

# FORM ADV, PART 2A: BROCHURE

*Submitted by:*

**CarVal Investors L.P.**

9320 Excelsior Boulevard, 7th Floor  
Hopkins, MN 55343  
952-444-4780

**Date: December 31, 2019**

This Brochure provides information about the qualifications and business practices of CarVal Investors LP. If you have any questions about the contents of this Brochure, please contact us at 952-444-4780. 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.

CarVal Investors LP is a registered investment adviser. Registration of an investment adviser does not imply any level of skill or training. Additional information about CarVal Investors LP is also available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

**CARVAL**  
INVESTORS®

[www.carvalinvestors.com](http://www.carvalinvestors.com)

## **Item 2 – Material Changes**

The last annual update by CarVal Investors LP (“CarVal”) to its **Form ADV, Part 2A: Brochure** was dated May 31, 2019. An updated ADV was filed on November 7, 2019 due to a material change in ownership of CarVal Investors as discussed below. This **Item 2** discusses only the points that CarVal believes are material changes from its last annual update.

On October 11, 2019, a limited partnership owned by CarVal senior management completed a management buyout of Cargill Incorporated’s (“Cargill’s”) ownership interest of CarVal. After the completion of the management buyout transaction, CarVal continues to be managed by the same senior managers who manage the same funds and investment pools that CarVal managed prior to the transaction. Immediately following the closing, CarVal Investors LLC converted to a limited partnership and was renamed CarVal Investors LP. **Item 4 – Advisory Business** has been updated with the change in ownership. In addition, references to Cargill throughout this **Part 2A Brochure** have been deleted or adjusted as appropriate to reflect this change.

In connection with the change of ownership, CarVal has changed its fiscal year end from May 31 to December 31.

### **Item 3 – Table of Contents**

<b>Items</b>	<b>Title</b>	<b>page</b>
Item 1	Cover Page	i
Item 2	Material Changes	ii
Item 3	Table of Contents	iii
Item 4	Advisory Business	4
Item 5	Fees and Compensation	7
Item 6	Performance-Based Fees and Side-By-Side Management	10
Item 7	Types of Clients	12
Item 8	Methods of Analysis, Investment Strategies and Risk of Loss	13
Item 9	Disciplinary Information	46
Item 10	Other Financial Industry Activities and Affiliations	47
Item 11	COE, Participation or Interest in Client Transactions & Personal Trading	50
Item 12	Brokerage Practices	54
Item 13	Review of Accounts	58
Item 14	Client Referrals and Other Compensation	60
Item 15	Custody	61
Item 16	Investment Discretion	62
Item 17	Voting Client Securities	63
Item 18	Financial Information	64

#### **Item 4 – Advisory Business**

CarVal Investors L.P. (“CarVal”), previously CarVal Investors, LLC, is a global asset manager of private alternative investment funds. CarVal was formed in 2006 as a continuation of Cargill Value Investment (“CVI”), which was an internal business unit of Cargill, Incorporated (“Cargill”). Between 1987 and 2006, CVI solely managed proprietary investments on behalf of Cargill. In 2006, Cargill established CarVal as an independently managed alternative investment manager to continue and expand upon the investment activities of CVI. CarVal was a 100% owned, independently managed, indirect subsidiary of Cargill until its separation from Cargill in 2019. On October 11, 2019, a limited partnership owned by CarVal senior management completed a management buyout of Cargill’s ownership interest of CarVal. After the completion of the management buyout transaction, CarVal continues to manage all of the same funds and investment pools it managed while it was owned by Cargill. Immediately following the closing, CarVal Investors LLC converted to a limited partnership and was renamed CarVal Investors LP.

CarVal provides investment management services on a discretionary or non-discretionary basis to private domestic and non-U.S. collective investment vehicles which are identified below (the “Funds”). Interests in these vehicles are offered exclusively to investors satisfying applicable eligibility and suitability requirements. From time to time, CarVal will also provide advice to vehicles established by a single investor (“single-investor fund,” and collectively with other investment vehicles, “the Funds”).

The Funds invest primarily in one or more of four principal asset classes: Loan Portfolio Investments, Corporate Securities Investments, Structured Credit and Hard Assets, as well as Special Opportunities Investments. For greater detail on these strategies, see **Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss.**

In providing services to the Funds, CarVal may conduct its investment management business through its wholly-owned subsidiaries: CarVal Investors UK Limited (based in London, England, and general partner of CarVal Investors GB LLP, which is a limited liability partnership regulated by the United Kingdom Financial Conduct Authority), and CarVal Investors Pte. Ltd. (based in Singapore, holder of a capital markets services license and regulated by the Singapore Monetary Authority)(the “Subsidiaries”). Each Subsidiary (or in the case of the UK, the limited liability partnership of which the Subsidiary is general partner) has executed a sub-advisory agreement pursuant to which the Subsidiary provides investment management advice and expertise regarding local and regional capital markets, public and private transactions, and market participants.

CarVal also conducts investment management business through its wholly owned subsidiary, CarVal CLO Management LLC (“CCML”), which manages CarVal’s collateralized loan obligation (“CLO”) vehicles. These vehicles invest primarily in broadly syndicated loans.

As of December, 31, 2019, CarVal and its subsidiaries employed 171 employees, including support staff.

#### **The Funds**

As of December, 31, 2019, CarVal managed the following Private Funds (as defined in Form ADV Part 1):

- CVI Credit Value Fund (“CVF”) (closed to new investors)
- CVI Global Value Fund (“GVF”) (closed to new investors)

- CVI International Credit Fund (“CVIC”) (closed to new investors)
- CVI Real Estate Value Fund III (“RVF III”) (closed to new investors)
- CVIC International Credit Fund II (“CVIC II”) (closed to new investors)
- CVI Credit Value Fund II (“CVF II”) (closed to new investors)
- CVI Emerging Markets Credit Value Fund (“EMCVF”) (open to new investors)
- CVI Aiguille D’Argentiere Fund (“AA”) (closed to new investors)
- CVI Aiguille Verte Fund (“AV”) (closed to new investors)
- CVI CHVF (“CHVF”) (closed to new investors)
- CarVal HH Fund (“HH”) (closed to new investors)
- CVI Real Estate Value Fund IV (“RVF IV”) (closed to new investors)
- CVI Europe Real Estate Partners Fund (“EREP”) (closed to new investors)
- Envoy Opportunistic Credit Fund (“EOC”) (closed to new investors)
- CarVal Global Credit Fund (“GCF”) (open to new investors)
- CVI Shipping Opportunities Fund (“SOF”) (closed to new investors)
- CVI Credit Value Fund III (“CVF III”) (closed to new investors)
- Fairway Opportunities Fund (“FOF”) (closed to new investors)
- CVI Credit Dislocation Fund (“CDF”) (closed to new investors)
- CVI Credit Value Fund IV (“CVF IV”) (closed to new investors)
- CVI Emerging Markets Credit Opportunities Fund (“EMCOF”) (open to new investors)
- CVI Aviation Income Fund (“AIF”) (open to new investors)
- CarVal Contingent Credit Fund (“CCF”) (closed to new investors)
- CVI Clean Energy Fund (“CEF”) (open to new investors)
- CVI Chesapeake Credit Opportunities Fund (“CCOF”) (closed to new investors)

Please note that for the purposes of Form ADV Part 1, CarVal reports each master-feeder arrangement as a Private Fund. All feeders in these arrangements invest on a pro rata basis; there is no differentiation in Investor holdings. Therefore, individual feeder funds are not included as separate clients in Item 5.C and 5.D of Form ADV Part 1. Since some of the Private Funds CarVal manages have multiple master-feeder arrangements, the total number of Private Funds reported in Item 5.C.(1) of Form ADV Part 1 may not correspond to the total number of Private Funds CarVal reports on other documents including but not limited to marketing documents, private placement memoranda and official filings with regulators.

In each master-feeder arrangement, individual investors (each, an “Investor”) invest in one or more feeder funds which, in turn, invest capital in the assets the Funds hold, generally through one or more master funds or pooling entities.

Investments in a Fund may be subject to a requirement that the Investor commit capital to the Fund for a given period of time. In CarVal’s current Funds, commitments range from 6 months to 8 years from a fixed date set forth in the relevant governing documents, depending on the Fund. Each Fund may have different liquidity and redemption terms. Further information can

be found in each Fund's private placement memorandum, limited partnership agreement ("LPA"), subscription agreements, investment management agreements and/or other governing documents, as applicable (the "Offering Documents"). In its capacity as investment manager to the Funds, CarVal is responsible for executing each Fund's investment objectives and strategy.

As of December 31, 2019, CarVal's total discretionary net assets under management are \$ 8,172,177,700. Net assets under management including non-discretionary accounts are \$ 8,292,822,782. CarVal's Regulatory Assets Under Management (as defined in Form ADV Part 1) are \$ 15,916,107,606.

CarVal currently manages certain investments on a non-discretionary basis, including a non-discretionary account for its former parent, Cargill. In addition, certain Funds are non-discretionary funds. As of December 31, 2019, CarVal's total net non-discretionary assets under management are \$ 120,645,082.

CarVal does not participate in wrap fee programs.

Apart from non-discretionary accounts and Funds, CarVal generally has broad and flexible discretion with respect to investment decisions made for the Funds, and also with respect to the selection of brokers, dealers and other counterparties for such investments, and the amount of commissions or other compensation to be paid by the Funds. CarVal provides investment advisory services to the Funds based on the particular investment objectives and strategies described in the applicable Fund's Offering Documents.

All discussions of the Funds in this Brochure, including but not limited to their investments, the strategies used in managing the Funds, the fees and other costs associated with an investment in the Funds, investor suitability standards and conflicts of interest faced by CarVal in connection with management of the Funds, are qualified in their entirety by reference to each Fund's respective Offering Documents.

## **Item 5 – Fees and Compensation**

### **Fees for Funds**

The compensation each Fund pays CarVal is set forth in each Fund's Offering Documents. The fees described below are generally non-negotiable except as set forth below. For each Fund it manages, CarVal charges a management fee (the "Management Fee") and a performance allocation or fee ("Carried Interest") consisting of a percentage of realized and/or unrealized profits (subject in certain Funds to hurdle rates, high watermarks and holdback and clawback provisions as defined by the respective Offering Documents). Principals, employees, directors, officers and certain individuals or entities with historic relationships to CarVal invested in the Funds may not be charged such asset-based or performance fees. For further information about Carried Interest, see **Item 6 – Performance-Based Fees and Side-By-Side Management**.

CarVal charges a Management Fee to Investors that varies pursuant to the terms of each Fund's Offering Documents. The fees associated with an investment in a Fund vary, depending on the Fund, and are described in detail in each Fund's Offering Documents. Current management fees for its commingled Funds range between 1% and 2.5% of committed, contributed or invested capital or net asset value. Management Fee calculations may vary depending on a particular Fund's stage in its life cycle. The Management Fee may be calculated on a beginning- or end-of-quarter methodology and is typically paid quarterly in arrears.

CarVal may, in its sole discretion, waive or reduce the Management Fee or Carried Interest and distributions to Investors will be adjusted accordingly. CarVal may also charge a Management Fee that is higher than, lower than, or otherwise on different terms than those described above.

Fees for managing single investor or non-discretionary vehicles will be set forth in the written agreement with the relevant Investor(s). Generally, such arrangements will include an asset-based and/or a performance-based component and will be negotiated on a case-by-case basis and may be lower than management fees for other Funds.

