providers referred to above may be investors in the Fund or Other Blackstone Clients, affiliates of the General Partner, sources of financing and investment opportunities or co-investors or commercial counterparties or entities in which Blackstone, the Fund and/or Other Blackstone Clients have an investment, and payments by the Fund and/or such entities may indirectly benefit Blackstone, the Fund, the Other Blackstone Clients, co-investment vehicles and their respective Portfolio Entities or any affiliates or personnel of the foregoing. Also, advisors, lenders, investors, commercial counterparties, vendors and service providers (including any of their affiliates or personnel) to the Fund and its Portfolio Entities could have other commercial or personal relationships with

Blackstone, Other Blackstone Clients (including co-investment vehicles) and their respective Portfolio Entities, or any affiliates, personnel or family members of personnel of the foregoing. Although Blackstone selects service providers and vendors it believes are most appropriate in the circumstances based on its knowledge of such service providers and vendors (which knowledge is generally greater in the case of service providers and vendors that have other relationships to Blackstone), the relationship of service providers and vendors to Blackstone as described above will, in certain circumstances, influence Blackstone in deciding whether to select, recommend or form such an advisor or service provider to perform services for the Fund or a Portfolio Entity, the cost of which will generally be borne directly or indirectly by the Fund and can be expected to incentivize Blackstone to engage such service provider over a third party, utilize the services of such service providers and vendors more frequently than would be the case absent the conflict, or to pay such service providers and vendors higher fees or commissions than would be the case absent the conflict. The incentive could be created by current income and/or the generation of enterprise value in a service provider or vendor; Blackstone can be expected to also have an incentive to invest in or create service providers and vendors to realize on these opportunities. Furthermore, Blackstone will from time to time encourage third party service providers to the Fund and its Portfolio Entities to use other Blackstone-affiliated service providers and vendors in connection with the business of the Fund, Portfolio Entities and unaffiliated entities, and Blackstone has an incentive to use third party service providers who do so as a result of the indirect benefit to Blackstone and additional business for the related service providers and vendors. Fees paid by the Fund or its Portfolio Entities to or value created in these service providers and vendors do not offset or reduce the Management Fee payable by the Fund investors and are not otherwise shared with the Fund unless required by the Organizational Documents. In the case of brokers, Blackstone has a best execution policy that it updates from time to time to comply with regulatory requirements in applicable jurisdictions.

Blackstone has a general practice of not entering into any arrangements with advisors, vendors or service providers that provide lower rates or discounts to Blackstone itself compared to those available to the Fund and its Portfolio Entities for the same services. However, legal fees for unconsummated transactions are often charged at a discounted rate, such that if the Fund and its Portfolio Entities consummate a higher percentage of transactions with a particular law firm than Blackstone, the Fund, Other Blackstone Clients and their Portfolio Entities, the Fund investors could indirectly pay a higher net effective rate for the services of that law firm than Blackstone, the Fund or Other Blackstone Clients or their Portfolio Entities. Also, advisors, vendors and service providers often charge different rates or have different arrangements for different types of services. For example, advisors, vendors and service providers often charge fees based on the complexity of the matter as well as the expertise and time required to handle it. Therefore, to the extent the types of services used by the Fund and its Portfolio Entities are different from those used by Blackstone, Other Blackstone Clients and their Portfolio Entities, and their affiliates and personnel, the Fund and its Portfolio Entities can be expected to pay different amounts or rates than those paid by such other persons. Similarly, Blackstone, the Fund, the Other Blackstone Clients and their Portfolio Entities and affiliates can be expected to enter into agreements or other arrangements with vendors and other similar counterparties (whether such counterparties are affiliated or unaffiliated with Blackstone) from time to time whereby

such counterparty will, in certain circumstances, charge lower rates (or no fee) or provide discounts or rebates for such counterparty's products or services depending on the volume of transactions in the aggregate or other factors.

The Fund, Other Blackstone Clients and their Portfolio Entities are expected to enter into joint ventures with third parties to which the service providers and vendors described above will provide services. In some of these cases, the third party joint venture partner may negotiate to not pay its pro rata share of fees, costs and expenses to be allocated as described above, in which case the Fund, Other Blackstone Clients and their Portfolio Entities that also use the services of the Portfolio Entity service provider will, directly or indirectly, pay the difference, or the Portfolio Entity service provider will bear a loss equal to the difference.

Blackstone may, from time to time, encourage service providers to funds and investments to use, at market rates and/or on arm's length terms, Blackstone-affiliated service providers in connection with the business of the Fund, Portfolio Entities, and unaffiliated entities. This practice provides an indirect benefit to Blackstone in the form of added business for Blackstone-affiliated service providers.

Certain Portfolio Entities that provide services to the Fund, Other Blackstone Clients and/or portfolio companies or assets of the Fund and/or Other Blackstone Clients may be transferred between and among the Fund and/or Other Blackstone Clients (where the Fund may be a seller or a buyer in any such transfer) for minimal or no consideration (based on a third party valuation confirming the same) and without the approval of the L.P. Advisory Committee, Independent Client Representative (if any) and/or the limited partners (or Independent Client Representative (if any)) of the Fund. Such transfers may give rise to actual or potential conflicts of interest for BXLS Advisors.

With respect to transactions or agreements with Portfolio Entities (including, for the avoidance of doubt, long-term incentive plans), at times if unrelated officers of a Portfolio Entity have not yet been appointed, Blackstone may negotiate and execute agreements between Blackstone and/or the Fund on the one hand, and the Portfolio Entity or its affiliates, on the other hand, which could entail a conflict of interest in relation to efforts to enter into terms that are arm's length. Among the measures Blackstone may use to mitigate such conflicts is to involve outside counsel to review and advise on such agreements and provide insights into commercially reasonable terms.

***Blackstone Affiliated Service Providers.*** In addition to the service providers (including Portfolio Entity service providers) and vendors described above, the Fund and its Portfolio Entities will engage in transactions with one or more businesses that are owned or controlled by Blackstone directly, not through one of its funds, including the businesses described below. These businesses will, in certain circumstances, also enter into transactions with other counterparties of the Fund and its Portfolio Entities, as well as service providers, vendors and Fund investors. Blackstone could benefit from these transactions and activities through current income and creation of enterprise value in these businesses. No fees charged by these service providers and vendors will offset or reduce Management Fees, unless otherwise required by the Organizational Documents.

Furthermore, Blackstone, the Fund, the Other Blackstone Clients and their Portfolio Entities and their affiliates and related parties will use the services of these Blackstone affiliates, including at different rates. Although Blackstone believes the services provided by its affiliates are equal or better than those of third parties, Blackstone directly benefits from the engagement of these affiliates, and there is therefore an inherent conflict of interest.

Blackstone affiliated service providers and vendors, include, without limitation:

- *BCP / BTO Management.* BCP / BTO Management (“BCP / BTO Management”) is a Luxembourg-based company established in 2012 to centralize various resources supporting the maintenance and day-to-day management and administration of certain Luxembourg holding companies controlled by certain of the Fund and Other Blackstone Clients. BCP / BTO Management is entirely owned by Other Blackstone Clients. In certain cases, the funds which use BCP / BTO Management’s services may contribute capital to fund the costs of BCP / BTO Management. Key service functions provided by BCP / BTO Management include domiciliation, accounting, regulatory and tax reporting and compliance. All costs associated with BCP / BTO Management’s services and operations (including any BCP / BTO Management employee compensation and other general overhead) will be ultimately borne by the Fund and Other Blackstone Clients that own or use BCP / BTO Management. These shared costs are intended to be allocated and charged on a cost sharing basis to the individual fund related entities utilizing the services of BCP / BTO Management based on the type and level of services provided and may include a mark-up, though BCP / BTO Management is generally intended to operate on a nominal profit basis. The General Partner endeavors to allocate fees and expenses associated with BCP / BTO Management fairly and equitably, which allocation involves certain methodologies based on actual data pertaining to the services provided. The General Partner believes that these methodologies result in a fair and equitable allocation of expenses. To the extent ownership of BCP / BTO Management is transferred between the Fund and Other Blackstone Clients, such transfer will generally be consummated for minimal or no consideration, and without obtaining any consent from the L.P. Advisory Committee Independent Client Representative (if any) and/or the limited partners (or of the Fund or Independent Client Representatives (if any)).
- *Aquicore.* Aquicore is a cloud-based platform that tracks, analyzes and predicts key metrics in real estate focused on the reduction of energy consumption. Blackstone holds a minority investment in Aquicore.
- *Equity Healthcare.* Equity Healthcare LLC (“Equity Healthcare”) is a Blackstone affiliate that negotiates with providers of standard administrative services and insurance carriers for health benefit plans and other related services for cost discounts, quality of service monitoring, data services and clinical consulting. Because of the combined purchasing power of its client participants, which include unaffiliated third parties, Equity Healthcare is able to negotiate pricing terms that are believed to be more favorable than those that the Portfolio Entities could obtain for themselves on an individual basis. The fees received by Equity Healthcare in connection with such services provided to investments will not offset the Management Fee payable by the limited partners.

