

**Item 1: Cover Page**

**EV Private Equity US, Inc  
100777 Westheimer Suite 1175  
Houston, TX 77042  
281-768-6721**

**March 2020**

Form ADV, Part 2A (the “Brochure”) provides information about the qualifications and business practices of EV Private Equity US, Inc and its affiliates (“Adviser”). For more information on the disclosure requirements required for Part 2A see the “General Instructions for Part 2 of Form ADV” by visiting [www.sec.gov/rules/final/2010/ia3060.pdf](http://www.sec.gov/rules/final/2010/ia3060.pdf). If you have any questions about the contents of this Brochure, please contact Pelle Bildtsen at [pb@EVPE.com](mailto:pb@EVPE.com)).

Additional information about the Adviser is also available on the SEC’s website at: [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). The Adviser is registered as an investment adviser with the Securities and Exchange Commission (the “SEC”) under the Investment Advisers Act of 1940 (the “Advisers Act”). Registration as an investment adviser with the SEC does not imply a certain level of skill or training. In addition, the information in this Brochure has not been approved or verified by the SEC or by any state securities authority.

## **Item 2: Material Changes**

In this Item, the Adviser will periodically identify and discuss material updates to the Brochure. This is intended to inform current and prospective clients of important developments that may take place in the Adviser's business practices.

- There were no material updates to this Brochure since the last annual filing.

Nevertheless, investors and clients are encouraged to review this brochure in its entirety. The information set forth in this brochure is qualified in its entirety by the applicable offering and governing documents. In the event of a conflict between the information set forth herein and the applicable offering and governing documents, the information set forth in the applicable offering and governing documents shall control.

### Item 3: Table of Contents

Item 1: Cover Page.....	1
Item 2: Material Changes.....	2
Item 3: Table of Contents .....	3
Item 4: Advisory Business.....	4
Item 5: Fees and Compensation .....	5
Item 6: Performance-Based Fees and Side-By-Side Management .....	6
Item 7: Types of Clients.....	7
Item 8: Methods of Analysis, Investment Strategies and Risk of Loss.....	8
Item 9: Disciplinary Information .....	12
Item 10: Other Financial Industry Activities and Affiliations .....	13
Item 11: Code of Ethics, Participation or Interest in Client Transactions and Personal Trading .....	14
Item 12: Brokerage Practices .....	17
Item 13: Review of Accounts .....	18
Item 14: Client Referrals and Other Compensation.....	19
Item 15: Custody.....	20
Item 16: Investment Discretion.....	21
Item 17: Voting Client Securities.....	22
Item 18: Financial Information .....	23

#### **Item 4: Advisory Business**

EV Private Equity US, Inc. (the “Adviser”) is a registered investment advisory firm organized as a Texas corporation. The Adviser was founded in Houston, Texas, in 2012. The Adviser’s principal owners are EV Private Equity III AS and EV Private Equity IV AS.

The Adviser provides investment advice and other services with respect to affiliate private equity and venture capital funds, with respect to investments in portfolio companies. In providing investment advice, the Adviser follows the investment objectives, guidelines, and restrictions set forth in the applicable governing and/or offering documents of the funds. As used herein, “Funds” or “Clients” refers to private funds together with their related affiliates, any subsequently sponsored funds formed from time to time, and any similar pooled investment vehicles sponsored or managed by the Adviser or its affiliates.

The Adviser does not act as a general or limited partner of any Fund. Instead, certain of the Adviser’s affiliates serve as advisors of the Funds and rely on the Adviser to perform investment advisory services to the Funds.

The Adviser provides investment advisory and other services to the Funds, whose general partners have boards who hold discretion regarding investment activities. The Adviser seeks to invest in growth companies. The Adviser focuses on investments in oilfield services companies. The Adviser’s services to each Fund are subject to the specific investment objectives and restrictions applicable to such Fund, as set forth in such Fund’s limited partnership agreement and other governing documents (collectively, the “Governing Documents”).

The Adviser does not participate in or sponsor and wrap fee programs.