### **Fees for CLOs**

CCML receives management fees from the CarVal CLOs of approximately 0.35% of the par value of the collateral and cash held in the CarVal CLOs. In general, management fees will be payable only if there are funds available in accordance with the priority of payments provisions of the CarVal CLOs' governing documents. CCML also receives incentive fees, typically 20% of the excess cash flows due to the holders of the subordinated notes, subject to a stated hurdle rate.

### **Automatic Fee Deduction**

CarVal generally deducts fees, if any, directly from each Fund, pursuant to the relevant Offering Documents and investment management agreement. The Offering Documents of each Fund describe the specific manner and means by which fees will be paid, including, if applicable, the circumstances in which fees may be invoiced for payment by the Investor.

### **Expenses**

Each Fund will pay or reimburse CarVal for certain organizational, administrative, operational and other permissible expenses

as described in its Offering Documents. These permissible expenses generally include costs and expenses relating to both the offer and sale of interests in the Funds ("Offering Expenses") as well as the organization of the entities that comprise the Funds and their respective general partners and managing members ("Organizational Expenses"). Offering and Organizational Expenses may be capitalized or expensed for accounting purposes in accordance with GAAP.

Each Investor is solely responsible for its own legal and tax counsel expenses and any out-of-pocket expenses incurred in connection with its admission to, or the maintenance of its interest in, the Funds. Pursuant to the underlying LPAs and other Offering Documents, and in addition to Management Fees, CarVal has the right to charge to its Funds certain expenses, including internal and third-party operational and administrative expenses. These generally include, but are not limited to, the following:

- (i) Internal and third-party expenses incurred in connection with the organization, operations and investment or trading activity of the Funds' investment vehicles ("Fund Operating Expenses"). Examples of Fund Operating Expenses include, without limitation, (i) internal and third party expenses of evaluating, making and monitoring investment activity including due diligence, travel, and broken deal expenses; (ii) expenses (whether internal or external) of consultants, custodians, paying agents, registrars, bank service fees, accountants, brokers, servicers, financial advisors, investment bankers, legal, tax, accounting and other advice, (iii) expenses related to distributions, fees and expenses related to market data and pricing services (e.g., Bloomberg) and related record keeping and (iv) Internal Fund Operating Expenses. "Internal Fund Operating Expenses" include an allocation of the salaries and benefits of CarVal employees, contractors, affiliates or agents, and other compensation (including an allocation of IT expenses related to such individuals), to the extent such individuals provide services related to or otherwise benefiting the organization, operations, investment or trading activity of the Funds. Examples of Internal Fund Operating Expenses charged to Investors include, without limitation, auditing, accounting, legal personnel who assist with investment or trading activity of the Funds, tax personnel, administration of investor capital accounts, preparation and distribution of annual reports, notices, statements and other Fund-related communications to Investors, internal asset management and oversight, monitoring of third-party service providers, cash management services and costs related to computer hardware and software. Internal Fund Operating Expenses charged to the Funds are often subject to a per annum limit expressed as a percentage of the average net asset value of the specific Fund;
- (ii) costs incurred in connection with meetings of Investors;
- (iii) any extraordinary expenses including all costs of a Fund's indemnification, contribution or litigation, directly or indirectly, including, without limitation, attorneys' fees incurred in connection therewith;
- (iv) the costs of any director, officer, general partner and management company liability or other insurance, extraordinary expense or liability relating to the affairs of a Fund;
- (v) the pro rata expenses of any subsidiary or special purpose vehicle in which a Fund invests;
- (vi) all expenses incurred in connection with any credit facility or other such indebtedness, including in connection with



- the repayment of any amounts, including principal, interest, expenses and costs under such credit facility;
- (vii) third-party administration fees;
- (viii) all expenses of liquidating a Fund; and
- (ix) any taxes levied in respect of a Fund, fees or other governmental charges levied against a Fund and all expenses incurred in connection with any tax audit, investigation, settlement or review of a Fund.

Investor-borne expenses are generally allocated *pro rata* among the Investors, relative to their capital commitments.

Expenses borne by investors in the CLOs are described in the relevant governing documents and include expenses similar to those borne by the Funds.

Fund Operating Expenses that are shared across multiple Funds will be allocated by CarVal among such Funds based on methodologies relative to assets under management, market value, relative benefits to each Fund, and/or such other criteria that CarVal believes to be fair and equitable taking into consideration the nature of such Fund Operating Expense.

Certain Funds maintain an office in Luxembourg which is overseen by CarVal. The Funds maintaining the office bear all expenses associated with such office, including without limitation salaries and benefits, rent, utilities, IT expenses, other overhead, and shared service charges. These expenses are generally paid by CarVal, with each of the other relevant Funds reimbursing its proportionate share of expenses. CarVal has determined that this method of allocating this expense is a reasonable and efficient means of maximizing operational and cost benefits for the relevant Funds.

The costs associated with pursuing broken deals are allocated among the Funds based on how such transaction would have been allocated to the Funds had it been successfully completed, including any funds in ramp up.

More detailed information about the fees and/or expenses that a particular Fund may pay in connection with the advisory services that CarVal provides is contained in the relevant LPA or other Offering Documents entered into between CarVal and the underlying Investors and the Offering Documents provided to such underlying Investors. In addition, please see **Item 12 – Brokerage Practices** for a further discussion of the brokerage and other transaction costs that Funds pay. Other than as disclosed, neither CarVal nor its employees accept compensation for the sale of securities or other investment products to Funds.

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

CarVal receives Carried Interest from its Funds that is generally equal to a percentage of the net profits allocable to each Investor. For some Funds, Carried Interest is not paid until specified performance thresholds are met. The specific terms governing the structure and calculation of Carried Interest, which varies among Funds, are described in each Fund's Offering Documents. While each Fund currently managed by CarVal is subject to Carried Interest, CarVal reserves the right to reduce, waive or calculate differently such fees for certain Investors. In addition, certain single investor vehicles that CarVal may manage from time to time may pay fees to CarVal in a separately negotiated manner, including, but not limited to paying part or all of their fees to CarVal based on the performance of their investments. These terms will vary, and Investors should consult the Offering Documents of their applicable Funds.

The Funds charge a Carried Interest that is generally equal to 20% of the net profits allocable to each Investor. The method each Fund utilizes in assessing and charging the Carried Interest varies pursuant to the terms of the applicable Offering Documents. The Carried Interest is generally assessed annually at year end, but, for some Funds, may be assessed at other times, such as quarterly or in connection with a distribution of redemption proceeds to an investor.

The Carried Interest may be subject to a high-water mark and may be adjusted for hurdle rates and holdbacks or clawbacks, pursuant to the terms of the applicable Offering Documents.

CCML is also eligible to receive performance-based compensation from the CLOs, typically 20% of the excess cash flows due to the holders of the subordinated notes, subject to a stated hurdle rate. Performance-based compensation creates a potential conflict of interest in that it may create an incentive 1) to make investments that are riskier or more speculative than in the absence of such a performance-based fee, and 2) to favor higher fee-paying accounts over other accounts in the allocation of investment opportunities. As a general matter, CarVal believes that it mitigates these potential conflicts by requiring senior employees to invest their own money in each of its Funds. Further, CarVal follows procedures it believes are reasonably designed to ensure that all Funds are treated equitably over time and to prevent conflicts from influencing allocation decisions among Funds. CarVal's allocation procedures are further described in **Item 12 – Brokerage Practices**. CarVal recognizes that it is a fiduciary and as such must act in the best interests of the Funds.

Because of the nature of many of CarVal's underlying investments, a significant portion of assets rely on internal analysis using mark-to-model methodologies that may include discount cash flow analyses. Such analyses are inherently subjective. Changes in underlying assumptions and/or economic and market factors may have a material impact on the returns on which Carried Interest is calculated. Certain fees payable to CarVal are based on the value and performance of Fund assets. CarVal has adopted and implemented a valuation policy that governs the pricing of securities and other assets held by the Funds (the "Valuation Policy"). The Valuation Policy generally provides that liquid investments will be valued at readily ascertainable market values. In some circumstances, CarVal may be able to obtain a market value from only one source. For assets that lack such a readily ascertainable market value, the Valuation Policy requires CarVal to determine a value using various valuation methodologies as set forth in the policy. In valuing certain privately placed and less liquid assets, CarVal has considerable discretion. CarVal generally faces a conflict of interest in valuing assets, because their value can impact certain

of the fees payable to CarVal and the performance returns of the Funds. CarVal is responsible for determining the fair market value of each Fund asset. The methodologies used are inherently subjective and capable of producing a range of values that may be different from valuations performed by others applying their own judgment at different or similar dates. There is no guarantee that the valuations determined by CarVal represent values that can or will be realized in a sale or exchange of investments with an independent third party. CarVal documents its valuation decisions and reviews them on a periodic basis. On an annual basis, CarVal's valuations are reviewed in connection with each Fund's independent external audit.

## **Item 7 – Types of Clients**

CarVal currently offers investment advisory services to private funds, single-investor vehicles, CLO vehicles and non-discretionary accounts. The underlying Investors in CarVal's Funds and other investment vehicles are typically institutional investors (e.g., trusts, endowments, foundations, corporations, banks, insurance companies, public and private pension plans, private fund-of-funds, etc.) and high net worth investors meeting the terms of the exceptions and exemptions under which the Funds operate and wishing to invest in accordance with the Funds' investment objectives. Generally, Investors must be both "accredited investors," as defined in Rule 501(a) of Regulation D under the Securities Act of 1933, and "qualified purchasers", as defined in Section 2(a)(51) of the Investment Company Act of 1940, as amended (the "Investment Company Act") or "knowledgeable employees" as defined in Rule 3c-5 under the Investment Company Act.

Generally, the Offering Documents that govern each of the Funds require a minimum initial capital contribution prior to an Investor being admitted to a Fund. However, requirements for opening or maintaining accounts with CarVal can differ based on the applicable strategy and other factors in the discretion of CarVal. Accordingly, CarVal reserves the discretion in each of the Funds to adjust account size minimum with respect to any Investor.

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

CarVal focuses on investment strategies that fall within its core competencies. This includes pursuing select investments in “capital vacuums” of illiquidity and “orphaned” or “non-core” assets on the balance sheets of sellers and financial institutions. Additionally, CarVal will, from time to time, use its core competencies, skills, and methods to identify new asset categories for investment that are not already covered by their other investment programs.

Each strategy involves significant risks, many of which are outside of CarVal’s control. Investing in securities and other investments involves significant risks, including the risk that Funds could lose some or all of any invested capital. An investment in a Fund will provide limited liquidity as there are significant restrictions on transferability of and withdrawals from interests in a Fund. A description of CarVal’s core investment strategies, as well as the risks that Funds may face in employing such strategies, is set forth below. A complete description of the risks associated with each particular investment strategy is included in the Offering Documents of the respective Funds, a copy of which is provided to prospective Investors and should be carefully reviewed prior to investing.