- *LNLS.* Blackstone wholly owns a leading national title agency, Lexington National Land Services (“LNLS”), a title agent company. LNLS acts as an agent for one or more underwriters in issuing title policies and/or providing support services in connection with investments by the Fund, Other Blackstone Clients and third parties. LNLS focuses on transactions in rate-regulated U.S. states where the cost of title insurance is non-negotiable. LNLS will not perform services in nonregulated U.S. states for the Fund and Other Blackstone Clients unless (i) in the context of a portfolio transaction that includes assets in rate regulated U.S. states, (ii) as part of a syndicate of title insurance companies where the rate is negotiated by other insurers or their agents, (iii) when a third party is paying all or a material portion of the premium or (iv) when providing only support services to the underwriter and not negotiating the title policy or issuing it to the insured. LNLS earns fees, which would have otherwise been paid to third parties, by providing title agency services and facilitating the placement of title insurance with underwriters. Blackstone receives distributions from LNLS in connection with investments by the Fund based on its equity interest in LNLS. In each case, there will be no related offset to the Fund. As a result, while Blackstone believes that venture will provide services at or better than those provided by third parties (even in jurisdictions where insurance rates are regulated), there is an inherent conflict of interest that would incentivize Blackstone to engage LNLS over a third party.
- *Development Companies.* Development Companies are seed-funded, special purpose development companies that are highly involved in identifying and diligencing potential investments, negotiating terms with respect to investments, and, in many cases, taking the lead in executing the agreed development plans with respect to investments through the mutually-agreed success milestones. Development Companies often actively manage clinical trials with respect to investments and in many cases, the applicable Development Company will take the primary responsibility for executing the clinical trials. See also “—Development Companies” herein for more information.

The Fund could acquire from or sell to Blackstone a service provider as an investment of the Fund or participate alongside Blackstone in the acquisition of a service provider. Blackstone is expected to establish a valuation methodology in relation to any such sale or acquisition by the Fund of a service provider. In addition, before entering into any transaction with respect to any such service provider, it is anticipated that Blackstone will obtain any consents that may be required under the U.S. Investment Advisers Act of 1940, as amended from time to time (the “Advisers Act”) or other applicable laws or regulations.

Certain Blackstone-affiliated service providers and their respective personnel will receive a management promote, an incentive fee and other performance-based compensation in respect of investments of the Fund, sales or other transaction volume. Furthermore, Blackstone-affiliated service providers can be expected to charge costs and expenses based on allocable overhead associated with personnel working on relevant matters (including salaries, benefits and other similar expenses).

Blackstone will make determinations of market rates (*i.e.*, rates that fall within a range that Blackstone has determined is reflective of rates in the applicable market and certain similar markets, though not necessarily equal to or lower than the median rate of comparable firms) based on its consideration of a number of factors, which are generally expected to include Blackstone's experience with non-affiliated service providers as well as benchmarking data and other methodologies determined by Blackstone to be appropriate under the circumstances. In respect of benchmarking, while Blackstone often obtains benchmarking data regarding the rates charged or quoted by third parties for services similar to those provided by Blackstone affiliates in the applicable market or certain similar markets, relevant comparisons may not be available for a number of reasons, including, without limitation, as a result of a lack of a substantial market of providers or users of such services or the confidential or bespoke nature of such services (*e.g.*, different assets may receive different services). In addition, benchmarking data is based on general market and broad industry overviews, rather than determined on an asset by asset basis. As a result, benchmarking data does not take into account specific characteristics of individual assets then owned or to be acquired by the Fund, or the particular characteristics of services provided. For these reasons, such market comparisons may not result in precise market terms for comparable services. Finally, in certain circumstances Blackstone can be expected to determine that third party benchmarking is unnecessary, either because the price for a particular good or service is mandated by law (*e.g.*, title insurance in rate regulated U.S. states), or because in Blackstone's view no comparable service provider offering such good or services exists or because Blackstone has access to adequate market data to make the determination without reference to third party benchmarking.

In addition, Blackstone's Treasury group currently provides foreign currency exchange ("FX") services to the Fund and Other Blackstone Clients for FX trades under a certain threshold. Based on its current practices (which are subject to change in the future), at the request of the Fund or an Other Blackstone Client, the Blackstone Treasury group will exchange foreign currencies from Blackstone's own account on behalf of the Fund or such Other Blackstone Client based on the end of day mid-market rate published by Bloomberg on the immediately preceding business day, and does not currently charge any fees for providing such service (apart from the same market-rate bank/wire fees the Fund or such Other Blackstone Client would incur on any FX payment or receipt regardless of counterparty).

Some of the services performed by Blackstone-affiliated service providers could also be performed by the Sponsor from time to time and vice versa. Fees paid by the Fund or its Portfolio Entities to or value created in Blackstone-affiliated service providers or vendors do not offset or reduce the Management Fee payable by the Fund investors and are not otherwise shared with the Fund, unless otherwise required by the Organizational Documents.

***Transactions with Clients of Blackstone Insurance Solutions.*** Blackstone Insurance Solutions ("BIS") is a business unit of Blackstone that is comprised of two affiliated registered investment advisers. BIS provides investment advisory services to insurers (including insurance companies that are owned, directly or indirectly, by Blackstone, the Fund or Other Blackstone Clients, in whole or in part). Actual or potential conflicts of interest will likely arise in relation to the funds,



vehicles or accounts BIS advises or sub-advises, including accounts where an insurer participates in investments directly and there is no separate vehicle controlled by Blackstone (collectively, “BIS Clients”). BIS Clients will engage in a variety of activities, including participating in transactions related to a Fund and/or its Portfolio Entities (e.g., as originators, co-originators, counterparties or otherwise). Under certain circumstances (e.g., where a BIS Client participates in a transaction directly (and not through a vehicle controlled by Blackstone) and independently consents to participating in a transaction), a BIS Client will not be an “Affiliate” under the Organizational Documents of the Fund, in which case any limitations or obligations pursuant to such Organizational Documents with respect to transactions with affiliates will not apply. BIS Clients have invested and are expected to continue investing in Other Blackstone Clients and the Fund. BIS Clients may have investment objectives that overlap with those of the Fund or its Portfolio Entities, and such BIS Clients may invest alongside the Fund or such Portfolio Entities in certain investments, which will reduce the investment opportunities otherwise available to the Fund or such Portfolio Entities. BIS Clients will also participate in transactions related to the Fund and/or its Portfolio Entities (e.g., as originators, co-originators, counterparties or otherwise). Other transactions in which BIS Clients will participate include, without limitation, investments in debt or other securities issued by Portfolio Entities or other forms of financing to Portfolio Entities (including special purpose vehicles established by the Fund or such Portfolio Entities). When investing alongside the Fund or its Portfolio Entities or in other transactions related to the Fund or its Portfolio Entities, BIS Clients may not invest or divest at the same time or on the same terms as the Fund or the applicable Portfolio Entities. BIS Clients will also from time to time acquire investments and Portfolio Entities directly or indirectly from the Fund, including one or more royalty streams, which may be securitized along with other royalty streams. In circumstances where the General Partner determines in good faith that the conflict of interest is mitigated in whole or in part through various measures that Blackstone or the General Partner implements, the General Partner is not required and does not intend to seek approval of the L.P. Advisory Committee or the Fund investors. In order to seek to mitigate any potential conflicts of interest with respect to such transactions (or other transactions involving BIS Clients), Blackstone may, in its discretion, involve independent members of the board of a Portfolio Entity or a third party stakeholder in the transaction to negotiate price and terms on behalf of the BIS Clients or otherwise cause the BIS Clients to “follow the vote” thereof, and/or cause an independent client representative or other third party to approve the investment or otherwise represent the interests of one or more of the parties to the transaction. In addition, Blackstone or the General Partner may limit the percentage interest of the BIS Clients participating in such transaction, or obtain appropriate price quotes or other benchmarks, or, alternatively, a third-party price opinion or other document to support the reasonableness of the price and terms of the transaction. BIS will also from time to time require the applicable BIS Clients participating in a transaction to consent thereto (including in circumstances where the General Partner does not seek the consent of an L.P. Advisory Committee or the Fund investors). There can be no assurance that any such measures or other measures that may be implemented by Blackstone will be effective at mitigating any actual or potential conflicts of interest. Moreover, under certain circumstances (e.g., where a BIS Client participates in a transaction directly (and not through a vehicle controlled by Blackstone) and independently consents to participating in a transaction), a BIS Client (or any other Blackstone client participating via a similar arrangement) will not be an

“Affiliate” under the Organizational Documents nor subject to review by the L.P. Advisory Committee, in which case any limitations or obligations pursuant to the Organizational Documents with respect to transactions with affiliates will not apply.