Investors and prospective investors in each Fund should refer to the Governing Documents of that Fund for information on the investment objectives and investment restrictions with respect to that Fund. There can be no assurance that any of the Funds’ investment objectives will be achieved. As such, the Adviser’s services are generally not tailored to the individualized needs of any particular investor of the Fund. Since the Adviser does not provide individualized advice to investors (and an investment in the Fund does not, in and of itself, create an advisory relationship between the investor and the Adviser), investors must consider whether a particular Fund meets their investment objectives and risk tolerance prior to investing.

As of December 2019, the Adviser manages approximately \$144 million, all on a non-discretionary basis.

## **Item 5: Fees and Compensation**

In consideration for its services, the Adviser receives an advisory fee from each of the Funds, which is equal to cost plus a 5% markup.

The Adviser and its affiliates generally pay all of their own operating and overhead costs and expenses, including salaries, benefits, and rent. In addition to any Management Fees payable to the Adviser, a Fund will incur certain charges imposed by third parties and other expenses. Such expenses may include (but are not limited to): (i) organizational and liquidation expenses of each Fund; (ii) any sales or other taxes that may be assessed against the Fund; (iii) commissions or brokerage fees or similar charges incurred in connection with the purchase or sale of securities, including any merger fees payable to third parties (whether or not any such purchase or sale is consummated); (iv) fees (if any) and expenses of members of the Fund's advisory committee (including travel-related costs and expenses); (v) the costs and expenses (excluding travel-related expenses, other than travel-related expenses of members of the Fund's advisory committee) of hosting annual or special meetings for the Fund's investors or advisory committee, or otherwise holding meetings or conferences with investors of the Fund, whether individually or in a group; (vi) interest expense for borrowed money (if any); (vii) all expenses relating to litigation and threatened litigation involving the Fund, including indemnification expenses; (viii) expenses attributable to certain consulting services (other than consulting fees for services that could have been reasonably rendered by the Adviser, its partners and employees) and to normal and extraordinary investment banking, commercial banking, accounting, auditing, tax, appraisal, insurance, legal, custodial and registration services provided to the Fund, including, without limitation, all such services relating to the actual or proposed purchase or sale of securities by the Fund (whether or not any such purchase or sale is consummated); (ix) other due diligence expenses (such as market diligence and background checks) with respect to actual or proposed investments by the Fund, whether or not consummated; (x) "broken-deal" fees and expenses, other than travel, incurred in connection with proposed investments by the Fund that are not consummated; (xi) fees payable to any placement agent engaged by the Adviser in connection with the offering of interests in the Fund (subject to an offset of such amount against the Management Fee payable by the Fund to EV Private Equity US, Inc); and (xii) all other expenses properly chargeable to the activities of the Fund.

Neither the Adviser, nor any of its supervised persons accept compensation for the sale of securities or other investment products.

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

One or more of Adviser's affiliates may be entitled to receive carried interest distributions with respect to the Funds. The carried interest or incentive distribution is effectively equivalent to a percentage of a Fund's net profits, subject to certain terms and conditions set forth in the Governing Documents of the Fund. Any share of Fund net profits paid to the Adviser's affiliates are separate and distinct from any annual Management Fees and other fees paid or borne by the Funds.

As a fiduciary, the Adviser recognizes that it must treat all its clients fairly and must refrain from favoring one Client's interests (or the Adviser's own interests) ahead of another Client(s). Carried interest distributions could motivate the Adviser to make investment decisions that are riskier or more speculative than would be the case if these arrangements were not in effect. For example, a carried interest distribution generally entitles Adviser's affiliates to a percentage of the net profits of a Fund; however, such affiliates are not required to bear the same proportion of the net losses, if any, suffered by the Fund as a whole. The Adviser generally attempts to mitigate conflicts of interest associated with carried interest distributions through (i) the requirement that invested capital be returned to investors before Adviser's affiliates are entitled to receive any carried interest distributions; (ii) the requirement that Adviser's affiliates have a capital commitment to the applicable Fund; and (iii) the periodic clawback obligations of the Adviser's affiliates.

In general, the Adviser attempts to address any material conflicts through full and fair disclosure in the applicable Governing Documents and this brochure.

## **Item 7: Types of Clients**

Currently, the Adviser provides investment advisory services solely with respect to affiliated private pooled investment vehicles and co-investment vehicles.