### **Significant Investment Strategies**

CarVal generally focuses on the following key investment strategies:

- **Loan Portfolios** - strategy centers on investments in portfolios of whole loans including consumer receivables, residential mortgages, small business loans, and other consumer, commercial and industrial obligations. This strategy also includes investments in performing residential solar loan portfolios, where the underlying borrowers are homeowners with a strong credit history and the loans are secured by the homeowners' renewable energy assets. This strategy may also include investments in commercial real estate loan transactions, as well as real estate-related public debt and equity securities and loan portfolios containing real estate owned or other receivables. In executing this strategy, CarVal partners with a network of servicing and collections specialists, seeking to pair each portfolio with the servicing partner that is best positioned to maximize collections given the type and location of the obligations.
- **Corporate Securities** - strategy centers on investments in obligations of leveraged and/or financially stressed and distressed corporations. These investments typically extend to mispriced or undervalued bonds, bank debt, credit default swaps and equities, but may also extend to other similar investment types or assets. From time to time, investments in this strategy will also include opportunistically investing in high-yield loans or debtor-in-possession financings to obligors, including, but not limited to, those who need cash quickly, are asset rich and liquidity poor or are in bankruptcy, as well as claims against bankrupt and liquidating businesses and entities. This strategy may also include performing debt secured by assets in or related to clean or renewable energy or providing energy usage efficiencies. Further, CarVal is an issuer of CLOs and will purchase secondary CLO equity opportunistically.
- **Structured Credit** – strategy centers on investments in asset-backed securities including residential and commercial mortgage-backed securities, CLOs and other asset-backed securities. CarVal believes its capabilities and experience

in whole loans, leveraged loans and commercial real estate provide a competitive advantage in investing in RMBS, CMBS, and CLO securities. Multiple CarVal teams routinely collaborate to evaluate investment opportunities in different structured credit securities. As well, CarVal is an active issuer of asset-backed securities across several different strategies including re-performing residential mortgages, aviation assets, residential solar loans and commercial real estate loans.

- **Hard Assets** – these investments have historically included investments in aviation assets, certain types of vessels, and oil- and gas-related assets but may extend to any investment opportunity believed to be attractive and profitable under the circumstances. The strategy may also include performing solar power assets (commercial and industrial solar and storage solar and storage) held by a fragmented group of developers and investors with long-term contractual cash flows.
- **Special Opportunities** - strategy centers on identifying undervalued situations across a broad range of asset categories, industries and markets that utilize CarVal's core competencies, skills, and methods to identify and make investments in non-traditional asset categories that are not targeted through the above strategies.

More detailed information regarding CarVal's investment strategies and activities is set forth in the Offering Documents related to each Fund.

#### **General Methods of Analysis**

At the core of CarVal's investment strategy is an investment selection and investment decision process which combines a top-down perspective and portfolio construction discipline with a bottom-up fundamental analytical approach. Emphasis is placed on monitoring and reporting the performance of the ongoing investment portfolio. In evaluating potential investments, CarVal performs a quantitative and qualitative analysis based on, among other things, legal and financial due diligence (which may include reliance on third-party due diligence) and the experience and judgment of its investment professionals. CarVal structures deals to allow its Funds to invest on what it believes is a profitable and sustainable risk-adjusted basis and to provide flexibility in dealing with buyers, sellers and operating partners. Consideration is given to targeted investment goals as well as existing market and sales trends in determining whether to continue to hold or sell an asset. CarVal continuously evaluates these factors to determine the appropriate timing for the disposition of any asset or group or category of assets.

#### **Material Risks**

The material risks presented by the strategies pursued by CarVal are summarized below. Additional information is set forth in the Offering Documents for each Fund. An investment in a CarVal Fund is speculative and involves the risk of loss of capital. CarVal neither guarantees nor represents that any Fund or investment will achieve its respective investment objectives or be able to avoid losses. A Fund may not be broadly diversified, and, therefore, the performance of one or a few investments could have a material adverse effect on the Fund's investment returns.

*The following risk factors do not purport to be a complete list or explanation of the risks involved in an investment in one or*

*more of the Funds. These risk factors include only those risks CarVal believes to be material, significant or unusual and relate to particular significant investment strategies or methods of analysis employed by CarVal.*

## **Risks Related to the Funds Generally**

### Legal and Regulatory Environment for Private Investment Funds and their Managers

The legal and regulatory environment worldwide for private investment funds and their managers is evolving. Changes in the regulation of private investment funds, their managers, and their trading and investing activities may have a material adverse effect on the ability of our Funds to pursue their investment program and the value of investments held by our Funds. There has been an increase in scrutiny of the private investment fund industry by governmental agencies and self-regulatory organizations. New laws and regulations or actions taken by regulators that restrict the ability of our Funds to pursue their investment program or employ brokers and other counterparties could have a material adverse effect on our Funds and the investments therein. In addition, CarVal may, in its sole discretion, cause a Fund to be subject to certain laws and regulations if it believes that an investment or business activity is in such Fund's interest, even if such laws and regulations may have a detrimental effect on one or more investors.

### Regulation in the Derivatives Industry

There are many rules related to derivatives that may negatively impact our Funds, such as requirements related to recordkeeping, reporting, portfolio reconciliation, central clearing, minimum margin for uncleared over-the-counter ("OTC") instruments and mandatory trading on electronic facilities, and other transaction-level obligations. Parties that act as dealers in swaps, are also subject to extensive business conduct standards, additional "know your counterparty" obligations, documentation standards and capital requirements. All of these requirements add costs to the legal, operational and compliance obligations of CarVal and our Funds, and increase the amount of time that CarVal spends on non-investment-related activities. Requirements such as these also raise the costs of entering into derivative transactions, and these increased costs will likely be passed on to our Funds.

These rules are operationally and technologically burdensome for CarVal and our Funds. These compliance obligations require employee training and use of technology, and there are operational risks borne by our Funds in implementing procedures to comply with many of these additional obligations.

These regulations may also result in our Funds forgoing the use of certain trading counterparties (such as broker-dealers and futures commission merchants), as the use of other parties may be more efficient for our Funds from a regulatory perspective. However, this could limit our Funds' trading activities, create losses, preclude our Funds from engaging in certain transactions or prevent such Funds from trading at optimal rates and terms.

Many of these requirements were implemented pursuant to the U.S. Dodd-Frank Wall Street Reform and Consumer Protection Act (the "Dodd-Frank Act"), the EU Regulation on OTC Derivatives, Central Counterparties and Trade Repositories (known as the European Market Infrastructure Regulation, or "EMIR") and similar regulations globally. In the United States, the Dodd-Frank Act divides the regulatory responsibility for derivatives between the SEC and the CFTC, a distinction that does

not exist in any other jurisdiction. The SEC has regulatory authority over "security-based swaps" and the CFTC has regulatory authority over "swaps". EMIR is being implemented in phases through the adoption of delegated acts by the European Commission. As a result of the SEC and CFTC bifurcation and the different pace at which the SEC, the CFTC, the European Commission and other international regulators have promulgated necessary regulations, different transactions are subject to different levels of regulation. Though many rules and regulations have been finalized, there are others, particularly SEC regulations with respect to security-based swaps and EMIR regulations, that are still in the proposal stage or are expected to be introduced in the future.

Brexit. The United Kingdom has notified the European Council of its intention to withdraw from the European Union ("EU"). The ongoing withdrawal process could cause an extended period of uncertainty and market volatility, not just in the United Kingdom but throughout the EU, the European Economic Area and globally. It is not possible to ascertain the precise impact these events may have on the Funds or CarVal from an economic, financial or regulatory perspective but any such impact could have material consequences for the Funds.

MiFID II. The package of European Union market infrastructure reforms known as "MiFID II", in effect from January 3, 2018, is expected to have a significant impact on the European capital markets.

MiFID II increases regulation of trading platforms and firms providing investment services in the European Union. Among its many market infrastructure reforms, MiFID II has brought in: (i) significant changes to pre- and post-trade transparency obligations applicable to financial instruments admitted to trading on EU trading venues (including a new transparency regime for non-equity financial instruments); (ii) an obligation to execute transactions in shares and derivatives on an EU regulated trading venue; and (iii) a new focus on regulation of algorithmic and high frequency trading. These reforms may lead to a reduction in liquidity in certain financial instruments, as some of the sources of liquidity exit European markets, and may result in significant increases in transaction costs.

Other regulatory changes, such as an increase in the scope of commodities and commodity derivatives regulation, including position limits and position management powers could similarly lead to liquidity reduction and/or an increase in costs and spreads in the European commodities markets.

Although the full impact of these reforms is difficult to assess at present, it is possible that the resulting changes in the available trading liquidity options and increases in transactional costs may have an adverse effect on the ability of CarVal to execute its investment programs.

New rules requiring unbundling the costs of research and other services from dealing commission and further restrictions on CarVal's ability to receive certain types of goods and services from brokers may also result in an increase in the investment-related expenditure of the Funds.

Alternative Investment Fund Managers Directive. The Alternative Investment Fund Managers Directive (the "**AIFM Directive**") regulates: (i) alternative investment fund managers (each, an "**AIFM**") based in the European Economic Area (the "**EEA**"); (ii) the management of any alternative investment fund ("**AI Fund**") established in the EEA (irrespective of where an



AI Fund's AIFM is based); and (iii) the marketing of any AI Fund, such as certain CarVal Funds, to professional investors in the EEA.

Under the AIFM Directive, certain conditions must be met to permit the marketing of fund interests to any potential and existing investors in the EEA. The ability of CarVal to offer CarVal Fund interests in the EEA will depend on the relevant EEA state permitting the marketing of non-EEA domiciled funds under the national private placement regimes implementing the AIFM Directive and the ability of CarVal to comply with such national private placement regimes, where available. Compliance with the requirements of such regimes may increase the costs of the administration of CarVal Funds significantly, including the costs of custody and regulatory reporting services to such Funds. As such, CarVal Funds' ability to market interests to EEA investors may be limited.

Systemic Risk. Credit risk may arise through a default by or because of one of several large institutions that are dependent on one another to meet their liquidity or operational needs. A default by or because of one institution may cause a series of defaults by the other institutions. This is sometimes referred to as a "systemic risk" and may adversely affect financial intermediaries, such as clearing houses, banks, securities firms and exchanges with which the Funds interact. A systemic failure could have material adverse consequences on the Funds and on the markets for the investments in which the Funds seek to invest.

Competition; Availability of Investments. The identification of attractive investment opportunities is difficult and involves a high degree of uncertainty. There can be no assurance that CarVal will be able to identify or successfully pursue attractive investment opportunities in the markets in which the Funds intend to invest for many reasons, including competition for attractive investment opportunities and changes in markets or economic conditions. In addition, in some developing markets, foreign investment is limited or restricted, or local investors are favored over foreign investors which may further limit the investments opportunities available to the Funds. As a result, there can be no assurance that there will be a sufficient number of suitable investment opportunities to enable each of the Funds to invest all of its capital in opportunities that satisfy its investment objectives or that such investment opportunities will lead to completed investments by the Funds.

Volatility Risk. CarVal Funds' investment program may involve the purchase and sale of relatively volatile Investments. Price movements of Investments are influenced by, among other things, interest rates, changing supply and demand relationships, trade, fiscal, monetary and exchange control programs and policies of governments, and national and international political and economic events and policies. Fluctuations or prolonged changes in the volatility of such Investments and/or markets can adversely affect the value of investments held by the Funds. The profitability of the Funds substantially depends upon CarVal correctly assessing the future price movements of assets, stocks, bonds, options on assets, stocks, and other securities and the movements of interest rates. CarVal cannot guarantee that it will be successful in accurately predicting price and interest rate movements. The Funds are also subject to the risk of failure of any of the exchanges on which their positions trade or of their clearinghouses.

Legal Risk. CarVal Funds may invest in assets and securities traded in various markets throughout the world, some of which are highly controlled by government authorities. Many of the laws that govern private and foreign investment, financial

investment transactions, creditors' rights and other contractual relationships in non-U.S. countries, particularly in developing countries, are new and largely untested. As a result, the Funds may be subject to a number of unusual risks, including inadequate investor protection, contradictory legislation, incomplete, unclear and changing laws, ignorance or breaches of regulations on the part of other market participants, lack of established or effective avenues for legal redress, lack of standard practices and confidentiality customs characteristic of developed markets, and lack of enforcement of existing regulations.