***Transactions with Portfolio Entities.*** Blackstone and Portfolio Entities of the Fund and Other Blackstone Clients operate in multiple industries and provide products and services to or otherwise contract with the Fund and its Portfolio Entities, among others. In connection with any such investment, Blackstone, the Fund and Other Blackstone Clients and their respective Portfolio Entities and personnel and related parties of the foregoing can be expected to make referrals or introductions to Portfolio Entities of the Fund or Other Blackstone Clients. In the alternative, Blackstone may form a joint venture (or other business relationship) with such a Portfolio Entity to implement such arrangements, pursuant to which the joint venture or business provides services (including, without limitation, corporate support services, loan management services, management services, operational services, ongoing account services; e.g., dealing with banks/KYC, risk management services, data management services, consulting services, brokerage services, insurance procurement, placement, brokerage and consulting services, and other services) to such Portfolio Entities that are referred to the joint venture or business by Blackstone. Such referrals may be made by Blackstone in an effort, in part, to increase the customer base of such companies or businesses (and therefore the value of the investment held by the Fund or Other Blackstone Client) or because such referrals or introductions will, in certain circumstances, result in financial benefits, such as cash payments, additional equity ownership, participation in revenue share and/or milestones benefitting the referring or introducing party and/or to Blackstone or its affiliates in the case of a joint venture that are tied or related to participation by the Portfolio Entities of the Fund and/or of Other Blackstone Clients, accruing to the party making the introduction. Such joint venture or business could use data obtained from such Portfolio Entities (see “Data” herein). The Fund and the Fund investors typically will not share in any fees, economics, equity or other benefits accruing to Blackstone, Other Blackstone Clients and their Portfolio Entities as a result of the introduction of the Fund and its Portfolio Entities. There may, however, be instances in which the applicable arrangements provide that the Fund or its Portfolio Entities share in some or all of any resulting financial incentives (including, in some cases, cash payments, additional equity ownership, participation in revenue share and/or milestones) based on structures and allocation methodologies determined in the sole discretion of Blackstone. Conversely, where the Fund or one of its Portfolio Entities is the referring or introducing party, rather than receiving all of the financial incentives (including, in some cases, cash payments, additional equity ownership, participation in revenue share and/or milestones) for similar types of referrals and/or introductions, such financial incentives (including, in some cases, cash payments, additional equity ownership, participation in revenue share and/or milestones) may be similarly shared with the participating Other Blackstone Clients or their respective Portfolio Entities.

With respect to transactions or agreements with Portfolio Entities (including, for the avoidance of doubt, long-term incentive plans) occurring at times when unrelated officers of a Portfolio Entity are not appointed, Blackstone may negotiate and execute agreements on behalf of the Portfolio Entity with Blackstone, the Fund, Other Blackstone Clients and their Portfolio Entities

and affiliates and other related parties. These negotiations would not be arm's length and would entail conflicts of interest. Among the measures Blackstone can be expected to use to mitigate such conflicts is to involve outside counsel to review and advise on such agreements and provide insights into commercially reasonable terms, or establish separate groups with information barriers within Blackstone to advise on each side of the negotiation.

***Related Party Leasing.*** The Fund and its Portfolio Entities will, in certain circumstances, lease property to or from Blackstone, Other Blackstone Clients and their Portfolio Entities and affiliates and other related parties. The leases are generally expected to, but may not always, be at market rates. Blackstone may confirm market rates by reference to other leases it is aware of in the market, which Blackstone expects to be generally indicative of the market given the scale of Blackstone's real estate business. Blackstone will nonetheless have conflicts of interest in making these determinations, and with regard to other decisions related to such assets and investments. There can be no assurance that the Fund and its Portfolio Entities will lease to or from any such related parties on terms as favorable to the Fund and its Portfolio Entities as would apply if the counterparties were unrelated.

***Cross-Guarantees and Cross-Collateralization.*** In certain circumstances the Fund and its Portfolio Entities may enter into cross-collateralization or cross-guarantee or any similar arrangements with Other Blackstone Clients (including co-investment vehicles) and their Portfolio Entities, particularly in circumstances in which better financing terms are available through a cross-collateralized arrangement. Also, it is expected that cross-collateralization will generally occur at Portfolio Entities rather than the Fund for obligations that are not recourse to the Fund except in limited circumstances such as "bad boy" events. Any cross-collateralization arrangements with Other Blackstone Clients could result in the Fund losing its interests in otherwise performing investments of the Fund due to poorly performing or non-performing investments of Other Blackstone Clients in the collateral pool, or such persons otherwise defaulting on their obligations under the terms of such arrangements. The Fund investors may also be required to fund capital contributions to cover the Fund's obligations under such a default. (See also "—Liability Arising From Transactions Entered into Alongside Other Blackstone Clients" herein.)

Similarly, a lender could require that it face only one Portfolio Entity of the Fund and Other Blackstone Clients, even though multiple Portfolio Entities of the Fund and Other Blackstone Clients benefit from the lending, which will typically result in (i) the Portfolio Entity facing the lender being solely liable with respect to the entire obligation, and therefore being required to contribute amounts in respect of the shortfall attributable to other Portfolio Entities, and (ii) Portfolio Entities of the Fund and Other Blackstone Clients being jointly and severally liable for the full amount of the obligation, liable on a cross-collateralized basis or liable for an equity cushion (which cushion amount may vary depending upon the type of financing or refinancing (e.g., cushions for refinancings may be smaller)). The Portfolio Entities of the Fund and Other Blackstone Clients benefiting from a financing may enter into a back-to-back or other similar reimbursement agreements to ensure no Portfolio Entity bears more than its *pro rata* portion of the debt and related obligations. It is not expected that the Portfolio Entities would be

compensated (or provide compensation to other Portfolio Entities) for being primarily liable, or jointly liable, for other Portfolio Entities *pro rata* share of any financing.

**Joint Venture Partners.** The Fund will from time to time enter into one or more joint venture arrangements with third party joint venture partners, including pharmaceutical companies. Investments of the Fund made with joint venture partners will often involve performance-based compensation and other fees payable to such joint venture partners, as determined by BXLS Advisors in its sole discretion. The joint venture partners could provide services similar to those provided by BXLS Advisors or Development Companies to the Fund. Yet, no compensation or fees paid to the joint venture partners would reduce or offset Management Fees or carried interest payable to BXLS Advisors. Additional conflicts would arise if a joint venture partner is related to Blackstone in any way, such as a limited partner investor in, lender to, a shareholder of, or a service provider to Blackstone, the Fund, Other Blackstone Clients, or their respective Portfolio Entities, or any affiliate, personnel, officer or agent of any of the foregoing.

**Valuation Matters.** The fair value of all investments (including any asset received in exchange for any investments or interests in the Fund, as applicable) will ultimately be determined by BXLS Advisors in accordance with procedures set forth in the Organizational Documents and the Fund's valuation policy and will generally be valued on a quarterly basis. It will, in certain circumstances, be the case that the carrying value of an investment may not reflect the price at which the investment is ultimately sold in the market, and the difference between carrying value from time to time and the ultimate sales price could be material. The valuation methodologies used to value any investment will involve subjective judgments and projections and will, in certain circumstances, not be accurate. Valuation methodologies will also involve assumptions and opinions about future events, which may or may not turn out to be correct. For example, Blackstone could believe that capitalization rates will be lower upon a sale of an investment than they ultimately are, or that interest rates will decline during the hold period of an investment thereby creating attractive value even though rates do not decline. Valuation methodologies may permit reliance on a prior period valuation of particular investments. Ultimate realization of the value of an asset depends to a great extent on economic, market and other conditions beyond Blackstone's control. There will be no retroactive adjustment in the valuation of any investment, the offering price at which interests in a Fund were purchased by Fund investors or repurchased by the Fund, as applicable, or the fees and/or performance-based compensation paid to BXLS Advisors to the extent any valuation proves to not accurately reflect the realizable value of an asset in the Fund.

The valuation of investments will affect the amount and timing of BXLS Advisor's performance-based compensation and, under certain circumstances, the amount of Management Fees and Servicing Fees (if any) payable to BXLS Advisors. The valuation of investments of Other Blackstone Clients will, in certain circumstances, affect the decision of potential Investors to subscribe for interests in the Fund. Similarly, the valuation of investments of the Fund will, in certain circumstances, affect the ability of Blackstone to form and attract capital to Other Blackstone Clients. As a result, there may be circumstances in which Blackstone is incentivized to determine

valuations that are higher than the actual fair value of investments, which generally remains in the sole discretion of Blackstone.

**Group Procurement; Discounts.** The Fund and its Portfolio Entities will enter into agreements regarding group procurement (including, but not limited to, CoreTrust, an independent group purchasing organization), benefits management, purchase of title and/or other insurance policies (which can be expected to include brokerage and/or placement thereof), and will from time to time be discounted due to scale or pooled across Portfolio Entities, including through sharing of deductibles and other forms of shared risk retention from a third party or a Blackstone affiliate, and other operational, administrative or management related initiatives. Blackstone will allocate the cost of these various services and products purchased on a group basis among the Fund, Other Blackstone Clients and their Portfolio Entities. Some of these arrangements result in commissions, discounts, rebates or similar payments to Blackstone, its personnel, or Other Blackstone Clients and their Portfolio Entities, including as a result of transactions entered into by the Fund and its Portfolio Entities, and such commissions or payment will not be subject to the Management Fee offset provisions. Blackstone can be expected to also receive consulting or other fees from the parties to these group procurement arrangements. To the extent that a Portfolio Entity of an Other Blackstone Client is providing such a service, such Portfolio Entity and such Other Blackstone Client will benefit. Further, the benefits received by the particular Portfolio Entity providing the service may be greater than those received by the Fund and its Portfolio Entities receiving the service. Conflicts exist in the allocation of the costs and benefits of these arrangements, and Fund investors rely on BXLS Advisors to handle them in its sole discretion.