The minimum initial capital commitment generally required for an investor in a Fund is set forth in each Fund's offering documents.

Each investor in the fund is generally required to certify that it is, among other things, an "accredited investor," as such a term is defined in Rule 501(a) of Regulation D under the Securities act of 1933, as amended and a "qualified purchaser," as such term is defined in Section 2(a)(51) of the Investment Company Act of 1940, as amended.

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

The Adviser generally seeks long-term capital appreciation through investment in companies in the oil and gas services sector. The Funds primarily invests directly and indirectly in equity and equity related instruments of private companies.

The Funds invests in private companies across all stages of development, including but not limited to (i) early or seed-stage companies, (ii) mid-stage companies that need capital and expertise to continue growth and, (iii) mature companies that have a proven track record and further growth potential.

The following is a summary of the methods of analysis and investment strategies generally employed by the Adviser. (However, the offering materials and other constituent documents should be reviewed for full details on the Funds' investment, operational and other actual and potential risks.) While the investment process may vary from transaction to transaction, and any stage may be compressed in certain situations, all investments generally go through a similar process.

First, the Adviser provides an introduction to a potential investment, including a description of its basic characteristics and a recommendation of how to proceed with respect to the investment opportunity. Next, should the decision be made to proceed with the investment, the Adviser engages in further due diligence, including but not limited to, an analysis of the financial, legal, regulatory and commercial aspects of the potential investment. Upon the completion of the due diligence process, the Adviser provides the Funds with an investment review which articulates the Funds' specific strategy for the potential investment. Upon reviewing the findings of the review, the Funds arrive at a final decision regarding the investment opportunity.

After an investment is made, Adviser typically assists with monitoring the investment on behalf of the Funds. During weekly investment staff meetings, the Funds' portfolio will generally be reviewed, which permits timely updates as to the investment's progress. In addition, the Adviser may have a representative on the board of the investment, which is expected to meet no less than quarterly, for a formal review of the performance of the investment.

The strategies that the Adviser employ entail a significant degree of risk and could result in substantial losses under certain circumstances. Accordingly, an investment in a Fund advised by Adviser should be undertaken only by investors capable of evaluating and bearing the risks of the investment. Please refer to the Governing Documents of the applicable Fund for more complete information on the investment strategies employed by such Fund and corresponding risks associated with such investment strategies.

Such risks include those related to the Adviser's focus on the oil and gas services sector, as well as general risks related to investing in the types of funds that the Adviser advises. Below are summaries of certain of those risks. Prospective fund investors are advised to review the applicable prospectus, private placement memorandum or other offering document for a more extensive description of the risks of investing in any particular fund or strategy.

**Risk Inherent in Private Equity Investments.** The types of investments that Adviser anticipates advising involve a high degree of risk. In general, financial and operating risks confronting portfolio companies can be significant. While targeted returns should reflect the perceived level of risk in any investment situation, there can be no assurance that the Clients will be adequately compensated for risks taken. A loss of an investor's entire investment is possible. The timing of profit realization is highly uncertain.

Early-stage and development stage companies often experience unexpected problems in the areas of product development, manufacturing, marketing, financing, and general management, which, in some cases, cannot



be adequately solved. In addition, such companies may require substantial amounts of financing, which may not be available through institutional private placements or the public markets. The percentage of companies that survive and prosper can be small.

Investments in more mature companies in the expansion or profitable stage involve substantial risks. Such companies typically have obtained capital in the form of debt and/or equity to expand rapidly, reorganize operations, acquire other businesses, or develop new products and markets. These activities by definition involve a significant amount of change in a company and could give rise to significant problems in sales, manufacturing, and general management of these activities.

**Changing Economic Conditions.** The success of the Adviser's investment strategy could be significantly impacted by changing external economic conditions in the U.S. and global economies. The stability and sustainability of growth in global economies may be impacted by terrorism or acts of war. Changing economic conditions could potentially adversely impact the valuation of portfolio holdings.