Assumption of Business, Terrorism and Catastrophe Risks. The Funds may be subject to the risk of loss arising from exposure that such Funds' investments may incur, indirectly, due to the occurrence of various events, including, without limitation, hurricanes, earthquakes, and other natural disasters, terrorism and other catastrophic events. These risks of loss can be substantial and could have a material adverse effect on the Funds and the investments therein.

Disease outbreaks that affect local economies or the global economy may have material and adverse impacts on the Funds, their investments and CarVal and its affiliates (and, indirectly, on returns of investors in the Funds).

For example, in December 2019, a novel strain of coronavirus (known as COVID-19) surfaced in Wuhan, China, which has resulted in the temporary closure of many corporate offices, retail stores, and manufacturing facilities across China and South Korea, among other affected countries. These closures have caused the disruption of manufacturing supply chains and local and global economies, the duration of which remains uncertain. As of March 2020, COVID-19 has spread across the world, which may result in additional market disruptions.

These outbreaks can be expected to cause severe decreases in core business activities such as manufacturing, purchasing, tourism, aviation, transportation and workplace participation, among others, and lead to instability in the market place and increases in overall volatility, all of which could be damaging to the Funds. Governments can also take extreme and unpredictable measures in order to combat the spread of disease and mitigate the resulting market disruptions and losses, which would result in unpredictable (and possibly negative) effects on the Funds and their investment program.

During an outbreak, there can be no assurance that CarVal will be able to maintain normal business operations or will not lose the services of key personnel on a temporary or long-term basis due to illness or other reasons. The extent to which any such outbreak (including COVID-19) may negatively affect our operations and the performance of the Funds is difficult to predict. Risks related to disease outbreaks may be particularly relevant to the extent that the Funds invest in aviation, shipping, and other asset-backed financial investments that rely on third-party, local asset servicing and/or the successful maintenance of supply chains, especially when such assets are located in geographies with acute exposure to a disease outbreak.

### **Risks Related to Investment Strategies**

General Economic and Market Conditions. The success of CarVal's investment management activities will be affected by general economic and market conditions, such as interest rates, availability of credit, credit defaults, inflation rates, economic uncertainty, changes in laws (including laws relating to taxation of the Funds' investments), trade barriers, currency exchange controls, and national and international political circumstances (including wars, terrorist acts or security operations). These

factors may affect the level and volatility of the prices and the liquidity of the Funds' investments. Volatility or illiquidity could impair profitability or result in losses. The Funds may maintain substantial trading positions that can be adversely affected by the level of volatility in the financial markets.

Developments in the Credit Market. Declines in the market value of asset-backed securities, especially securities backed by subprime mortgages, have been concomitant with significant market events. Increasing credit and valuation problems in the subprime mortgage market have generated extreme volatility and illiquidity in the markets for securities directly or indirectly exposed to subprime mortgage loans. This volatility and illiquidity has extended to the global credit and equity markets generally, and, in particular, to the high-yield bond and loan markets, exacerbated by, among other things, growing uncertainty regarding the extent of the problems in the mortgage industry and the degree of exposure of financial institutions and others, decreased risk tolerance by investors and significantly tightened availability of credit. The duration and ultimate effect of current market conditions cannot be predicted, nor is it known whether or the degree to which such conditions may worsen. However, the continuation of current market conditions, uncertainty or further deterioration could result in further declines in the market values of potential Fund investments or declines in the market values of subsequently purchased Fund investments. Such declines could lead to diminished investment opportunities for the Funds, prevent the Funds from successfully executing their specific investment strategies or require the Funds to dispose of investments at a loss while such adverse market conditions prevail.

Emerging Markets. Investing in emerging markets involves additional risks and special considerations not typically associated with investing in other more established economies or markets. Among other things, emerging market investments may be subject to the following risks: less publicly available information; more volatile markets and unstable market conditions; dependence on exports and international trade; changes in interest rates; availability of credit and inflation rates; less liquidity or available credit; uncertainty in enforceability of documents; changes in local laws and regulations (including nationalization of industries); political, social or economic instability (including wars, terrorist acts or security operations); the relatively small size of the securities markets in such countries and the low volume of trading and less strict securities market regulation; less favorable tax or legal provisions; price controls and other restrictive governmental actions; changes in or non-approval of tariffs or other fees or rates charged by or to portfolio companies; potential severe inflation or other serious adverse economic developments; unstable currency; expropriation of property; confiscatory taxation; imposition of withholding and other taxes, duties or levies on dividends, interest, capital gains, other income or gross sale or disposition proceeds; limitations on the removal of funds or other assets of the Funds; less government supervision and regulation of business and industry practices, stock exchanges, over-the-counter markets, brokers and dealers; poverty and unemployment; fluctuations in the rate of exchange between currencies, non-convertibility of currencies which can result in the inability to repatriate funds; costs associated with currency conversion; certain government policies that may restrict the Funds' investment opportunities; longer settlement periods for transactions and less reliable clearance and custody arrangements; differences in accounting, auditing and financial reporting standards which may result in the unavailability of material information about issuers; difficulties pursuing legal remedies or in obtaining or enforcing judgments in non-U.S. courts; less-developed corporate laws regarding fiduciary duties of officers and directors and the protection of investors; and certain considerations

regarding the maintenance of the Funds' financial instruments with non-U.S. brokers and securities depositories. The foregoing may result in lack of liquidity and in price volatility.

The economies of emerging markets may differ favorably or unfavorably from the economy of developed countries in such respects as growth of gross domestic product, rate of inflation, currency depreciation, asset reinvestment, resource self-sufficiency and balance of payments position. In addition, many countries in the emerging markets have their own history of default on external debt when their economies experience a downturn. These risks of sovereign default could adversely affect the value of the Funds' portfolios even in circumstances when the investment has not performed poorly. Further, emerging markets are generally heavily dependent upon international trade or the health of particular economies and, accordingly, have been and may continue to be adversely affected by trade barriers, exchange controls, managed adjustments in relative currency values and other protectionist measures imposed or negotiated by the countries with which they trade. The economies of certain emerging markets may be based predominantly on only a few industries and may be vulnerable to changes in trade conditions and may have higher levels of debt or inflation. In particular, certain commodities may occupy a more prominent position in the economies of emerging markets than in the Organization for Economic Co-operation and Development countries, and such economies therefore are sensitive to fluctuations in commodity prices. A sustained increase or decrease in commodity prices could have a significant negative impact on the economies of emerging markets.

Non-U.S. Investments. Investments outside the U.S. or denominated in non-U.S. currencies pose currency exchange risks (including blockage, devaluation and non-exchangeability), as well as a range of other potential risks which could include, depending on the country involved, expropriation, confiscatory taxation, political or social instability, illiquidity, price volatility and market manipulation. In addition, less information may be available regarding non-U.S. issuers, and non-U.S. companies may not be subject to accounting, auditing and financial reporting standards and requirements comparable to or as uniform as those of U.S. companies. Further, non-U.S. securities markets may not be as liquid as U.S. markets. Transaction costs of investing outside the U.S. are generally higher than in the U.S. Higher costs result because of the cost of converting a foreign currency to dollars, the payment of fixed brokerage commissions on some foreign exchanges and the imposition of transfer taxes or transaction charges by non-U.S. exchanges. There is generally less foreign governmental supervision and regulation of exchanges, brokers and issuers than there is in the U.S. and there is greater difficulty in taking appropriate legal action in non-U.S. courts. Non-U.S. markets also have different clearance and settlement procedures, which in some markets have at times failed to keep pace with the volume of transactions, thereby creating substantial delays and settlement failures that could adversely affect the Funds' performance.

Investments in China. Investments in China may be subject to significant risks, including, inflation, volatility in exchange rates and markets generally as well as other economic imbalances resulting from continued state involvement as China transitions to a market-driven economy; local and regional protectionism; inability to pursue claims or collaterally enforce any judgment obtained given the lack of transparency in China's judicial system; complications stemming from the underdeveloped nature of Chinese bankruptcy law; restrictions on foreign investment enterprises, including restrictions on foreign currency conversions and on repatriating monies invested in Chinese companies, limits on their ability to pay dividends in excess of

after-tax retained earnings and the need to obtain Chinese governmental approvals with respect to the purchase and disposal of their Investments in China; extensive regulation and higher transaction costs associated with foreign investment in Chinese real property, including significant restrictions on local land use, permits, and mortgages, elevated capital requirements vis-à-vis local entities and requirements that the acquisition and development of completed real property in China be conducted through onshore entities; expropriation; changes in the regulations or governmental policies which could adversely affect CarVal's ability to participate in auctions for, or to hold and service, distressed debt; less stringent and less uniform financial reporting standards, practices and disclosure requirements of publicly listed Chinese companies, lack of publicly available information about Chinese companies and unreliability of official data; widespread public health problems, including influenza; and increasing geopolitical, governmental, economic and social instability in both China and the Asian region. Any or all of the foregoing risks may cause the Funds to incur expenses greater than those necessary to make investments of a similar nature in other jurisdictions or otherwise delay or render a certain transaction impossible, thereby resulting in a material adverse effect on such Funds' Investments in China.

Securitization Vehicles. The Funds' investments may be effectuated through one or more securitization vehicles, including without limitation vehicles organized in the U.S., Luxembourg, Italy and Portugal as well as other jurisdictions from time to time. A separate tranche of the securitization vehicle will be established each time CarVal seeks to make an investment through such vehicle. Each such tranche may be owned by one or more Funds. The use of this structure is intended to (i) limit to each tranche of the vehicle and its corresponding assets to any liabilities that arise due to counterparty risk or other intra-series liability and (ii) promote operational efficiency. Although CarVal believes that this structure should be sufficient to prevent the assets of one tranche of the vehicle from being available to the creditors of another tranche (and thereby protecting the members of one series from potentially bearing the costs or losses of another series), the limitations on inter-tranche liability have not been widely tested in federal or state courts, in bankruptcy courts or in courts in non-U.S. jurisdictions.

Leverage and Borrowing.

*Leverage for Investment Purposes.* The use of leverage will allow CarVal's Funds to make additional investments, thereby increasing its exposure to assets, such that its total assets may be greater than its capital. However, leverage will also magnify the volatility of changes in the value of each Fund's portfolio. The effect of the use of leverage by the Funds in a market that moves adversely to such Fund's investments could result in substantial losses to the Funds, which would be greater than if the Funds were not leveraged.

*Borrowing for Cash Management Purposes.* The Funds have the authority to borrow for cash management purposes through financings which include, but are not limited to, subscription facilities. The rates, terms and length of time such borrowings remain outstanding will affect the operating results of the Funds.

*Collateral.* The instruments and borrowings utilized by CarVal's Funds to leverage investments may be collateralized by all or a portion of such Funds portfolio. Accordingly, the Funds may pledge Investments in order to borrow or otherwise obtain leverage for investments or other purposes. Should the Investments pledged to lenders to secure a Fund's borrowing decline in

value, such Fund could be subject to a "margin call", pursuant to which the Fund must either deposit additional funds or Investments with the lender or suffer mandatory liquidation of the pledged Investments to compensate for the decline in value. The banks and dealers that provide financing to the Funds can apply essentially discretionary margin, "haircut", and financing and collateral valuation policies. Changes by counterparties in any of the foregoing may result in large margin calls, loss of financing and forced liquidations of positions at disadvantageous prices. Lenders that provide other types of asset-based or secured financing to the Funds may have similar rights. There can be no assurance that the Funds will be able to secure or maintain adequate financing.