**Diverse Investor Group.** The Fund investors may have conflicting investment, tax and other interests with respect to their investments in the Fund and with respect to the interests of investors in other investment vehicles managed or advised by Blackstone that participate in the same investments as the Fund. The conflicting interests of Fund investors and investors in other investment vehicles would generally relate to or arise from, among other things, the nature, structuring, financing, tax profile and timing of disposition of investments of the Fund. BXLS Advisors will, in certain circumstances as a result have conflicts in making these decisions, which can be expected to be more beneficial for one or more (but not all) Fund investors than for other Fund investors. In addition, the Fund may make investments that may have a negative impact on related investments made by the Fund investors in separate transactions. In selecting and structuring investments appropriate for the Fund, BXLS Advisors will consider the investment and tax objectives of the Fund and its partners as a whole (and those of investors in Other Blackstone Clients that participate in the same investments as the Fund), not the investment, tax or other objectives of any Fund investor individually. Additionally, BXLS Advisors may elect to limit certain Fund investors' participation in particular investments or exclude certain Fund investors from particular investments (in whole or in part) to take into account ERISA, legal, tax, regulatory, policy or other similar considerations and/or limitations with respect to any Fund investor (or category of Fund investor) as determined by Blackstone in good faith, in which case non-limited or excluded Fund investors will be allocated a greater proportionate interest in such investment. In addition, reductions in unpaid Capital Commitments for capital contributions in respect of Management Fees are based on the actual amounts paid by the Fund investors. Therefore, to

the extent a Fund investor is entitled to a discounted or reduced Management Fee arrangement, including as set forth in the Organizational Documents or one or more side letters or other agreements, such Fund investor's capital contributions in respect of Management Fees will be disproportionate as compared to any Fund investor without such arrangement, and as a result its unused Capital Commitment will be proportionately higher than such other Fund investor, which among other things, will cause it to have a greater proportionate interest in investments made (and expenses incurred) than would be the case absent such Management Fee arrangement. In addition, certain Fund investors are entitled to discounted Management Fee arrangements, including as set forth in the Organizational Documents or one or more side letters or other similar agreements. Such Fund investor's capital contributions for the purposes of funding Management Fees will be proportionately less relative to its capital commitment as compared to Fund investors without such discounted Management Fee arrangements, and as a result their unused capital commitment will be proportionately higher than other Fund investors, among other things, which will likely give them a greater proportionate interest in investments made and expenses incurred than would be the case absent such Management Fee discount. In addition, certain Fund investors can be expected to also be investors in Other Blackstone Clients, including supplemental capital vehicles and co-investment vehicles that may invest alongside the Fund in one or more investments of the Fund, which could create conflicts for BXLS Advisors in the treatment of different Fund investors. Fund investors can be expected to also include affiliates of Blackstone, such as Other Blackstone Clients, affiliates of Portfolio Entities of the Fund or Other Blackstone Clients, charities, foundations or other entities or programs associated with Blackstone personnel and/or current or former Blackstone personnel, Blackstone's senior advisors, and any such affiliates, funds or persons can be expected to also invest in the Fund or through the vehicles established in connection with Blackstone's side-by-side co-investment rights, in each case, without being subject to Management Fees or carried interest (or otherwise on more favorable terms), and the limited partners will not be afforded the benefits of such arrangements. Some of the foregoing Blackstone related parties are sponsors of feeder vehicles that could invest in the Fund as Fund investors. The Blackstone related sponsors of feeder vehicles generally charge their investors additional fees, including performance based fees, which could provide Blackstone current income and increase the value of its ownership position in them. Blackstone will therefore have incentives to refer potential investors to these feeder vehicles. All of these Blackstone related Fund investors will have equivalent rights to vote and withhold consents as nonrelated Fund investors, unless otherwise provided by the terms of the Organizational Documents. Nonetheless, Blackstone may have the ability to influence, directly or indirectly, these Blackstone related Fund investors. It is also possible that the Fund or the Fund's Portfolio Entities will, in certain circumstances be counterparties (such counterparties dealt with on an arm's length basis) or participants in agreements, transactions or other arrangements with a Fund investor or its affiliates (which may occur in connection with such Fund investor or its affiliates making a capital commitment to the Fund or Other Blackstone Client), including with respect to one or more investments (or types of investments). Such transactions may include agreements to pay performance fees to a management team and other related persons in connection with the Fund's investment therein, which will reduce the Fund's returns and will not necessarily be subordinated to the return of the Fund investors' Capital Contributions. Such Fund investors described in the previous sentences can be expected to therefore have different

information about Blackstone and the Fund than Fund investors not similarly positioned. In addition, conflicts of interest will, in certain circumstances, arise in dealing with any such Fund investors, and BXLS Advisors may not be motivated to enter into agreements, transactions or arrangements with Fund investors or their affiliates in order to secure capital commitments from investors to the Fund or Other Blackstone Clients and may otherwise be motivated by factors other than the interest in the Fund. (See also “—Other Blackstone Business Activities” herein.) Similarly, not all Fund investors monitor their investments in vehicles such as the Fund in the same manner. For example, certain Fund investors can be expected to periodically request from BXLS Advisors information regarding the Fund and its Portfolio Entities and investments that is not otherwise included in the reporting and other information delivered to all Fund investors—for instance, pre-quarterly reporting valuation. In such circumstances, BXLS Advisors may provide such information to such Fund investor and not to other Fund investors. As a result, certain Fund investors can be expected to receive more information from BXLS Advisors about the Fund and its Portfolio Entities or can be expected receive information about the Fund and its Portfolio Entities at an earlier time than other Fund investors, and BXLS Advisors will have no duty to ensure all Fund investors receive the same information regarding the Fund and its Portfolio Entities. Therefore, certain Fund investors can be expected to be able to take actions on the basis of such information which, in the absence of such information, other Fund investors do not take. Furthermore, at certain times Blackstone will, in certain circumstances, be restricted from disclosing to the Fund investors material non-public information regarding any assets in which the Fund invests, particularly those investments in which an Other Blackstone Client or Portfolio Entity that is publicly registered co-invests with the Fund. In addition, investment banks or other financial institutions, as well as Blackstone personnel, can be expected to also be Fund investors. These institutions and personnel are a potential source of information and ideas that could benefit the Fund, and can be expected to receive information about the Fund and its Portfolio Entities in their capacity as a service provider or vendor to the Fund and its Portfolio Entities.

***Fund Investors’ Outside Activities.*** A Fund investor shall be entitled to and can be expected to have business interests and engage in activities in addition to those relating to the Fund, including business interests and activities in direct competition with the Fund and its Portfolio Entities, and may engage in transactions with, and provide services to, the Fund or its Portfolio Entities (which may include providing leverage or other financing to the Fund or its Portfolio Entities as determined by BXLS Advisors in its sole discretion). None of the Fund, any Fund investor or any other person shall have any rights by virtue of the Organizational Documents or any related agreements in any business ventures of any Fund investor. The Fund investor, and in certain cases BXLS Advisors, will have conflicting loyalties in these situations.

***Subscription Credit Facility.*** The Fund entered into and utilizes one or more subscription credit facilities, which involve potential conflicts of interest. Subject to the limitations in the Organizational Documents, the use of a subscription credit facility by the Fund is within BXLS Advisor’s discretion. Subject to the limitations set forth in the Organizational Documents and the availability and the terms of any subscription-based credit facility for the Fund, BXLS Advisors has adopted a policy relating to the use of fund-level credit facilities for the Fund and may update or adopt from time to time policies or guidelines relating to the use of such credit facilities.

Generally and without limiting the foregoing, the Fund may seek to utilize a subscription credit facility in lieu of capital calls, for the purpose of, among other things, funding all new investments, Fund expenses (including Management Fees and Servicing Fees) and other Fund obligations, making distributions to partners, and providing permanent financing or refinancing or providing interim financing to consummate the purchase of investments of the Fund. The Fund will generally call capital from the Fund's limited partners semi-annually or any time more than 75% of the line is committed subject to the Organizational Documents and the unused amount remaining under the credit facilities. Capital calls will be utilized to repay the credit facility borrowings until capacity is available. In addition, as part of the policy, BXLS Advisors have adopted guidelines for the longer-term use (i.e., greater than one year) of the credit facilities. This longer-term fund-level financing will typically be used (a) for under-levered deals in which a refinancing in 3 years or less is anticipated (such that the full draw on the line is repaid with refinancing proceeds), (b) for deals that are expected to be sold within 2 years, (c) to address greenfield debt capacity issues, (d) to borrow for Management Fees and (e) when the General Partner otherwise determines that it is in the best interests of the Fund or otherwise appropriate under the circumstances. The amount of credit available to the Fund and Other Blackstone Clients under any subscription credit facility may be determined by the credit quality of the limited partners and the limited partners of the Other Blackstone Clients (including co-investment vehicles) party thereto (collectively, "Credit Party LPs") as determined by the lender, which determination may be based in part on terms agreed to with Credit Party LPs by the General Partner or its affiliates (and the lender may determine that certain investors or Other Blackstone Clients have little or no credit quality). Moreover, the credit quality of the Credit Party LPs may be negatively impacted (or disregarded completely by a lender) as a result of contractual agreements between the Credit Party LPs and Blackstone (in a side letter for example). For this reason, Credit Party LPs with a higher credit quality, as determined by the lender, generate more credit for the Fund or the Other Blackstone Clients, as applicable, than Credit Party LPs with a lower credit quality, which results in an indirect benefit conferred by the higher credit quality Credit Party LPs to the others.