**Epidemics, Pandemics, Outbreaks of Disease and Public Health Issues.** The Adviser's business activities as well as the Funds and their operations and investments, could be materially adversely affected by pandemics, epidemics and outbreaks of disease in Asia, Europe, North America and/or globally or regionally, such as novel coronavirus, or COVID-19, Ebola, H1N1 flu, H7N9 flu, H5N1 flu, Severe Acute Respiratory Syndrome, or SARS, and/or other epidemics, pandemics, outbreaks of disease, viruses and/or public health issues. Specifically, novel coronavirus, or COVID-19, has spread (and is currently spreading) rapidly around the world since its initial emergence in China in December 2019 and has severely negatively affected (and may continue to materially adversely affect) the global economy and equity markets (including, in particular, equity markets in Asia, Europe and the United States). Although the long-term effects or consequences of novel coronavirus (or COVID-19) and/or other epidemics, pandemics and outbreaks of disease cannot currently be predicted, previous occurrences of other pandemics, epidemics and other outbreaks of disease, such as H5N1 flu, H1N1 flu, SARS and the Spanish flu, had a material adverse effect on the economies and markets of those countries and regions in which they were most prevalent. Any occurrence or recurrence (or continued spread) of an outbreak of any kind of epidemic, communicable disease or virus or major public health issue could cause a slowdown in the levels of economic activity generally (or cause the global economy to enter into a recession or depression), which would adversely affect the business, financial condition and operations of the Adviser and the Funds. Should these or other major public health issues, including pandemics, arise or spread farther (or continue to spread or materially impact the day to day lives of persons around the globe), the Adviser and the Funds could be adversely affected by more stringent travel restrictions, additional limitations on the Adviser's operations or business and/or governmental actions limiting the movement of people between regions and other activities or operations (or to otherwise stop the spread or continued spread of any disease or outbreak).

**No Assurance of Returns.** There can be no assurance that the investors in the Funds will receive distributions from the respective Funds in an amount equal to their investment in the Funds. The timing of profit realization, if any, is highly uncertain.

**Reliance on the Adviser.** The pool of funds in the Funds represent a blind pool of funds. Investors in the Funds will be relying on the Adviser to conduct the business as contemplated by this document. The loss of one or more senior investment professionals of the Adviser or its affiliates could have a significant adverse impact on the business of the Funds. No assurances can be given that each key personnel will continue to be affiliated with the Adviser throughout the term of the Funds. Notwithstanding any prior experience that members of the Adviser may have in advising investments of the type expected to be made by the Funds, any such prior experience necessarily was obtained under different market conditions and

with different technologies at the forefront of development. There can be no assurance that members of the Adviser will be able to duplicate prior levels of success.

**Competitive Marketplace.** The marketplace for private equity investing has become increasingly competitive. Involvement by financial intermediaries has increased, substantial amounts of funds have been dedicated to making investments in the private sector, and the competition for investment opportunities is at historically high levels. Some of the Funds' potential competitors may have more relevant experience, greater financial resources, and more personnel than the Adviser. There can be no assurances that the Adviser will locate an adequate number of attractive investment opportunities. To the extent that the Funds encounter competition for investments, returns to limited partners may vary.

**Minority Investments.** Some of the Funds' investments may be minority stakes in privately held companies. The Funds may also invest in companies for which the Funds have no right to appoint a director or otherwise exert significant influence. In such cases, the Funds rely significantly on the existing management and Board of Directors of such companies, which may include representatives of other financial investors with whom the Funds are not affiliated and whose interests may conflict with the interests of the Funds. In addition, during the process of exiting investments, the Funds may hold minority equity stakes if portfolio holdings are taken public. As is the case with minority holdings in general, such minority stakes that the Funds may hold will have neither the control characteristics of majority stakes nor the valuation premiums accorded to majority or controlling stakes.

**No Assurance of Additional Capital for Investments.** After the Funds have financed a company, continued development and marketing of products may require that additional financing be provided. No assurance can be made that such additional financing will be available, and no assurance can be made as to the terms upon which such financing may be obtained. Alternatively, the Funds, either directly or through one of its portfolio companies, may elect to sell developed or undeveloped technology to existing companies. No assurance can be made that buyers for such technology can be located or that the terms of any such sales will be advantageous.

**Future and Past Performance.** The Adviser's prior performance is not necessarily indicative of the Adviser's future results. While the Adviser intends for the Funds to make investments that have estimated returns commensurate with the risks undertaken, there can be no assurance that targeted results will be achieved. Loss of principal is possible on any given investment.