Increases in the amount of margin the Funds are required to post could result in a disposition of the Funds' assets at times and prices which could be disadvantageous to the Funds and could result in substantial losses. Significant market disruptions such as those that are currently occurring could result in forced sales of Fund assets, especially if credit lines cannot be maintained or are withdrawn, or if other costs are substantially increased, or in addition, if markets become illiquid or for other reasons result in significant losses for the Funds. To the extent that a creditor has a claim on the Funds, such claim would be senior to the rights of the Funds and their investors. The Funds bear counterparty risk with respect to their lenders. For example, if a Fund repays secured indebtedness (including satisfying obligations to repurchase assets subject to repurchase agreements), such Fund bears the risk that one or more lenders could fail to satisfy their corresponding obligations to return collateral (including Fund assets sold subject to repurchase agreements). In many cases, such collateral may be rehypothecated by the lender and/or commingled with other assets of the lender. In the event a lender counterparty fails to satisfy its obligations (whether because of an insolvency, bankruptcy or otherwise), there can be no assurance that the Funds will be able to repossess such collateral.

*Costs.* Borrowings will be subject to interest, transaction and other costs, and other types of leverage also involve transaction and other costs. Any such costs may or may not be recovered by the return on the Funds' investment portfolios.

*Subscription Facility.* CarVal may from time to time have the Funds and/or certain of their direct and indirect subsidiaries enter into subscription facilities. Lenders under a subscription facility will likely have full recourse to a Fund and its direct and indirect subsidiaries, and such facility will likely be secured by the capital commitments of the investors in such Fund. In the event of a default under a subscription facility, the lenders thereunder may be entitled to take various actions, including the acceleration of amounts due thereunder and all actions permitted to be taken by a secured creditor. Capital commitments of certain investors may or may not be included in the borrowing base of the subscription facility. This may be due to the provisions of the subscription facility or to such investors' arrangements with the Fund. Exclusion of the capital commitments of such investors will reduce the borrowing base of the subscription facility. This may result in access to leverage that is less than what would otherwise be available to the Fund if capital commitments of all investors were included in the borrowing base of the subscription facility. Further, drawing down on a subscription facility in lieu of calling capital from a Fund's investors could potentially enhance such Fund's internal rate of return in a manner it may not otherwise achieve without use of such subscription facility.

*Financing Risk.* Investments may be purchased using debt financing. However, there can be no assurance that debt

financing will be obtained. Consequently, such investments may not be purchased and made available to the Funds. In the foreseeable future there may be reduced access to leverage due to the current credit situation in the financial markets triggered by problems relating to, among others, the sub-prime mortgage market. Such reduced access to leverage is likely to have associated with it certain aspects, including but not necessarily limited to the following: decreased ability to enhance return through leverage; less favorable price terms for debt; and less favorable non-price terms for debt resulting in a correspondingly higher potential for defaults and stricter availability criteria under revolving credit facilities.

Interest Rate Risks. The Funds may have exposure to interest rate risks, meaning that changes in prevailing interest rates could negatively affect the value of the Funds. Interest rate changes may affect the cash flows of an investment directly; the discount rate applied to those cash flows to determine present value; the cost of leverage; or the market yield requirement (and thereby realizable value) of a debt or equity instrument, real asset or item of collateral.

Expedited Transactions. Investment analyses and investment decisions may be undertaken on an expedited basis in order for the Funds to take advantage of available investment opportunities. In such cases, the information available at the time of an investment decision may be limited, and CarVal may not have access to the detailed information necessary for a thorough evaluation of the investment opportunity. Further, CarVal may conduct its due diligence activities over a very brief period.

Uncertain Exit Strategies. Due to the illiquid nature of many of the positions which the Funds are expected to acquire, as well as the uncertainties of the reorganization and active management process, CarVal is unable to predict with confidence what the exit strategy will ultimately be for any given core position or that one will definitely be available. Exit strategies which appear to be viable when an investment is initiated may be precluded by the time the investment is ready to be realized due to economic, legal, political or other factors. CarVal expects that Funds will participate in investments that are also held by other Funds. Additionally, Funds may invest in different levels of an issuer's capital structure. Consequently, CarVal may determine that the sale of such investments by certain Funds may not be appropriate for a number of reasons, including if such sale could be detrimental to other Funds. CarVal will not be required to act only in the best interests of any one specific Fund, and such determinations by CarVal could reduce the liquidity of such Fund and could potentially result in a suspension of withdrawal rights or delays in withdrawal payments in specific Funds.

Lack of Control. The Funds may invest in debt instruments and equity securities of companies that it does not control, which the Funds may acquire through market transactions or through purchases of securities directly from the issuer or other shareholders. Such investments will be subject to the risk that the issuer may make business, financial or management decisions with which the Funds do not agree or that the majority stakeholders or the management of the issuer may take risks or otherwise act in a manner that does not serve the Funds' interests. In addition, the Funds may share control over certain investments with co-investors, which may make it more difficult for the Funds to implement their respective investment approach or exit the investment when they otherwise would. The occurrence of any of the foregoing could have a material adverse effect on the Funds and the investments they hold.

Co-Investments with Third Parties. The Funds may co-invest with third parties through joint ventures or other parties' entities

(including, without limitation, other investors, who participate in the identification, acquisition or renovation, or other services or activities related to investment properties for the Funds). Third-party involvement with an investment may negatively impact the returns of such investment if, for example, the third-party co-venturer has financial difficulties, has economic or business interests or goals that are inconsistent with those of the Funds or is in a position to take (or block) action in a manner contrary to the Funds' investment objective. In circumstances where such third parties involve a management group, such third parties may enter into compensation arrangements relating to such investments, including incentive compensation arrangements. Such compensation arrangements will reduce the returns to the Funds.

Co-Investments with Related Parties. CarVal may cause the Funds to commingle a portion of their assets in one or more collective investment vehicles, special purpose holding companies or other accounts in order to facilitate co-investment. Ownership interests in such vehicles, companies or accounts typically will be recorded by means of private book entry in records maintained by CarVal.

Global Asset Manager Network. CarVal uses a network of asset managers and servicers to manage investments made by the Funds (the "Global Asset Manager Network"). Global Asset Manager Network managers are not generally controlled by CarVal, and they may not be required to direct investment opportunities to the Funds or spend any portion of their time managing investments held by the Funds. While the Global Asset Manager Network may at times provide a valuable source of deal flow, familiarity with local markets and management expertise among other possible benefits, there can be no assurance that they will in fact do so, and there can be no assurance that any actions or omissions on their part will not result in material adverse consequences to the Funds.

Numerous conflicts of interest are inherent in CarVal's use of the Global Asset Manager Network. Global Asset Manager Network managers may co-invest in and receive performance compensation from the assets they manage. Due to the fact that Global Asset Manager Network managers often simultaneously manage assets held by the Funds and assets not held by the Funds, the Global Asset Manager Network managers may face conflicts of interest between choices that may favor one investment over another, as well as decisions regarding devotion of time and resources.

Operating Partners and Affiliated Servicer Platforms. Many of the third-party operators and joint venture partners, including strategic local asset managers and servicers with which CarVal may elect to co-invest a specific Fund's capital, have preexisting investments with other CarVal Funds (and the terms of these pre-existing investments may differ from the terms upon which a specific CarVal Fund may invest with such operators and partners). In addition, the Funds or CarVal or its affiliates may make loans to and/or equity investments in (and may be issued warrants or other interests from) certain operating partners with which CarVal may elect to co-invest the Funds' capital. Further, CarVal may enter into other types of service agreements with affiliated servicer platforms to provide administrative and other services for the benefit of the Funds. CarVal and its affiliates may be presented with conflicts of interests in negotiating the terms of these relationships and the terms on which the Funds' capital is invested with such operating partners. CarVal and its Affiliates will generally seek to ensure that such transactions, over time and taking into account related arrangements, will be conducted on arms-length terms.

## **Risks Related to Specific Investments**



Illiquid Investments. Certain Investments made by the Funds may be illiquid because, for example, they are subject to legal or other restrictions on transfer or there is no liquid market for such Investments. Valuation of such Investments may be difficult or uncertain because there may be limited information available about the issuers of such Investments. The market prices, if any, for such Investments tend to be volatile and may not be readily ascertainable, and the Funds may not be able to sell them when it desires to do so or to realize what it perceives to be their fair value in the event of a sale. The sale of restricted and illiquid Investments often requires more time and results in higher brokerage charges or dealer discounts and other selling expenses than does the sale of Investments eligible for trading on national securities exchanges or in the over-the-counter markets. The Funds may not be able to readily dispose of such illiquid investments and, in some cases, may be contractually prohibited from disposing of such investments for a specified period of time. As a result, the Funds may be required to hold such Investments despite adverse price movements. Even those markets which CarVal expects to be liquid can experience periods, possibly extended periods, of illiquidity. Occasions have arisen in the past where previously liquid investments have rapidly become illiquid.

A portion of the Investments made by the Funds may consist of securities that are subject to restrictions on resale by the Funds for various reasons including that they were acquired in a "private placement" transaction or that the specific Fund is deemed to be an affiliate of the issuer of such securities. Generally, the Funds may be able to sell such securities without restriction to other large institutional investors but may be restrained in its ability to sell them to other investors. If restricted securities are sold to the public, the Funds may be deemed to be an underwriter or possibly a controlling person with respect thereto for the purposes of the Securities Act and be subject to liability as such under the Securities Act.

Some of the Funds' interests may be highly illiquid and may be subject to long term holding in accordance with the investment program of the specific Fund and due to market conditions applicable to such assets.

Investments in Event-Oriented Situations. From time to time the Funds may make investments in securities based on the expectation that certain events will or will not take place, such as the consummation of an announced or otherwise anticipated transaction or the satisfaction of prerequisite elements of a related transaction. The success of a Fund's event-driven investment strategy depends upon CarVal's ability to make predictions about (i) the likelihood that an event will occur and (ii) the impact such event will have on the value of a company's securities. If the event fails to occur or it does not have the expected effect, losses can result. The consummation of such transactions can be prevented or delayed by a variety of factors, including but not limited to: (i) intervention of a regulatory agency; (ii) market conditions resulting in material changes in securities prices; (iii) compliance with any applicable securities laws; and (iv) the inability to obtain adequate financing. Accordingly, results of a particular period will not necessarily be indicative of results that may be expected in future periods.

Distressed Obligations. The Funds may invest in "below investment grade" securities and obligations of issuers in weak financial condition, experiencing poor operating results, having substantial capital needs or negative net worth, facing special competitive or product obsolescence problems (including companies involved in bankruptcy or other reorganization and liquidation proceedings). Such investments are likely to be particularly risky although they also may offer the potential for correspondingly high returns. Any one or all of the issuers of the securities in which the Funds may invest may be unsuccessful

or not show any return for a considerable period of time. Among the risks inherent in investments in troubled entities is the risk that it frequently may be difficult to obtain information as to the true condition of such issuers. Such investments may also be adversely affected by laws relating to, among other things, fraudulent transfers and other voidable transfers or payments, lender liability and the bankruptcy court's power to disallow, reduce, subordinate, recharacterize debt as equity or disenfranchise particular claims. Such companies' obligations may be considered speculative, and the ability of such companies to pay their debts on schedule could be affected by adverse interest rate movements, changes in the general economic climate, economic factors affecting a particular industry or specific developments within such companies. In addition, there is no minimum credit standard that is a prerequisite to the Funds' investments in any Investment. Obligations in which the Funds invest may be less than investment grade. The level of analytical sophistication, both financial and legal, necessary for successful investment in companies experiencing significant business and financial difficulties is unusually high. There is no assurance that value of the assets collateralizing the Funds' investments will be sufficient or that prospects for a successful reorganization or similar action will become available. In any reorganization or liquidation proceeding relating to a company in which the Funds invest, the Funds may lose their entire investment, may be required to accept cash or securities with a value less than the original investment and/or may be required to accept payment over an extended period of time. Under such circumstances, the returns generated from the Funds' investments may not compensate the investors adequately for the risks assumed. In addition, under certain circumstances, payments and distributions may be disgorged if any such payment is later determined to have been a fraudulent conveyance or a preferential payment.