Calculations of net and gross IRRs in respect of investment and performance data referred to in the Organizational Documents of the Fund, and as reported to Fund investors from time to time, are based on the payment date of capital contributions received from limited partners. In respect of investment and performance data referred as reported to Investors from time to time, (A) for purposes of gross IRR calculations, (i) cash outflows are calculated when capital is invested by the Fund, (ii) cash inflows for investment realizations and current income are calculated upon receipt by the Fund and (iii) cash inflows for unrealized investments are based on the fair value at the end of the period determined by Blackstone, and (B) for purposes of net IRR calculations, IRR is based on the due date and amount of capital contributions from Fund investors, not the timing or amount of fund-level borrowings such as the subscription line of credit. This treatment would also apply in instances where the Fund utilizes borrowings under the Fund's subscription credit facility in lieu of, or in advance of receiving capital contributions from Fund investors to repay any such borrowings. As a result, use of a subscription credit facility (or other long-term leverage) will impact calculations of returns and will result in a higher or lower reported IRR than if the amounts borrowed had instead been funded through capital contributions made by the Fund



investors to the Fund. If the use increases the IRR, as it normally does, BXLS Advisors will have various incentives to use the subscription credit facility, including marketing efforts of future funds and Other Blackstone Clients. For example, use of leverage arrangements can be expected to accelerate or increase distributions of carried interest to BXLS Advisors, providing an economic incentive to fund investments of the Fund through long-term borrowings in lieu of capital contributions. In addition, BXLS Advisors may receive a greater amount of Management Fees and Servicing Fees if following the investment period borrowings under the facility are utilized in lieu of a combination of Fund investors' capital and non-recourse financing for investments of the Fund that remain outstanding. Moreover, the costs and expenses of any such borrowings will generally be allocated among the Fund and Other Blackstone Clients, as applicable, and any parallel funds *pro rata* or on such other basis that the General Partner determine to be more equitable under the circumstances, which will increase the expenses borne by the Fund investors and would be expected to diminish net cash on cash returns. In addition, for investments in U.S. corporations by U.S. tax exempt limited partners, there may be incremental tax costs related to so-called unrelated business taxable income (UBTI).

The Fund expect to utilize their subscription credit facilities and enter into other similar arrangements and extensions of credit for the benefit of co-investors, joint venture partners and Other Blackstone Clients, including Blackstone side-by-side arrangements, which invest alongside the Fund in one or more investments. For example, the Fund can be expected to borrow to fund a joint venture partner's, co-investor's, or Other Blackstone Client's *pro rata* share of an investment or expense related to an investment. In such circumstances, BXLS Advisors generally intend to disclose such arrangements as part of the periodic reporting or other appropriate communications relating to the Fund and to cause any such other co-investor to bear (or reimburse the Fund for) their *pro rata* share of any interest expenses (but not necessarily origination and other costs) allocable to such extensions of credit. BXLS Advisors will, in certain circumstances, receive direct and indirect benefits from such uses as well, including as a result of the facilitation of co-investment by Other Blackstone Clients. The Fund will pay interest expenses and other expenses incurred in relation to the line of credit.

The Fund's use of credit facilities will be used and managed in the manner described above independently from any Other Blackstone Client's use of credit facilities (and the contractual restrictions applicable to such Other Blackstone Clients and other credit facilities may be more or less favorable than those of the Fund), even when the same credit facility is being utilized and/or investments are shared between the Fund and an Other Blackstone Client, which may result in different expenses related to borrowings and investment IRRs reported by multiple Blackstone funds for the same investment.

**Insurance.** The Fund will purchase or bear premiums, fees, costs and expenses (including any expenses or fees of insurance brokers) to insure the Fund, Portfolio Entities, BXLS Advisors, Blackstone and their respective directors, officers, employees, agents, Independent Client Representative (if any) and representatives, and members of the L.P. Advisory Committee and other indemnified parties (and in certain circumstances, such person's agents and representatives), against liability in connection with the activities of the Fund. This includes a

portion of any premiums, fees, costs and expenses for one or more “umbrella,” group or other insurance policies maintained by Blackstone that cover one or more of the Fund and Other Blackstone Clients, BXLS Advisors and/or Blackstone (including their respective directors, officers, employees, agents, Independent Client Representative (if any), representatives and members of the L.P. Advisory Committee or any Independent Client Representative and other indemnified parties). BXLS Advisors will make judgments about the allocation of premiums, fees, costs and expenses for such “umbrella,” group or other insurance policies among one or more of the Fund and Other Blackstone Clients, BXLS Advisors and/or Blackstone on a fair and reasonable basis, in its sole discretion, and may make corrective allocations should it determine subsequently that such corrections are necessary or advisable.

Similarly, the Fund and its Portfolio Entities may enter into arrangements with Other Blackstone Clients and their respective Portfolio Entities whereby insurance is procured as a group where the insurance provider may charge lower premiums to the group than it would on an individual basis. In such event, the obligation to pay the premiums on such group policies may be allocated in accordance with the relative values of the respective entities that are insured by such policies (or other factors that Blackstone may reasonably determine). Additionally, the Fund and Other Blackstone Clients (and their respective Portfolio Entities) may jointly contribute to a pool of funds that may be used to pay losses that are subject to the deductibles on any group insurance policies, which contributions may similarly be allocated in accordance with the relative values of the respective assets that are insured by such policies (or other factors that Blackstone may reasonably determine). (See also “—Service Providers, Vendors and Other Counterparties Generally” herein.)

In respect of such insurance arrangement, Blackstone can be expected to make corrective allocations from time to time should it determine subsequently that such adjustments are necessary or advisable. There can be no assurance that different allocations or arrangements than those implemented by Blackstone as provided above would not result in the Fund and its Portfolio Entities bearing less (or more) premiums, deductibles, fees, costs and expenses for insurance policies.

***Coronavirus and Public Health Emergencies.*** As of the date of this Brochure, there is an outbreak of a novel and highly contagious form of coronavirus (“COVID-19”), which the World Health Organization has declared to constitute a “Public Health Emergency of International Concern.” The outbreak of COVID-19 has resulted in numerous deaths, adversely impacted global commercial activity and contributed to significant volatility in certain equity, debt, derivatives and commodities markets. The global impact of the outbreak is rapidly evolving, and many countries have reacted by instituting (or strongly encouraging) quarantines, prohibitions on travel, the closure of offices, businesses, schools, retail stores, restaurants, hotels, courts and other public venues, and other restrictive measures designed to help slow the spread of COVID-19. Businesses are also implementing similar precautionary measures. Such measures, as well as the general uncertainty surrounding the dangers and impact of COVID-19, are creating significant disruption in supply chains and economic activity and are having a particularly adverse impact on transportation, hospitality, tourism, entertainment and other industries. Moreover,

with the continued spread of COVID-19, governments and businesses are likely to take increasingly aggressive measures to help slow its spread. For this reason, among others, as COVID-19 continues to spread, the potential impacts, including a global, regional or other economic recession, are increasingly uncertain and difficult to assess.

Any public health emergency, including any outbreak of COVID-19, SARS, H1N1/09 flu, avian flu, other coronavirus, Ebola or other existing or new epidemic diseases, or the threat thereof, could have a significant adverse impact on the Fund and its Portfolio Entities and could adversely affect the Fund's ability to fulfill their investment objectives.

The extent of the impact of any public health emergency on the Fund's and its Portfolio Entities' operational and financial performance will depend on many factors, including the duration and scope of such public health emergency, the extent of any related travel advisories and restrictions implemented, the impact of such public health emergency on overall supply and demand, goods and services, investor liquidity, consumer confidence and spending levels, and levels of economic activity and the extent of its disruption to important global, regional and local supply chains and economic markets, all of which are highly uncertain and cannot be predicted. The effects of a public health emergency may materially and adversely impact the value and performance of the Fund's Portfolio Entities, the Fund's ability to source, manage and divest investments and the Fund's ability to achieve its investment objectives, all of which could result in significant losses to the Fund. In addition, the operations of the Fund, its Portfolio Entities, and the Sponsor may be significantly impacted, or even temporarily or permanently halted, as a result of government quarantine measures, voluntary and precautionary restrictions on travel or meetings and other factors related to a public health emergency, including its potential adverse impact on the health of the personnel of any such entity or the personnel of any such entity's key service providers.