**Bridge Financing.** The Funds may lend to portfolio companies on a short-term, unsecured basis in anticipation of a future issuance of equity or long-term debt. Such bridge loans would typically be convertible into a more permanent, long-term security; however, for reasons not always in the Adviser's control, such long-term securities may not issue and such bridge loans may remain outstanding. In such event, the interest rate on such loans may not adequately reflect the risk associated with the unsecured position taken by the Funds.

**Limitations on Ability to Exit Investments.** The Funds expect to exit from their investments in two principal ways: (i) private sales (including acquisitions of its portfolio companies) and (ii) initial and secondary public offerings. At any particular time, one or both of these avenues may not be open to the Funds, or timing with respect to these exit mechanisms may be inopportune. As such, the ability to exit from and liquidate portfolio holdings may be constrained at any particular time.

**Potential Liabilities.** In connection with investments, the Adviser may negotiate the right to appoint one of the principals of the Adviser as a member of the portfolio company's Board of Directors. Such membership on the Board of Directors of a company can result in the Funds or the individual director being named as a defendant in litigation. Typically, portfolio companies will have insurance to protect directors

and officers, but this insurance may be inadequate. The Funds will also indemnify the Adviser and its principals, among others, for liabilities incurred in connection with operations of the Funds, including liabilities arising from such suits. Such indemnification obligations and other liabilities could be substantial.

**Contingent Liabilities on Disposition of Investments.** In connection with the disposition of an investment in a portfolio company, the Funds may be required to make representations about the business and financial affairs of such company typical of those made in connection with the sale of a business. The Funds may be required to indemnify the purchasers of such investment to the extent that any such representations are inaccurate. These arrangements may result in the incurrence of contingent liabilities for which the Funds may establish reserves and escrows. In that regard, distributions may be delayed or withheld until such reserve is no longer needed or the escrow period expires.

**Absence of Liquidity and Public Markets.** The Funds' investments are generally private, illiquid holdings. As such, there is no public market for the securities held by the Funds and no readily available liquidity mechanism at any particular time for any of the investments held by the Funds. In addition, the realization of value from any investments will not be possible or known with any certainty until the Funds' investments are sold and proceeds distributed to the investors or securities are distributed to investors in lieu of cash.

**No Market; Illiquidity of Fund Interests.** An investment in the Funds is illiquid and involves a high degree of risk. There is no public market for limited partnership interests in the Funds, and it is not expected that a public market will develop. Consequently, limited partners bear the economic risks of their investment for the term of the Funds. Prospective investors will be required to represent and agree that they are purchasing the limited partnership interests for their own account for investment only and not with a view to the resale or distribution thereof.

**Certain Limitations on Ability of Limited Partners to Transfer Their Interests in the Fund.** The transferability of interests in the Funds is restricted by the Governing Documents and by United States federal and state securities laws. In general, limited partners are not able to sell or transfer their limited partnership interests to third parties without the consent of the General Partners of the Funds.

**Limited Portfolio Diversification.** As is typical of private equity firms, the portfolio holdings of the Funds will not be broadly diversified. A downturn of the economy or in the business of any one company could impact the aggregate returns delivered to investors by the Funds.

**Legal, Tax and Regulatory Risks.** Legal, tax and regulatory changes could occur during the term of the Fund that may adversely affect the Funds.

**Conflicts of Interest.** Instances may arise where the interest of the Adviser (or its members) may potentially or actually conflict with the interests of the Funds and limited partners. For example, the existence of Adviser's carried interest may create an incentive for the Adviser to make more speculative investments on behalf of the Funds than it would otherwise make in the absence of such performance-based arrangements. Further, conflicts of interest may arise as a result of the members of the Adviser having investments in portfolio companies of both existing entities and the Funds, as well as other investments both public and private.

**Failure to Make Capital Contributions.** If a limited partner fails to pay when due installments of its capital commitment to the Funds, and the contributions made by nondefaulting limited partners and borrowings by the Funds are inadequate to cover the defaulted capital contribution, the Funds may be unable to pay their obligations when due. As a result, the Funds may be subjected to significant penalties that could materially and adversely affect the returns to limited partners (including nondefaulting limited partners). If

a limited partner defaults, it may be subject to various remedies as provided in the Governing Documents, including forfeiture of its interest.