In liquidation (both in and out of bankruptcy) and other forms of corporate reorganization, there exists the risk that the reorganization either will be unsuccessful (due to, for example, failure to obtain requisite approvals), will be delayed (for example, until various liabilities, actual or contingent, have been satisfied) or will result in a distribution of cash or a new Investment the value of which will be less than the purchase price to the Fund of the Investment in respect to which such distribution was made.

Credit Risks. While loans and most other assets invested in by the Funds will generally be collateralized, the Funds may be exposed to losses resulting from default. Therefore, the value of the underlying collateral, the creditworthiness of the borrower or other counterparty and the priority of the lien are each of great importance. CarVal cannot guarantee the adequacy of the protection of the Funds' interests, including the validity or enforceability of the applicable investment contract and the maintenance of the anticipated priority and perfection of the applicable security interests. Furthermore, CarVal cannot assure that claims may not be asserted that might interfere with enforcement of the Funds' rights. In the event of a foreclosure, the Funds or affiliates of the Funds may assume direct ownership of the underlying assets. The liquidation proceeds upon sale of such assets may not satisfy the entire outstanding balance of principal and interest payable, resulting in a loss to the Funds. Any costs or delays involved in the effectuation of a foreclosure of the asset or a liquidation of the underlying property will further reduce the proceeds and thus increase the loss.

Unlisted Securities. Securities that are not listed on a stock exchange or traded on an over the counter market may be subject to higher risks than listed securities. Because of the absence of any trading market for unlisted securities, it may take longer

to liquidate, or it may not be possible to liquidate, positions in unlisted securities than would be the case for publicly traded securities. Companies whose securities are not publicly traded may not be subject to public disclosure and other investor protection requirements applicable to publicly traded securities.

Debt Securities Generally. Debt securities of all types of issuers may have speculative characteristics, regardless of whether they are rated. The issuers of such instruments (including sovereign issuers) may face significant ongoing uncertainties and exposure to adverse conditions that may undermine the issuer's ability to make timely payment of interest and principal in accordance with the terms of the obligations.

*Interest Rate Risk.* Changes in interest rates can affect the value of the Funds' investments in fixed-income instruments. Increases in interest rates may cause the value of the Funds' debt investments to decline. The Funds may experience increased interest rate risk to the extent they invest, if at all, in lower-rated instruments, debt instruments with longer maturities, debt instruments paying no interest (such as zero-coupon debt instruments) or debt instruments paying non-cash interest in the form of other debt instruments.

*Prepayment Risk.* The frequency at which prepayments (including voluntary prepayments by the obligors and accelerations due to defaults) occur on debt instruments will be affected by a variety of factors including the prevailing level of interest rates and spreads as well as economic, demographic, tax, social, legal and other factors. Generally, obligors tend to prepay their fixed rate obligations when prevailing interest rates fall below the coupon rates on their obligations. Similarly, floating rate issuers and borrowers tend to prepay their obligations when spreads narrow.

In general, "premium" securities (securities whose market values exceed their principal or par amounts) are adversely affected by faster than anticipated prepayments, and "discount" securities (securities whose principal or par amounts exceed their market values) are adversely affected by slower than anticipated prepayments. Since many fixed rate obligations will be discount instruments when interest rates and/or spreads are high and will be premium instruments when interest rates and/or spreads are low, such debt instruments may be adversely affected by changes in prepayments in any interest rate environment.

However, increased prepayment levels may negatively impact the total cash realized over the life of the assets and may consequently affect the rate of return on such Investments. Specifically, adverse effects of prepayments may impact the portfolio of the Funds in two ways. First, particular investments may experience outright losses, as in the case of an interest-only instrument in an environment of faster actual or anticipated prepayments. Second, particular investments may underperform relative to hedges that CarVal may have constructed for these investments, resulting in a loss to the overall portfolios for the Funds. In particular, prepayments (at par) may limit the potential upside of many instruments to their principal or par amounts, whereas their corresponding hedges often have the potential for unlimited loss. CarVal accounts for anticipated prepayment levels in investing in loan assets.

*High-Yield.* A portion of the Funds' investments may consist of investments characterized as "high-yield securities." Such securities are expected to be rated below investment-grade by one or more nationally recognized statistical rating

organizations or will be unrated but of comparable credit quality to obligations rated below investment-grade and have greater credit risk and liquidity risk than more highly rated obligations. Bonds or other fixed-income securities that are "higher yielding" (including non-investment grade) debt securities are generally not exchange traded and, as a result, these securities trade in the over-the-counter marketplace, which is less transparent and has wider bid/ask spreads than the exchange-traded marketplace. High-yield securities face ongoing uncertainties and exposure to adverse business, financial or economic conditions which could lead to the issuer's inability to meet timely interest and principal payments. High-yield securities are generally more volatile and are generally unsecured and may be subordinate to other obligations of the obligor, which may be secured by substantially all of the issuer's assets. High-yield securities may also not be protected by financial covenants or limitations on additional indebtedness. The market values of certain of these lower-rated and unrated debt securities tend to reflect individual corporate developments to a greater extent than do higher-rated securities which react primarily to fluctuations in the general level of interest rates, and tend to be more sensitive to economic conditions than are higher-rated securities. Companies that issue such securities may be highly leveraged and their relatively high debt to equity ratios create increased risks that their operations might not generate sufficient cash flows to service their obligations. Overall declines in the below investment grade bond and other markets or an economic downturn in the financial markets generally may adversely affect such issuers by inhibiting their ability to refinance their obligations at maturity. In addition, the Funds may invest in bonds of issuers that do not have publicly traded equity securities, making it more difficult to hedge the risks associated with such investments.

The Funds are authorized to invest in obligations of issuers that are generally trading at significantly higher yields than had been historically typical of the applicable issuer's obligations. Such investments may include debt obligations that have a heightened probability of being in covenant or payment default in the future or that are currently in default and are generally considered speculative. The repayment of defaulted obligations is subject to significant uncertainties. Defaulted obligations might be repaid only after lengthy workout or bankruptcy proceedings, during which the issuer might not make any interest or other payments. Typically, such workout or bankruptcy proceedings result only in partial recovery of cash payments or an exchange of the defaulted security for other debt or equity securities of the issuer or its affiliates, which may in turn be illiquid or speculative.

*Corporate Debt.* Bonds, notes and debentures issued by corporations may pay fixed, variable or floating rates of interest, and may include zero-coupon obligations. Corporate debt instruments may be subject to credit ratings downgrades. Other instruments may have the lowest quality ratings or may be unrated. In addition, the Funds may be paid interest in kind in connection with investments in corporate debt and related Investments (e.g., the principal owed to the Funds in connection with a debt investment may be increased by the amount of interest due on such debt investment). Such investments may experience greater market value volatility than debt obligations that provide for regular payments of interest in cash and, in the event of a default, the Funds may experience substantial losses.

*Mezzanine Debt.* Mezzanine debt is typically junior to the obligations of a company to senior creditors, trade creditors and employees. The ability of the Funds to influence a company's affairs, especially during periods of financial

distress or following an insolvency, will be substantially less than that of senior creditors. Mezzanine debt instruments are often issued in connection with leveraged acquisitions or recapitalizations in which the issuers incur a substantially higher amount of indebtedness than the level at which they had previously operated. Default rates for mezzanine debt instruments have historically been higher than for investment-grade instruments. In the event of the insolvency of a portfolio company of a Fund or similar event, such Fund's debt investment therein will be subject to fraudulent conveyance, subordination and preference laws.

*Stressed Debt.* Stressed issuers are issuers that are not yet deemed distressed or bankrupt and whose debt securities are trading at a discount to par, but not yet at distressed levels. An example would be an issuer that is in technical default of its credit agreement, or undergoing strategic or operational changes, which results in market pricing uncertainty. The market prices of stressed and distressed instruments are highly volatile, and the spread between the bid and the ask prices of such instruments is often unusually wide.

*Non-Performing Nature of Debt.* Certain debt instruments may be non-performing or in default. Furthermore, the obligor or relevant guarantor may also be in bankruptcy or liquidation. There can be no assurance as to the amount and timing of payments, if any, with respect to such debt instruments.

*Troubled Originator.* When financial institutions or other entities that are insolvent or in serious financial difficulty originate debt, the standards by which such instruments were originated, the recourse to the selling institution, or the standards by which such instruments are being serviced or operated may be adversely affected.

*Equitable Subordination.* Under common law principles that in some cases form the basis for lender liability claims, if a lender (i) intentionally takes an action that results in the undercapitalization of a borrower or issuer to the detriment of other creditors of such borrower or issuer, (ii) engages in other inequitable conduct to the detriment of such other creditors, (iii) engages in fraud with respect to, or makes misrepresentations to, such other creditors or (iv) uses its influence as a stockholder to dominate or control a borrower or issuer to the detriment of other creditors of such borrower or issuer, a court may elect to subordinate the claim of the offending lender or bondholder to the claims of the disadvantaged creditor or creditors (a remedy called "equitable subordination"). If the Funds engage in such conduct, the Funds may be subject to claims from creditors of an obligor that debt held by the Funds should be equitably subordinated. The Funds do not intend to engage in conduct that would form the basis for a successful cause of action based upon the lender liability or equitable subordination doctrines; however, because of the nature of the debt obligations, the Funds or their subsidiaries may be subject to claims from creditors of an obligor that debt obligations of such obligor which are held by the issuer should be equitably subordinated.

Loan Portfolios and Debt Obligations. Debt portfolios of the kind CarVal's eligible Funds will acquire typically comprise large numbers of heterogeneous, bilaterally negotiated loans which may be performing, re-performing, sub- or non-performing and possibly in default. Furthermore, the obligor or relevant guarantor may also be in bankruptcy or liquidation. In addition to credit risk and interest rate risk, these portfolios may carry a number of idiosyncratic risks, including: limited representations and warranties from the selling institution; risk that liens over collateral are improperly recorded; incomplete

or inconsistent documentation; incomplete payment history; impairment or illiquidity of collateral; inability to secure title to collateral; and the effectiveness of the loan servicer. There can be no assurance as to the amount and timing of payments, if any, with respect to the loans.

A number of judicial decisions in the United States have upheld the rights of debtors to sue lending institutions on the basis of evolving lender liability legal theories. Generally, lender liability is founded upon the premise that an institutional investor has violated a duty (whether implied or contractual) of good faith and fair dealing owed to the debtor or its other creditors. Lenders who are determined to have exercised inappropriate control over the management of a debtor may find their claims subordinated or be exposed to counterclaims for damages. Such liability could exceed the value of the Funds' investment.

Loan Investments. CarVal's Funds' success in the area of loan investing will depend, in part, on their ability to obtain loans on advantageous terms. In purchasing loans, the Funds will compete with a broad spectrum of investors and institutions. Increased competition for, or a diminution in the available supply of, qualifying loans could result in lower yields on such loans, which could reduce returns to investors.

*Bank Loans.* A portion of the Funds' investments may consist of loans and participations therein originated by banks and other financial institutions. Such loans are typically private corporate loans that are negotiated by one or more commercial banks or financial institutions and syndicated among a group of commercial banks or financial institutions. The bank loans to be acquired by the Funds may be below investment grade and may not be rated.

The Funds may invest directly or through participations in loans with revolving credit features or other commitments or guarantees to lend funds in the future. A failure by a Fund to advance requested funds to a borrower could result in claims against such Fund and in possible assertions of offsets against amounts previously lent.