**Other Conflicts.** In addition, other present and future activities of Blackstone, the Fund, Other Blackstone Clients and their Portfolio Entities, affiliates (including Bxls Advisors) and related parties will from time to time give rise to additional conflicts of interest relating to the Fund and its investment activities. Bxls Advisors generally attempts to resolve conflicts in a fair and equitable manner, but conflicts will not necessarily be resolved in favor of the Fund's interests. In addition, pursuant to the Organizational Documents, an L.P. Advisory Committee has or will be established and authorized to give consent on behalf of the Fund with respect to certain matters as described more fully in such Organizational Documents, and, in certain circumstances, as provided in the Organizational Documents, Blackstone may retain or cause the Fund to retain an Independent Client Representative (as more fully described in the Organizational Documents) to review and consent to certain transactions or matters presenting actual or potential conflicts of interest involving the Fund and one or more affiliates of Blackstone. If the L.P. Advisory Committee or any such Independent Client Representative (if any) consents to a particular matter and Bxls Advisors acts in a manner consistent with, or pursuant to the standards and procedures approved by, the L.P. Advisory Committee or such Independent Client Representative, or otherwise as provided in the Organizational Documents, then Bxls Advisors and its affiliates will not have any liability to the Fund or the Fund investors for such actions taken in good faith by them. However, the L.P. Advisory Committee will not represent the interests of all the Fund investors, each member of the L.P. Advisory Committee may act in the interests of the Fund

investor with which it is associated, and the members of the L.P. Advisory Committee may themselves be subject to various conflicts of interest. In general, the Fund investors will not be entitled to control the selection of members of the L.P. Advisory Committee or to review the actions or deliberations of the L.P. Advisory Committee. Furthermore, some or all of the members of the L.P. Advisory Committee may also be on the advisory committee of Other Blackstone Clients with which there is a potential conflict or may represent investors that have an interest in both the Fund and such Other Blackstone Client. Such L.P. Advisory Committee members will generally not be precluded from participating in discussions with respect to, or from voting on, such transactions that involve actual or potential conflict of interests.

In the case of an appointment of an Independent Client Representative as provided herein and in the Organizational Documents, to the extent that the Independent Client Representative is to review a proposed transaction or other conflict, the Independent Client Representative shall consist of one or more persons with substantial experience in, and knowledge of, the relevant market and related investment arenas who are independent of the General Partner and Blackstone. The General Partner shall have the right to remove or replace an Independent Client Representative at any time or appoint more than one Independent Client Representative to address separate conflicts in its discretion. An Independent Client Representative may be paid a fee by the Fund to be determined by the General Partner. To the fullest extent permitted by applicable law, an Independent Client Representative shall not owe any fiduciary (or other similar) duty to the Fund or the Fund investors in connection with the activities of such Independent Client Representative other than a duty to act in good faith.

***Additional Potential Conflicts of Interest.*** The officers, directors, members, managers and personnel of BXLS Advisors can be expected to trade in securities and make personal investments for their own accounts, subject to restrictions and reporting requirements as may be required by law and Blackstone policies or as otherwise determined from time to time by BXLS Advisors. Such personal securities transactions and investments will, in certain circumstances, result in conflicts of interest, including to the extent they relate to (i) a company in which the Fund hold or acquire an interest (either directly through a privately negotiated investment or indirectly through the purchase of securities or other traded instruments related thereto) and (ii) entities that have interests which are adverse to those of the Fund or pursue similar investment opportunities as the Fund. In addition, as a consequence of Blackstone's status as a public company, the officers, directors, members, managers and personnel of BXLS Advisors can be expected to take into account certain considerations and other factors in connection with the management of the business and affairs of the Fund and its affiliates that would not necessarily be taken into account if Blackstone were not a public company. The directors of Blackstone have fiduciary duties to shareholders of the public company that may conflict with their duties to the Fund. Finally, although Blackstone believes its positive reputation in the marketplace provides benefit to the Fund and Other Blackstone Clients, BXLS Advisors could decline to undertake investment activity or transact with a counterparty on behalf of the Fund for reputational reasons, and this decision could result in the Fund foregoing a profit or suffering a loss.

#### **Other Financial Industry Affiliations**

BXLS Advisors is an affiliate of each of the following entities:

<b>Broker-Dealer Entities</b>	
Alight Financial Solutions, LLC*	Provides self-directed brokerage windows to participants of plan sponsored 401(k) retirement plans
Assetpoint Financial, LLC*	Operates a service that facilitates the entry by banks and other financial institutions in to repurchase agreement transactions for themselves or as agent for their customers
Blackstone Advisory Partners L.P.	Provides a variety of limited investment banking services
Dealerweb Inc.*	Operates as an interdealer broker in fixed income securities including U.S. government mortgage-backed securities, repurchase agreements, U.S. treasuries, collateralized mortgage obligations, asset backed securities, EFPs, and municipal securities; and operates as an alternative trading system for fixed income securities
FEF Distributors LLC*	Serves as distributor and principal underwriter to the First Eagle mutual funds and private investment funds
Incenter Securities Group LLC**	Provides a variety of limited investment banking services
Redi Global Technologies LLC*	Operates an EMS (“REDI”) that provides advanced trading functionality and the ability to transact across multiple asset classes from a single front-end
Redi Technologies Ltd*	The FCA entity that operates “REDI” EMS, that provides advanced trading functionality and the ability to transact across multiple asset classes from a single front-end
Refinitiv Transaction Services Limited*	UK registered company, whose main activity is the provision of electronic trading venues for foreign exchange spot and forward/swaps foreign exchange instruments
Tradeweb Direct LLC*	Operates an alternative trading system for taxable and tax-exempt fixed income securities and serves as a venue for matching buyers and sellers in the fixed income marketplace for retail sized orders
Tradeweb Europe Limited*	Operates a fully-disclosed electronic trading platform for fixed income securities, certain derivatives and money market instruments in the United Kingdom and throughout the European economic area
Tradeweb L.L.C.*	Operates a fully-disclosed electronic trading platform for fixed income securities, certain derivatives and money market instruments
<b>Investment Advisor Entities</b>	

Alight Financial Advisors, LLC (D/B/A Aon Hewitt Financial Advisors, LLC)*	Provides advisory services to participants of plan sponsored 401(k) retirement plans
Blackstone Alternative Asset Management L.P.	Manages a series of private and closed-end funds engaged in multi-manager investment programs ( <i>i.e.</i> , fund of hedge funds)
Blackstone Alternative Investment Advisors L.L.C.	Provides investment advisory services to open end mutual funds and UCITS
Blackstone Alternative Solutions L.L.C.	Provides investment advisory services to private investment funds which participate in a broad range of direct investment opportunities
Blackstone Clean Technology Advisors L.L.C.	Provides investment advisory services to private investment funds specializing in the cleantech energy sector
Blackstone Communications Advisors I L.L.C.	Provides investment advisory services to a private investment fund specializing in communications-related private equity investments
Blackstone Core Equity Advisors L.L.C.	Provides investment advisory services to various private equity funds
Blackstone Growth Advisors L.L.C.	Provides investment advisory services to private growth investment funds
Blackstone Infrastructure Advisors L.L.C.	Provides investment advisory services to one or more infrastructure-focused investment funds
Blackstone ISF Advisors LP	Provides investment advisory services to a number of debt-focused separately managed accounts
Blackstone ISG-I Advisors L.L.C.	Provides investment advisory services to one or more private investment funds and managed accounts focusing on fixed income investments and investments across Blackstone's private equity, real asset, credit, hedge fund and opportunistic asset management strategies
Blackstone ISG-II Advisors L.L.C.	Provides investment advisory services to various private investment funds focusing on investments across Blackstone's private equity, real asset, credit, hedge fund and opportunistic asset management strategies
Blackstone Management Partners L.L.C.	Provides investment advisory services to various private equity funds
Blackstone Management Partners IV L.L.C.	Provides investment advisory services to various private equity funds
Blackstone Mezzanine Advisors L.P.	Provides investment advisory services to private investment funds specializing in mezzanine financing

Blackstone Multi-Asset Advisors L.L.C.	Provides investment advisory services to various private investment funds focusing on investments across Blackstone's private equity, real asset, credit, hedge fund and opportunistic alternative asset management strategies
Blackstone Property Advisors L.P.	Provides investment advisory services to various private real estate investment funds
Blackstone Real Estate Advisors Europe L.P.	Provides investment advisory services to various real estate investment funds
Blackstone Real Estate Advisors International L.L.C.	Provides investment advisory services to various private real estate investment funds
Blackstone Real Estate Advisors L.P.	Provides investment advisory services to various private real estate investment funds
Blackstone Real Estate Advisors IV L.C.C.	Provides investment advisory services to various private real estate investment funds
Blackstone Real Estate Advisors V L.P.	Provides investment advisory services to various private real estate investment funds
Blackstone Real Estate Income Advisors L.L.C.	Provides investment advisory services to one or more registered closed-end real estate investment funds
Blackstone Real Estate Special Situations Advisors (Isobel) L.L.C.	Provides investment advisory services to private investment funds and accounts which invest primarily in public and private debt and other interests of real estate assets and real estate-related holdings
Blackstone Real Estate Special Situations Advisors L.L.C.	Provides investment advisory services to various private real estate investment funds
Blackstone Strategic Alliance Advisors L.L.C.	Manages a series of private funds engaged in a hedge fund "seeding" program
Blackstone Strategic Capital Advisors L.L.C.	Manages private funds engaged in acquisitions of minority interests in alternative asset managers
Blackstone Tactical Opportunities Advisors L.L.C.	Provides investment advisory services to multi-discipline, multi-asset class private funds
Blackstone Treasury Solutions Advisors L.L.C.	Provides investment advisory services to funds invested primarily in diversified fixed income and hedge fund products
Blackstone / GSO CLO Management LLC (Management Series)	Provides investment advisory services to U.S. CLOs