**Lack of Limited Partner Control.** Subject to the implementation of the investment limitations set forth in the Governing Documents or subject to applicable law, the General Partners have complete discretion with respect to the Funds' portfolio. The limited partners will not make decisions with respect to the management, disposition or other realization of any investment made by the Funds, or other decisions regarding the Funds' business and affairs.

**Investment Company Act Of 1940.** The Funds are not be subject to the provisions of the Companies Act, in reliance upon either Section 3(c)(1) or Section 3(c)(7) of the Companies Act. The Funds' Governing Documents contain representations and restrictions on transfer designed to ensure that the conditions of one or both of these provisions are met.

**Securities Act Of 1933.** Interests in the Funds are not registered under the Securities Act, in reliance upon exemptions for transactions not involving a public offering. Each investor is required to execute certain agreements in connection with its subscription for the interest in the Fund, and in so doing will make certain representations to the Adviser

**THE FOREGOING RISKS DO NOT PURPORT TO BE A COMPLETE EXPLANATION OF ALL THE RISKS INVOLVED IN INVESTING IN THE FUNDS. POTENTIAL INVESTORS ARE URGED TO READ THIS ENTIRE DOCUMENT AND THE APPLICABLE GOVERNING DOCUMENTS BEFORE MAKING A DETERMINATION WHETHER TO INVEST IN THE FUNDS.**

#### **Item 9: Disciplinary Information**

Neither the Adviser, nor any of its managers, officers or principals have been involved in any investment-related criminal or civil actions in a domestic, foreign or military court.

Neither the Adviser, nor any of its managers, officers or principals have been involved in any administrative proceedings before the Securities and Exchange Commission, any other federal regulatory agency, any state regulatory agency, or any foreign financial regulatory authority.

Neither the Adviser, nor any of its managers, officers or principals have been involved in any self-regulatory organization proceedings.

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

**Broker Dealer Registration:** Neither the Adviser nor any of its management persons is currently registered or has an application pending to register as a broker-dealer or registered representative of a broker dealer.

**CFTC Exemption:** Neither the Adviser, nor any of its affiliates currently is registered with the Commodity Futures Trading Commission (CFTC) as a commodity pool operator or commodity trading advisor with respect to the Funds pursuant to an exemption from such registration.

Certain of the Adviser's affiliates serve as general partners, manager, managing member or investment manager with respect to one or more of the Funds. Each affiliate is disclosed in Section 7.A of Part 1A. Furthermore, certain of the Adviser's affiliates conduct investment advisory services outside of the United States and are registered with appropriate regulatory agencies in its respective jurisdictions.

Certain of the Adviser's employees, officers, members and/or affiliates serve (and may in the future serve) as directors, officers or committee members of the various portfolio companies of the Funds. Such persons could face conflicts of interest between discharging their duties as directors, officers or committee members, as the case may be, of such companies and acting in the best interest of the applicable Funds. Moreover, certain of the Adviser's affiliates also may serve as directors of public companies and their activities on behalf of those other companies may present actual and/or potential conflicts of interest (including conflicting fiduciary duties). The Adviser's affiliates may receive compensation from companies in their capacities as directors, officers or committee members and this compensation generally will not be shared with the Funds; provided that such amounts may reduce or offset the management fees that would otherwise be payable with respect to a Fund, as set forth in the applicable partnership agreement. See Item 5 for further details.

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

Pursuant to SEC Rule 204A-1, the Adviser has adopted and implemented a Code of Ethics and Securities Trading Policy (the “Code”), which sets forth standards of conduct that are expected of the Adviser supervised persons. A copy of the Code will be provided to any Client or prospective client upon request.

The Code requires the Adviser’s personnel to (among other things):

- Report their personal securities transactions and holdings;
- Pre-clear any proposed purchase of any initial public offering or limited offering; and
- Comply with policies and procedures reasonably designed to prevent the misuse of, or trading upon, material non-public information.