The Funds may acquire interests in bank loans and other debt obligations either directly (by way of sale or assignment) or indirectly (by way of participation). The purchaser of an assignment typically succeeds to all rights and obligations of the assigning institution and becomes a lender under the credit agreement with respect to the debt obligation; however, its rights can be more restricted than those of the assigning institution. A participation interest in a portion of a debt obligation typically results in a contractual relationship with only the institution acting as lender under the credit agreement, not with the borrower. In purchasing participations, the Funds generally will have no right to enforce compliance by the borrower with the terms of the loan agreement, nor any rights of set-off against the borrower, and the Funds may not directly benefit from the collateral supporting the debt obligation in which it has purchased the participation. As a result, the Funds will be exposed to the credit risk of both the borrower and the institution selling the participation.

Bank loans are subject to unique risks, including: (i) the possible invalidation of an investment transaction as a fraudulent conveyance under relevant creditors' rights laws; (ii) so-called lender-liability claims by the issuer of the obligations; (iii) environmental liabilities that may arise with respect to collateral securing the obligations; and (iv) limitations on the ability of the Fund to directly enforce its rights with respect to participations. Successful claims by third parties arising from these and other risks will be borne by the Fund.

As secondary market trading volumes increase, new loans are frequently adopting standardized documentation to facilitate loan trading which may improve market liquidity. There can be no assurance, however, that future levels of supply and demand in loan trading will provide an adequate degree of liquidity or that the current level of liquidity will continue. Because of the provision to holders of such loans of confidential information relating to the borrower, the unique and customized nature of the loan agreement, and the private syndication of the loan, loans are not as easily purchased or sold as a publicly traded security, and historically the trading volume in the loan market has been small relative to the high-yield debt market.

*Second Lien Loans.* CarVal's eligible Funds may invest in loans that are secured by a second lien on assets. Second lien loans have been a developed market for a relatively short period of time, and there is limited historical data on the performance of second lien loans in adverse economic circumstances. In addition, second lien loan products are subject to intercreditor arrangements with the holders of first lien indebtedness, pursuant to which the second lien holders have waived many of the rights of a secured creditor, and some rights of unsecured creditors, including rights in bankruptcy that can materially affect recoveries. While there is broad market acceptance of some second lien intercreditor terms, no clear market standard has developed for certain other material intercreditor terms for second lien loan products. This variation in key intercreditor terms may result in dissimilar recoveries across otherwise similarly situated second lien loans in insolvency or distressed situations. While uncertainty of recovery in an insolvency or distressed situation is inherent in all debt instruments, second lien loan products carry more risks than certain other debt products.

Beginning in August 2007, the market for many loan products, including second lien loans, contracted significantly which made virtually all leveraged loan products, particularly second lien loan products, less liquid or illiquid. Many participants ceased underwriting and purchasing certain second lien loan products. There can be no assurance that the market for second lien loans will not contract further.

*Debtor-in-Possession ("DIP") Loans.* Loans to companies that have filed for protection under Chapter 11 of the U.S. Bankruptcy Code, as amended, are most often asset-based, revolving working-capital facilities put into place at the outset of a Chapter 11 case to provide the debtor with both immediate cash and the ongoing working capital that will be required during the reorganization process. While such loans are generally less risky than many other types of loans as a result of their seniority in the debtor's capital structure and because their terms have been approved by a federal bankruptcy court order, it is possible that the debtor's reorganization efforts may fail and the proceeds of the ensuing liquidation of the DIP lender's collateral might be insufficient to repay in full the DIP loan.

*Fraud.* Of paramount concern in loan investments is the possibility of material misrepresentation or omission on the part of the borrower or loan seller. Such inaccuracy or incompleteness may adversely affect the valuation of the collateral underlying the loans or may adversely affect the ability of the Fund to perfect or effectuate a lien on the collateral securing the loan. CarVal will rely upon the accuracy and completeness of representations made by borrowers to the extent reasonable, but cannot guarantee such accuracy or completeness. Under certain circumstances, payments to the Funds may be reclaimed if any such payment or distribution is later determined to have been a fraudulent conveyance or a preferential

payment.

*Collateral.* Certain loans held by CarVal's Funds will be secured. While secured loans acquired by the Funds will generally be structured to be over-collateralized, the Funds may be exposed to losses resulting from default and foreclosure. Therefore, the value of the underlying collateral, the creditworthiness of the borrower and the priority of the lien are each of great importance. The Funds cannot guarantee the adequacy of the protection of their interests, including the validity or enforceability of the loan and the maintenance of the anticipated priority and perfection of the applicable security interests. Furthermore, the Funds cannot assure that claims may not be asserted that might interfere with enforcement of their rights. In the event of a foreclosure, the Funds may assume direct ownership of the underlying asset. The liquidation proceeds upon sale of such asset may not satisfy the entire outstanding balance of principal and interest on the loan, resulting in a loss to the Funds. Any costs or delays involved in the effectuation of a foreclosure of the loan or a liquidation of the underlying property will further reduce the proceeds and thus increase the loss.

Loan Participations. A participation interest in a portion of a debt obligation typically results in a contractual relationship with only the institution acting as lender under the credit agreement, not with the borrower. CarVal's Funds may invest indirectly through participations. As a result of the structure of a loan participation transaction, the Funds' subsidiaries may not have any direct claim against the underlying borrower in such a transaction, and may be subject to potential default risks by both the party from which the Funds' subsidiaries acquire their participation right and the underlying borrower. In addition, for a variety of reasons, the Funds may invest in loans, and then participate out a portion of the economics in such loans to other CarVal Funds. To the extent that a Fund sells participation interests to one or more other Funds, CarVal will generally seek to ensure that the costs and benefits of such transactions are equitably and proportionately borne by all such Funds. However, there can be no assurance that CarVal will be successful in precisely balancing the appropriate costs and benefits derived from such transactions.

Mortgage REITs. The CarVal Funds may directly or indirectly invest in mortgage REITs. A mortgage REIT is a real estate investment trust that invests primarily in loans that are secured by real estate collateral and other fixed income instruments. Mortgage REITs are subject to certain specific risks:

*Real Estate Market Risk.* Adverse economic, business or political developments affecting real estate could have a material adverse effect on the value of investments in mortgage REITs.

*Interest Rate Risk.* Mortgage REITs are subject to significant interest rate risk. When the general level of interest rates goes up, the value of a mortgage REIT's investment in fixed rate obligations goes down. When the general level of interest rates goes down, the value of a mortgage REIT's investment in fixed rate obligations goes up.

*Leverage Risk.* Mortgage REITs typically use leverage and many are highly leveraged, which exposes them to leverage risk.

*Credit Risk.* Mortgage REITs receive principal and interest payments from the owners of the mortgaged properties. Accordingly, mortgage REITs are subject to the credit risk of the borrowers to whom they extend credit.



*Prepayment Risk.* Mortgage REITs are subject to prepayment risk, which is the risk that borrowers may prepay their mortgage loans at faster than expected rates. Prepayment rates generally increase when interest rates fall and decrease when interest rates rise. These faster than expected payments may adversely affect a mortgage REIT's profitability because the mortgage REIT may be forced to replace investments that have been redeemed or repaid early with other investments having a lower yield.

Bankruptcy Claims. Bankruptcy claims, which are amounts owed to creditors of companies that are debtors in pending bankruptcy cases, typically are illiquid and generally do not pay interest. The markets in U.S. bankruptcy claims are generally not regulated by U.S. federal securities laws or the Securities and Exchange Commission. Because bankruptcy claims are frequently unsecured, holders of such claims may have a lower priority in terms of payment than certain other creditors in a bankruptcy proceeding. In addition, the debt of companies in financial reorganization may be adversely affected by an erosion of the issuer's fundamental values. Accordingly, there can be no guarantee that the debtor will ever be able to satisfy the obligation on a bankruptcy claim.

Many of the events within a bankruptcy case are adversarial and often beyond the control of the creditors. While creditors generally are afforded an opportunity to appear and be heard, there can be no assurance that a bankruptcy court would not approve actions that may be contrary to the interests of the Funds. Furthermore, there are instances creditors lose their priority or are recharacterized as equity if, for example, they have exercised excessive control management or engaged in misconduct that harms other creditors. In those cases where the Funds, by virtue of such action, are found to exercise "domination and control" of a debtor, such Funds may lose their priority if the debtor can demonstrate that its business was adversely impacted or other creditors and equity holders were harmed by the Funds.

Generally, the duration of a bankruptcy case can only be roughly estimated. The reorganization of a company usually involves the development and negotiation of a plan of reorganization, plan approval by creditors and confirmation by the bankruptcy court. This process can involve substantial legal, professional and administrative costs to the company and the Funds; it is subject to unpredictable and lengthy delays; and during the process the company's competitive position may erode, key management may depart and the company may not be able to invest adequately. In some cases, the company may not be able to reorganize and may be required to liquidate assets. U.S. bankruptcy law permits the classification of "substantially similar" claims in determining the classification of claims in a reorganization for the purpose of voting on a plan of reorganization. Because the standard for classification is vague, there exists a significant risk that the Funds' influence with respect to a class of securities can be lost by the inflation of the number and the amount of claims in, or other gerrymandering of, the class. In addition, certain administrative costs and claims that have priority by law over the claims of certain creditors (for example, claims for taxes) may be quite high.

CarVal may invest in securities and other Investments of issuers domiciled, or assets located, globally. Investment in the debt of financially distressed companies domiciled outside the United States involves additional risks. Bankruptcy law and process may differ substantially from that in the United States, resulting in greater uncertainty as to the rights of creditors, the enforceability of such rights, reorganization timing and the classification, seniority and treatment of claims. In certain

markets, although bankruptcy laws have been enacted, the process for reorganization remains uncertain.

The Funds or another representative of the Funds, on behalf of the Funds, may elect to serve on creditors' committees, equity holders' committees or other groups to ensure preservation or enhancement of the Funds' positions as a creditor or equity holder. A member of any such committee or group may owe certain obligations generally to all parties similarly situated that the committee represents. CarVal may resign from that committee or group for any reason, including, for example, if CarVal concludes that its obligations owed to the other parties as a committee or group member conflict with its duties owed to the Funds. In such case, the Funds may not realize the benefits, if any, of participation on the committee or group. In addition, if the Funds are represented on a committee or group, they may be restricted or prohibited under applicable law from disposing of or increasing their investments in such company while they continue to be represented on such committee or group.

CarVal may purchase creditor claims subsequent to the commencement of a bankruptcy case. Under judicial decisions, it is possible that such purchase may be disallowed by the bankruptcy court if the court determines that the purchaser has taken unfair advantage of an unsophisticated seller, which may result in the rescission of the transaction (presumably at the original purchase price) or forfeiture by the purchaser. Additionally, the claim may be disallowed or subordinated if the bankruptcy court determines that the seller engaged in inequitable conduct that harmed other creditors.

Reorganizations can be contentious and adversarial, and it is by no means unusual for participants to use the threat of, as well as actual, litigation as a negotiating technique. The expense of defending against claims by third parties and paying any amounts pursuant to settlements or judgments would generally be borne by the Funds.

Trade and Other General Unsecured Claims. The Funds may acquire interests in claims of trade creditors and other general unsecured claim holders of a debtor ("Trade Claims"). Trade Claims generally include, but are not limited to, claims of suppliers for goods delivered and for which payment has not been made, claims for unpaid services rendered, claims for contract rejection and claims related to litigation. Trade Claims are typically unsecured and may, in unusual circumstances, be subordinated to other unsecured obligations of the debtor. The repayment of Trade Claims is subject to significant uncertainties, including potential set off by the debtor as well as the other uncertainties described herein with respect to other distressed debt obligations.