Blackstone / GSO Debt Funds Management Europe Limited	Provides investment advisory services to a number of debt-focused private investment funds and separately managed accounts
Blackstone / GSO Debt Funds Management Europe II Limited	Provides investment advisory services to a number of debt-focused private investment funds
BSCA Advisors L.L.C.	Provides investment advisory services to certain co-investment vehicles relating to funds managed by Blackstone Strategic Capital Advisors L.L.C.
BX REIT Advisors L.L.C.	Provides investment advisory services to a public, non-traded REIT
BXMT Advisors L.L.C.	Provides investment advisory services to a REIT and other investment vehicles
Clarus Ventures, LLC	Provides investment advisory services to various private investment funds specializing in the life sciences industry
CT High Grade Mezzanine Manager, LLC	Provides investment advisory services to assets owned by a third-party insurance company
CT High Grade Partners II Manager, LLC	Provides investment advisory services to real estate debt and securities private funds, managed accounts and CDOs focused on loans and securities backed by commercial real estate assets
CT Investment Management Co., LLC	Provides investment advisory services to real estate debt and securities private funds, managed accounts and CDOs focused on loans and securities backed by commercial real estate assets
First Eagle Alternative Credit, LLC*	Provides investment advisory services for both direct lending and broadly syndicated investments, through public and private vehicles, collateralized loan obligations, separately managed accounts and co-mingled funds
First Eagle Alternative Credit SLS, LLC*	Provides investment advisory services to clients in below investment grade investment opportunities in bank loans, high yield debt, collateralized loan obligations (“CLOs”), including CLO debt or equity mandates, and other securities
First Eagle BDC Adviser LLC*	Investment adviser created to provide investment advisory services to a business development company that has not yet launched
First Eagle Commercial Loan Originator II LLC*	Provides investment advisory services to CLO’s specializing in middle market credit
First Eagle Investment Management, LLC*	Provides investment advisory services to mutual funds, private investment funds, institutional accounts and high net worth individuals



First Eagle Private Credit Advisors, LLC*	Provides investment advisory services to a number of CLO's, private investment funds and separately managed accounts specializing in liquid credit
First Eagle Private Credit, LLC*	Provides investment advisory services to a number of CLO's, private investment funds and separately managed accounts specializing in middle market credit
GSO Asset Management LLC	Provides investment advisory services to a debt-focused registered investment fund electing to do business as a business development company
GSO Capital Advisors LLC	Provides investment advisory services to a number of debt-focused private investment funds and separately managed accounts
GSO Capital Advisors II LLC	Provides investment advisory services to a number of debt-focused separately managed accounts
GSO Capital Partners LP	Provides investment advisory services to a number of debt-focused private investment funds and closed-end funds
GSO/Blackstone Debt Funds Management LLC	Provides investment advisory services to a number of debt-focused private investment funds, closed-end funds and separately managed accounts
Harvest Fund Advisors LLC	Provides investment advisory services to various categories of institutions and high net worth individuals via private pooled investment vehicles and separate accounts investing principally in publicly-traded energy infrastructure Master Limited Partnerships and the North American energy market
Incenter Capital Management LLC**	Provides investment advisory services to mortgage related asset private funds and managed accounts
Refinitiv Global Markets Inc. (D/B/A IFR Markets, Municipal Market Data)*	Provides investment advisory services to U.S. treasuries and municipal markets
Strategic Partners Fund Solutions Advisors L.P.	Provides investment advisory services to a number of pooled investment and custom vehicles operating as private investment funds
THL Credit, Inc.	Provides investment advisory services to certain private funds and separate accounts that have invested alongside THL Credit, Inc.
THL Credit Direct Lending Manager III LLC*	Serves as the manager of a private direct lending fund
Blackstone Advisors India Private Limited	India investment advisory firm, which serves as a sub-advisor to affiliates of the registrant

Blackstone Assessoria em Investimento Ltda.	Brazilian investment advisory firm, which serves as a sub-advisor to the registrant
Blackstone Europe Fund Management S.a.r.l.	Provides services to various alternative investment funds
Blackstone Insurance Solutions Europe LLP	Provides investment advisory services to one or more private investment funds and managed accounts focusing on European investment grade securities, investments across Blackstone's private equity, real asset, credit, hedge fund and opportunistic asset management strategies and origination opportunities
Blackstone Real Estate Australia Pty Limited	Australia investment advisory firm, which serves as a sub-advisor to affiliates of the registrant and also provides investment advisory services to funds controlled by the registrant
Blackstone (Shanghai) Equity Investment Management Co. Ltd.	Chinese investment advisory firm, which serves as sub-advisor to affiliates of the registrant
Blackstone (Shanghai) Equity Investments Management Co. Ltd. – Beijing Branch Office	Chinese investment advisory firm, which serves as sub-advisor to affiliates of the registrant
Blackstone Singapore Pte Ltd	Singapore investment advisory firm, which serves as a sub-advisor to affiliates of the registrant and also provides investment advisory services to funds controlled by the registrant
BX Mexico Advisors S.A. de C.V.	Mexican advisory entity which provides services to certain publicly registered trusts
The Blackstone Group (Australia) Pty Limited	Australian investment advisory firm, which serves as a sub-advisor to affiliates of the registrant
The Blackstone Group (HK) Limited	Hong Kong investment advisory firm, which serves as a sub-advisor to affiliates of the registrant and also has a broker-dealer license for fund marketing
The Blackstone Group International Partners LLP	U.K. investment advisory firm, which serves as a sub-advisor to affiliates of the registrant
The Blackstone Group Japan K.K.	Japanese investment advisory firm, which serves as a sub-advisor to affiliates of the registrant and also has a broker-dealer license for fund marketing
The Blackstone Group Spain SLU	Spain investment advisory firm, which serves as a sub-advisor to the registrant
<b>Registered Commodity Trading Advisor and/or Registered Commodity Pool Operator Entities</b>	
Blackstone Alternative Asset Management L.P. (CTA/CPO)	Manages a series of private and closed-end funds engaged in multi-manager investment programs ( <i>i.e.</i> , fund of hedge funds)

Blackstone Alternative Investment Advisors LLC (CTA/CPO)	Provides investment advisory services to open end mutual funds and UCITS
Blackstone Alternative Solutions L.L.C. (CTA/CPO)	Provides investment advisory services to private investment funds which participate in a broad range of direct investment opportunities
Blackstone Strategic Alliance Advisors L.L.C. (CTA/CPO)	Manages a series of private funds engaged in a hedge fund “seeding” program
Blackstone Strategic Capital Advisors L.L.C. (CPO)	Manages private funds engaged in acquisitions of minority interests in alternative asset managers
Blackstone Treasury Solutions Advisors L.L.C. (CPO)	Provides investment advisory services to funds invested primarily in diversified fixed income and hedge fund products
<b>Insurance Entities</b>	
Agents National Title Holding Company**	A wholly owned subsidiary of Incenter and is a title insurance broker serving consumers and lenders through a network of independent title agents
Boston National Holdings LLC**	A wholly owned subsidiary of Incenter and is a title insurance agency
HealthMarkets Insurance Agency, Inc.*	An independent health insurance agency that distributes healthcare and Medicare advantage insurance products from more than 200 insurance companies, as well as its own underwritten supplemental insurance products
Lexington National Land Services	Places title insurance and provide title services for real property owned by various funds and/or their Portfolio Entities
Partners Life Limited**	Life and medical insurance company in New Zealand
Rothsay Life Plc**	Life insurer specializing in bulk annuities and other de-risking solutions for defined benefit pension schemes and insurance companies

\*Portfolio company of affiliated private equity fund

\*\*Portfolio company of affiliated Tactical Opportunities funds

BHK is registered in Hong Kong, BAIPL is registered in India, BSPL is registered in Singapore, The Blackstone Group International Partners LLP (“BGIP”) is registered in the United Kingdom and BGAPL is registered in Australia. They provide certain advisory services to BMP, BCEA and certain of their affiliates in Hong Kong, India, Singapore, the United Kingdom, Shanghai, and

Australia, respectively. BGIP also provides certain advisory services to BCP IV and certain of its affiliates in the United Kingdom.

Various management and marketing personnel are registered with our broker-dealer, Blackstone Asset Partners L.P. (“BAP”), which serves as placement agent to the Fund in the U.S. but is not compensated for such services. We do not believe these registrations, in and of themselves, create conflicts for the Fund’s investors.

**A more detailed description of applicable conflicts of interest is set forth in the Organizational Documents of the Fund.**

## Item 11 – Code of Ethics

BXLS Advisors recognizes and believes that (i) high ethical standards are essential for its success and to maintain the confidence of its investors; (ii) its long-term business interests are best served by adherence to the principle that the interests of investors come first; and (iii) it has a fiduciary duty to its investors to act in the best interests of the Fund it manages. All BXLS Advisors personnel are required to act in accordance with the implied contractual covenants of good faith and fair dealing in respect of their dealings with investors and are required to comply with applicable law.

BXLS Advisors is governed by the Blackstone Code of Ethics (the “Code”). The Code governs a number of potential conflicts of interest which exist in connection with the Fund it manages. The Code is reasonably designed to ensure that BXLS Advisors meets its fiduciary obligations to Fund investors (or prospective investors) and to instill a culture of compliance within BXLS Advisors. An additional benefit of the Code is to detect and prevent violations of securities laws.

The Code is distributed to each employee at the time of hire and annually thereafter, and it is available on Blackstone’s intranet website. BXLS Advisors also supplements the Code with ongoing monitoring of employee activity.