The Adviser and its affiliated persons may come into possession, from time to time, of material nonpublic or other confidential information about public companies which, if disclosed, might affect an investor’s decision to buy, sell or hold a security. Under applicable law, the Adviser and its affiliated persons would be prohibited from improperly disclosing or using such information for their personal benefit or for the benefit of any person, regardless of whether such person is a client of the Adviser. Accordingly, should the Adviser or any of its affiliated persons come into possession of material nonpublic or other confidential information with respect to any public company, the Adviser would be prohibited from communicating such information to clients, and the Adviser will have no responsibility or liability for failing to disclose such information to clients as a result of following their policies and procedures designed to comply with applicable law. Similar restrictions may be applicable as a result of the Adviser’s personnel serving as directors of public companies and may restrict trading on behalf of clients, including the Funds.

The Adviser maintains a restricted list that includes issuers and securities with respect to which supervised persons generally are not permitted to trade without the prior approval of the Chief Compliance Officer. The restricted list may include, for example, an issuer about which the Adviser or one or more of its personnel may have acquired, or may otherwise be in possession of, material, non-public information.

The Adviser has also adopted policies and procedures relating to gifts and entertainment, political contributions and other potential material conflicts of interest.

The Adviser generally will allocate investment opportunities among its various clients on a fair and equitable basis, consistent with its fiduciary obligations and the governing documents for the relevant Fund.

In addition to the foregoing, the Adviser or an affiliate thereof generally may, to the extent deemed appropriate, offer to any person the opportunity to invest in any transaction in which a Fund has made or will make an investment if the Adviser or its affiliate believes that the participation of such person or persons in such investment would be beneficial to the consummation or success of the investment; provided, however, that (i) no such investment may be offered to the Adviser, the general partner or any of their respective affiliates except as described in the governing document of a Fund. Subject to the foregoing, the Adviser or its affiliate may allocate any such opportunity to invest among a Fund or Funds and such persons as the Adviser or its affiliate may, in its discretion, determine; provided that the Adviser will not be entitled to receive any compensation in respect of any person that is not an investor in the applicable Fund or an affiliate of any such investor or any co-investment entity formed by the Adviser or an affiliate with respect to such investment.

The Adviser and its affiliates, principals and employees may carry on investment activities for their own account and for family members, friends or others who do not invest in the Funds, and may give advice and recommend securities to vehicles that may differ from advice given to, or securities recommended or bought for, the Funds or other clients, even though their investment objectives may be the same or similar. The Adviser and its affiliates may from time to time cause the Funds to enter into transactions and/or arrangements involving actual or potential conflicts of interest. The Adviser and its affiliates generally review any such transactions or arrangements involving material conflicts of interest and take such actions as they deem appropriate or necessary under the circumstances in an attempt to ensure that the overall terms of such transactions or arrangements are fair and equitable under the circumstances.

Pursuant to the applicable Governing Documents, a supervisory committee is established with respect to a Fund consisting of representatives of independent investors of such Fund. The supervisory committee generally has or will have the authority to consider and, on behalf of the Fund and its investors, approve or disapprove (to the extent required by applicable law, the governing document or by the Adviser or its affiliate) related party transactions, principal transactions, certain transactions or arrangements involving actual or potential conflicts of interest, matters requiring client consent under Section 206(3) of the Advisers Act, and any other matters that the general partner of the Fund elects to present thereto.





## **Item 12: Brokerage Practices**

The Adviser's advisory business generally involves privately negotiated transactions with the prospective sellers and prospective buyers. Accordingly, the Adviser generally does not use, select or otherwise recommend broker-dealer or other counterparties in connection with the investment activities of the Funds.

When publicly traded securities are the subject of a trade and there is a broker selection opportunity, the Adviser will endeavor to select a broker or other counterparty on the basis of best execution and in consideration of various factors deemed relevant or appropriate, including, without limitation: (i) the ability to effect prompt and reliable executions at favorable prices (including the applicable dealer spread or commission, if any); (ii) the operational efficiency with which transactions are effected, taking into account the size of order and difficulty of execution; (iii) the financial strength, integrity and stability of the broker; (iv) the broker's risk in positioning a block of securities; and (v) the competitiveness of commission rates in comparison with other brokers satisfying other selection criteria. The Adviser may cause a Fund to pay higher commissions to brokers believed to offer superior service under the circumstances, including brokers that provide investment research and analysis to their clients, including the Funds. Accordingly, when the Adviser determines in good faith that the amount of commissions charged by a broker is reasonable in relation to the value of the overall services provided to the Fund or Funds, including internally-developed research and other services provided by such broker, the Adviser may cause the Funds to pay commissions to such broker in an amount greater than the amount another broker might charge.