The Code includes, among other items, the following:

- Requirements related to confidentiality;
- Limitations on, and reporting of, gifts and entertainment;
- Pre-clearance of political contributions;
- Pre-clearance and reporting of employee personal securities transactions;
- Pre-clearance of outside business activities; and
- Protection of persons who engage in “whistle blowing” activities from retaliation.

On an annual basis, Blackstone requires all employees to certify that they are in compliance with the Code.

Blackstone offers many different products and services across its many businesses and there are several potential conflicts of interest which will from time to time arise. Please see **Item 10 – Other Financial Industry Activities and Affiliations** for a list of investment related potential conflicts, including, in particular, “Other Blackstone Clients; Allocation of Investment Opportunities” describing conflicts related to allocation of investment opportunities among investment funds sponsored by Blackstone and co-investors. BXLS Advisors has adopted policies and procedures reasonably designed to address such potential conflicts of interest.

BXLS Advisors’ and its related personnel are subject to guidelines governing the ability to trade in personal accounts. The guidelines generally require that such trading be conducted for

investment rather than speculative purposes (including by having minimum holding periods) and that all such personal securities transactions receive pre-clearance from the Blackstone Legal and Compliance Department. As a policy matter, Blackstone personnel are generally prohibited from purchasing single-name public securities in their self-directed personal securities brokerage accounts. These guidelines are reasonably designed to comply with SEC requirements that registered investment advisors have a Code of Ethics, and are intended to assist Blackstone with identifying and mitigating actual or potential conflicts of interest with Blackstone's clients that may arise as a result of such transactions. In addition, Blackstone has implemented certain policies and procedures (e.g., information walls) to restrict access to material non-public information. The Blackstone Legal and Compliance Department is responsible for overseeing compliance with the requirements of the Code, which requirements include, but are not limited to, reporting of personal investment activities, accounts, pre-clearance of personal securities transactions, reporting of certain investment transactions and periodic compliance certifications. The Code is available for review upon request.

You may request a copy of the Code by contacting Omar Rehman – Chief Compliance Officer; 212-583-5000; [Omar.Rehman@blackstone.com](mailto:Omar.Rehman@blackstone.com).

BXLS Advisors do not participate in principal trading generally; however, BXLS Advisors would be permitted to if BXLS Advisors obtained appropriate Fund investor (or Independent Client Representative, if applicable) approvals, to the extent permitted under applicable Organizational Documents. BXLS Advisors address attendant conflicts as described in the applicable Organizational Documents.

## **Item 12 – Brokerage Practices**

BXLS Advisors will, in certain circumstances, trade in public securities. In the event BXLS Advisors executes a brokerage transaction for the Fund (*e.g.*, trades in public securities as a direct investment, as part of or following an initial public offering of a Portfolio Entity) or enters into hedging transactions, BXLS Advisors will generally consider qualitative factors including, but not limited to, the broker's reliability and execution capabilities for the transaction, the commissions charged by the broker, and the broker's reputation and responsiveness to requests for trade data and other financial information.

## Item 13 – Review of Accounts

### REVIEW OF ACCOUNTS

Currently, the only account under the supervision of BXLS Advisors is the Fund's account. The Fund's account and investment positions are monitored by BXLS Advisors' personnel on a regular and current basis. BXLS Advisors' Investment Committee meets as necessary to review general portfolio composition, investment opportunities, market conditions, potential conflicts, and recent trading activities. BXLS Advisors' Investment Committee consists of a minimum of 5 persons and additional members depending on the particular investment, all of whom are Senior Managing Directors of the Blackstone Life Sciences business. BXLS Advisors might periodically review on an expedited basis the assets of the Fund following a unique occurrence in the financial industry or market generally. The Investment Committee may also draw on regional and/or sector experts within Blackstone as appropriate given the specific profile of each investment opportunity.

### REPORTS TO INVESTORS

Investors in the Fund generally will receive written quarterly reports which will include capital balance and Fund performance statistics. Investors also will receive written annual audited financial statements for the Fund. BXLS Advisors makes use of Blackstone's online portal, BX Access, available at [www.bxaccess.com](http://www.bxaccess.com) for the distribution of reports and other information to investors in the Fund.

Certain investors in the Fund may request additional information relating to the Fund and, to the extent such information is readily available or may be obtained without unreasonable effort or expense, BXLS Advisors generally will provide such investors with the information requested. Investors that request and receive such information will consequently possess information regarding the business and affairs of the Fund that may not be known to other investors. As a result, certain investors can be expected to be able to take actions on the basis of such information which, in the absence of such information, other investors do not take.



## Item 14 – Client Referrals and Other Compensation

BXLS Advisors have distribution and/or placement agent arrangements with a number of unaffiliated third parties. Such unaffiliated third parties can be expected to form Investment Vehicles for the purposes of investing in any fund and the capital commitments of such third party Investment Vehicles will, in certain circumstances, account for a substantial portion of the overall capital commitments to such fund. In a typical distribution or placement agent arrangement, BXLS Advisors agrees to pay a third party solicitor for referring investors into the Fund. Typically, third party solicitors will be compensated based upon a percentage of the commitment size of the investors they refer (although other payment arrangements could exist). If third party solicitors are engaged, a prospective investor solicited by that third party solicitor will be informed of (and may be asked to acknowledge in writing its understanding of) any such arrangement. All fees for such solicitation services will be ultimately paid/borne by a corresponding reduction in the Management Fee by BXLS Advisors and none of the investors in the Fund will be subject to any increased or additional fees or charges. With respect to expenses related to the diligence and negotiation of placement agent arrangements, please see **Item 5 – Fees and Compensation**. Third party solicitors in the U.S. may be registered as broker-dealers with the SEC. Third party solicitors outside the U.S. will be registered with a non-U.S. regulatory body to the extent such registration is required in the applicable non-U.S. jurisdiction.

BAP, an affiliate of Blackstone, serves as a placement agent to the Fund in the U.S. but is not compensated for such services. Please see **Item 10 – Other Financial Industry Activities and Affiliations** for more information.

## **Item 15 – Custody**

Rule 206(4)-2, as amended (the “Custody Rule”), of the Advisers Act defines custody as holding client securities or funds or having any authority to obtain possession of them. The Fund generally has a BXLS Advisors affiliate acting as general partner and, as such, BXLS Advisors is generally deemed to have custody of the Fund’s funds. BXLS Advisors generally complies with the Advisers Act Custody Rule by, among other things, providing all investors in the Fund with audited financial statements.

## **Item 16 – Investment Discretion**

BXLS Advisors maintains the authority to manage or advise the Fund on a discretionary basis, subject to the overall supervision of the General Partner, in accordance with the investment guidelines, objectives, limitations, other provisions and terms set forth in the Fund's Organizational Documents.

## Item 17 – Voting Client Securities (i.e., Proxy Voting)

### Proxy Policy

Rule 206(4)-6 under the Advisers Act (the “Proxy Rule”) requires registered investment advisers that exercise voting authority over client securities to implement proxy voting policies. Because BXLS Advisors will generally be deemed to have authority to vote proxies relating to the companies in which its clients invest, BXLS Advisors has adopted a set of policies and procedures (together, the “Policy”) in compliance with the Proxy Rule. To the extent that BXLS Advisors exercises or is deemed to be exercising voting authority over its clients’ securities, the Policy is designed and implemented in a manner reasonably expected to ensure that voting with respect to proxy proposals, amendments, consents or resolutions (collectively, “proxies”) is exercised in a manner that serves the best interest of the Fund, as determined by BXLS Advisors in its sole discretion. Notwithstanding the foregoing, because proxy proposals and individual company facts and circumstances may vary, BXLS Advisors may not always vote proxies in accordance with the Policy. In addition, many possible proxy matters are not covered in the Policy. Generally, BXLS Advisors will vote proxies in favor of management’s recommendation, including, but not limited to, the following matters: (i) the election of the board of directors; (ii) the approval of financial statements as presented by management; and (iii) will generally vote in favor of the selection of independent auditors even if the proposed auditor is currently the auditor of The Blackstone Group Inc. In certain cases where an investment is made with Blackstone-affiliated or unaffiliated sponsors, proxy voting may be delegated to such other sponsors (each such sponsor a “Voting Sponsor”) provided that Blackstone reasonably believes that such Voting Sponsor’s policies regarding proxy voting are consistent with the Policy.

From time to time, conflicts can be expected to arise between the interests of the investor, on the one hand, and the interests of BXLS Advisors or its affiliates, on the other hand. If BXLS Advisors determines that it has, or may be perceived to have, a conflict of interest when voting a proxy, BXLS Advisors will address matters involving such conflicts of interest on a case-by-case basis by consulting with the Chief Compliance Officer or his designee, subject to legal, regulatory, contractual or other applicable considerations. The analysis will be documented. BXLS Advisors, in its sole discretion, may elect not to vote certain routine proxies if unduly burdensome.

Investors may request a copy of the Policy and the voting records relating to proxies as provided by the Proxy Rule by contacting Omar Rehman – Chief Compliance Officer; 212-583-5000; Omar.Rehman@blackstone.com.

## **Item 18 – Financial Information**

BXLS Advisors does not charge fees more than six months in advance, has never been the subject of a bankruptcy petition at any time during the past ten years nor is it aware of any financial condition reasonably likely to impair its ability to meet contractual commitments to its clients.

## **Item 19 – Requirements for State Registered Advisers**

This item is not applicable as BXLS Advisors is not registered in any state.