The Adviser currently does not use soft dollars generated by client accounts to pay for research or related services provided by brokers.

The Adviser may face actual or potential conflicts of interest when allocating investment opportunities among the funds. The general policy of the Adviser is to allocate investment opportunities among the applicable Funds in a fair and equitable manner and in accordance with the term of the applicable governing documents.

**Item 13: Review of Accounts**

The Adviser generally monitors the financial and operating progress of the business of each portfolio company on a current basis against plans and budgets, with more formal reviews as necessary. Such reviews will be conducted by one or more of the Adviser's investment professionals. Funds are audited on a yearly basis by an independent public accountant of recognized national standing.

Certain events may require other than a periodic review. Such events include a transfer or withdrawal of an investor of the Fund or material change in the business of a portfolio investment.

Investors in the Funds generally receive quarterly and annual reports and annual audited financial statements. Each of the Funds' investors will receive annual audited financial statements and unaudited quarterly statements of the Funds. Investors in each Fund will receive tax information in connection with the preparation of their federal income tax returns. All reports to investors to the Funds are in writing. The Adviser may provide additional information to certain investors that are not distributed to other investors in a Fund.

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

Neither the Adviser nor any of its affiliates generally receive any economic benefit from a non-client for providing investment advice or other advisory services with respect to the Funds.

The Adviser may in the future enter into agreements or arrangements with third party placement agents that solicit and refer prospective eligible investors in one or more of the Funds to the Adviser or an affiliate thereof. In consideration of such solicitation and referral services, such placement agents receive or may receive compensation from the Adviser or its affiliates consisting of, among other things, a percentage of the Management Fee and carried interest distributions payable or distributable with respect to investors referred by such placement agents. The Adviser and/or its affiliates may also pay fees to third parties for locating or sourcing potential investment opportunities and sharing information relating thereto with the Adviser. Investors will not be charged any higher or additional fees as a result of any such placement agent arrangements. In each instance, all arrangements and payments of placement agent fees will be disclosed to applicable investors.

**Item 15: Custody**

Currently, the Adviser is not deemed to have custody of client assets.

**Item 16: Investment Discretion**

The Adviser does not have discretionary authority to determine the securities and the amounts to be bought or sold on behalf of the Funds, and to perform the day-to-day investment operations of the Funds. That discretion is held by the boards of the general partners of the funds.

### **Item 17: Voting Client Securities**

Generally, the Adviser does not have proxy voting authority on behalf of the clients.

However, in the event that the Adviser is called upon to vote proxies, it will vote such proxies in accordance with the proxy voting policies and procedures in Adviser's compliance manual. Pursuant to SEC rule 206(4)-6, the Adviser has established policies and procedures to address voting procedures and any conflicts of interests involved in a proxy vote between the Adviser and the Funds. The Adviser's proxy voting procedures are designed to ensure that proxies are voted in a manner that is in the best interest of the Funds. The Adviser will generally vote in favor of matters that follow an agreeable corporate strategic direction, support an ownership structure that enhances shareholder value without diluting management's accountability to shareholders and/or present compensation plans that are commensurate with enhanced manager performance, and market practices.

The Adviser addresses conflicts of interest involved in a proxy vote through the following three-step process of identifying potential conflicts of interest, determining material conflicts and establishing procedures to address material conflicts. The Adviser may determine not to vote proxies in respect of securities of an issuer if it determines it would be in the Fund's overall best interest not to vote. Clients may obtain copies of the Adviser's proxy voting policies by contacting the Chief Compliance Officer.

**Item 18: Financial Information**

Currently, the Adviser and its affiliates are not aware of any financial condition that is likely to impair the Adviser's ability to meet its contractual obligations and commitments to clients.

The Adviser was not subject of a bankruptcy petition at any time during the past ten years.