Structured Credit Products. Certain CarVal Funds will invest in structured credit products. These products include, but are not limited to, collateralized debt obligations and collateralized loan obligations ("CLOs"); mortgage-backed securities (including residential mortgage-backed securities) or collateralized mortgage obligations; other asset-backed securities, such as aviation assets or solar assets; and structured investment vehicles. Structured credit products generally are collateralized investment products where repayment is derived from the performance of the underlying assets or other reference assets, or by third parties that serve to enhance or support the structure. Given the complexity of many structured credit products, including the composition and credit characteristics of the underlying collateral, credit risk associated with these products is difficult to measure. Therefore, these products may be subject to significant credit risk, including risk of default or downgrade. In addition, the Funds will have limited remedies available upon the default of most structured credit products. Moreover,

due to a lack of an active secondary market for structured credit products, they generally are illiquid and difficult to value. Structured credit products are also subject to correlation risk, interest rate risk, market risk and operational risk, which have generated significant losses for some structured credit products during the recent credit market turmoil. Structured credit products purchased by the Funds may be unrated or noninvestment grade. Interests in unrated and non-investment grade structured credit products are subject to a greater possibility that adverse changes in the financial condition of an issuer or in general economic conditions or both may impair the ability of the related issuer or obligor to make payments of principal or interest. Such investments may be speculative.

In the European Union, certain risk retention requirements may apply to investments in which a CarVal Fund may be seen to act as originator of assets or sponsor of a structured product. The relevant Fund will need to retain enough equity of each securitization transaction in order to comply with such risk retention requirements. A Fund's compliance with such risk retention requirements and the possible illiquidity of such securitization transactions could impair such Fund's profitability or result in losses.

In addition, certain CarVal Funds invest in CarVal CLOs on a direct basis. An investment in the interests of a CarVal CLO differs from an investment in the assets held by the CarVal CLO. There are numerous risks associated with an investment in CLOs generally as noted above, and CarVal CLOs in particular, including that interests in CarVal CLOs have limited liquidity and there are restrictions on their transfer.

LSTA Decision Regarding CLO Risk Retention – On February 9, 2018, the DC Circuit Court ruled in favor of an appeal brought by the Loan Syndications and Trading Association (“LSTA”) from a district court ruling granting summary judgment to the SEC and the Board of Governors of the Federal Reserve System. As part of its ruling, the DC Circuit Court remanded the case with instructions to grant summary judgment to the LSTA on whether application of the U.S. Risk Retention Rules to CLO managers is valid under Section 941 of the Dodd-Frank Act. Effectively, CLO managers of “open-market CLOs” (described in the ruling as CLOs where assets are acquired from “arms-length negotiations and trading on an open market”) are no longer required to comply with the U.S. Risk Retention Rules. Federal regulators decided not to appeal this ruling, and CarVal is no longer obligated, either directly or through a majority-owned affiliate, to hold a retained interest in accordance with the U.S. Risk Retention Rules with respect to any open-market CLOs that it manages, and it is free to either sell such retained interest or to sell its interest in any majority-owned affiliate holding such interests. To the extent investors in CLOs managed by CCML derived any benefit from the requirement that CarVal have “skin-in-the-game” with respect to such CLOs as a result of the U.S. Risk Retention Rules, investors in certain cases would not enjoy such benefit in light of the LSTA Opinion.

Structured Notes. Structured notes, variable rate mortgage-backed and asset-backed securities each have rates of interest that vary based on a designated floating rate formula or index. The value of these investments is closely tied to the absolute levels of such rates or indices, or the market's perception of anticipated changes in those rates or indices. The movements in specific indices or interest rates may be difficult or impossible to hedge.

Real Estate Ownership. Ownership of real property interests entails the risk that such interests will fail to perform in accordance with expectations, including operating and leasing expectations, the value achieved on sale, and the timing of sale.

The marketability and value of any real property interests that the Funds may own and control will depend on many factors beyond their control, including: changes in general or local economic conditions in various markets; changes in supply of or demand for competing properties in an area; changes in interest rates; the promulgation and enforcement of governmental regulations relating to land use and zoning restrictions, environmental protection and occupational safety; unavailability of mortgage funds that may render the sale of a property difficult; the financial condition of tenants, buyers and sellers of properties; changes in real estate tax rates and other operating expenses; the imposition of rent controls; changes in monetary policy in countries where the real property interests are located; and energy and/or supply shortages, and various uninsured or uninsurable risks and acts of God, natural disasters and uninsurable losses. In addition, general economic conditions, as well as conditions of local and international financial markets, may adversely affect any real property interests that the Funds may own and control. Real Estate historically has experienced significant fluctuations and cycles in value.

Shipping Industry Generally. CarVal's Funds may acquire assets in the shipping industry, which are subject to the following, non-exhaustive risks that could have a material adverse effect on such Funds, including: (i) extensive and changing safety, environmental protection and other international, national, state and local governmental laws, regulations, treaties and conventions in force in international waters, the jurisdictional waters of the countries in which the Funds' vessels operate, as well as the countries of the Funds' vessels' registration, compliance with which may require ship modifications and changes in operating procedure; (ii) international sanctions, embargoes, import and export restrictions, nationalizations and wars or terrorist attacks; (iii) acts of piracy on ocean-going vessels; (iv) severe weather and natural disasters, including, but not limited to, oil spills and other environmental mishaps, fire, mechanical failure, collisions, human error, war, terrorism, piracy, political action, civil unrest and insurrection in various countries and other circumstances or events, which may cause serious damage to vessels, any cargo and other equipment, loss of life or physical injury or delays in the delivery of cargo, loss of revenue from termination of charter contracts or ship management agreements; (v) arrests of a vessel by maritime claimants in order to enforce liens against the vessel for unsatisfied debts, claims or damages that could cause delays or require the Funds or their underlying portfolio company or subsidiary entity to pay large sums of money to have the arrest lifted which could have a negative impact on the Funds' returns; (vi) labor interruptions or unrest among crews working on the vessels directly or indirectly owned by the Funds; (vii) delays in delivery of new-build vessels or delivery of new-build vessels with significant defects which could delay or lead to the termination of related charter agreements and also cause cost overruns or cancellation of the new-build contracts; (viii) increased operational and maintenance costs over the life of a shipping vessel; (ix) dry-docking costs for periodic maintenance and repairs that are difficult to predict with certainty and can be substantial; (x) increased difficulty in securing reasonably affordable insurance; (xi) the unpredictable cost and supply of fuel, including the possible increased prices to repurchase fuel upon redelivery of a vessel after charter; (xii) unpredictable market conditions which could have serious adverse effects on charter rate, including fluctuating supply and demand for vessels and/or products or materials transported by such vessels; (xiii) fluctuations in the market value of vessels; and (xiv) termination, breach or default of chartering agreements entered into by the Fund and third parties. Additionally, Section 27 of the Merchant Marine Act of 1920 (the "Jones Act"), requires that vessels transporting cargo between U.S. ports must, among other requirements, be owned and operated by U.S. organized companies that are controlled and 75% owned by U.S. citizens. Consequently, the

Jones Act restrictions on non-U.S. ownership interests may substantially limit the potential purchasers of a shipping vessel, resulting in a sale that may not reflect the value that could be obtained in an unregulated market.

---

Aviation Investments Generally. CarVal Funds may acquire aviation assets. CarVal's ability to promptly part-out and sell or, re-lease, aircraft or aviation-related securities, as applicable, in order to recover the original investment, and make a profit, is critical to the success of the aviation investment strategy. Numerous factors, many of which are beyond the control of CarVal, may have an impact on the ability to promptly part-out and sell or, re-lease, aircraft or aviation-related securities, as applicable. Such factors include the demand for various types of aircraft and engines, general market and economic conditions, regulatory initiatives (particularly those imposing environmental, maintenance and other requirements on the operation of aircraft), significant shifts in the supply of or demand for aircraft, aircraft components or aviation-related securities, and technological advances in airframe and/or engine technology. In addition, the selling price and profitability of aircraft and aircraft components will depend on the condition in which the aircraft and aircraft components are returned to the owner or lessor (e.g., the CarVal Fund). The Funds may enter into lease agreements that specify re-delivery conditions with respect to major components including the airframe, engines, landing gear, and auxiliary power unit. Accordingly, the compliance of operators and airlines with re-delivery conditions will determine the value and marketability of the aircraft. If any lessee fails to deliver complete and accurate records of leased aircraft or aircraft components upon re-delivery of such aircraft or aircraft components, the Funds may be unable to sell or re-lease such aircraft or aircraft components to operators and airlines because airworthiness requirements could prohibit the use of such aircraft or aircraft containing such aircraft components that do not have complete documentation. In some cases, the lessee will pay a security deposit that is refundable upon the expiration of the lease; provided, that all re-delivery conditions are met, and that the lessee has not defaulted under the lease. Also, certain lessees may be required to make periodic maintenance reserve payments to the lessor based on the number of hours or cycles the aircraft or engine has accrued. The lessee may, generally after maintenance is performed on the leased asset and the lessee is reimbursed for expenses incurred in connection with such maintenance, then draw upon such reserves to cover the cost of scheduled maintenance. Upon the expiration of the lease, unused reserves are typically retained by the lessor. In any event, there is the risk that these reserves will not be sufficient to cover costs and expenses incurred by the Funds once the aircraft are returned and that the Funds, and investors' investment in such Funds, will be adversely affected thereby.

Derivative Instruments Generally. Certain swaps, options and other derivative instruments may be subject to various types of risks, including market risk, liquidity risk and the risk of non-performance by the counterparty, including risks relating to the financial soundness and creditworthiness of the counterparty, legal risk, and operations risk. Derivatives traded over-the-counter may not have an authoritative source of valuation and the models used to value such derivatives is subject to change. In addition, CarVal may, in the future, take advantage of opportunities. Special risks may apply in the future that cannot be determined at this time with respect to certain other derivative instruments that are not presently contemplated for use or that are currently not available. The regulatory and tax environment for derivative instruments in which the Funds may participate is evolving, and changes in the regulation or taxation of such Investments may have a material adverse effect on the Funds.

Investment in Alternative Energy. CarVal's investment programs may involve investments in companies that develop and operate alternative energy power products, who face a variety of risks. Alternative energy refers to the generation of power

through environmentally friendly, non-traditional sources. It includes power derived principally from bio-fuels (such as ethanol), bio-mass, wind, solar, hydro and geothermal sources and also includes the various technologies that support the production, use and storage of these sources. Technologies such as regenerative fuel cell, wind turbine and power electronics products and technologies are currently being developed or have only recently been made commercially available. Many of these new products and technologies are based on new and unproven designs, and have not reached a level of maturity that allows for a predictable level of reliability. It is difficult to predict whether they will be commercially viable, at what rate the market will develop and whether there will be a sustainable market for them at all. Moreover, these companies may not be successful in developing product designs and manufacturing processes that permit the manufacture of hydrogen generators and fuel cell systems in commercial quantities at commercially acceptable costs while preserving quality. The prices of several types of competitive energy sources such as oil, gas or coal could be economically more attractive. As a result of any or all the foregoing, these companies may not be able to successfully develop and commercialize these products and technologies in order to recover the investment made in their development. Additionally, the patent situation in the field of wind turbine, distributed generation and fuel cell technology is complex, and a large number of patents, including overlapping patents, relating to this technology have been granted. Third parties could claim infringement with respect to patent and other proprietary rights, and these companies may incur significant costs defending these claims; there is also no assurance these companies will prevail in such proceedings.

The alternative energy industry may be significantly affected by the competition from new and existing market entrants, obsolescence of technology, short product cycles, varying prices and profits, commodity price volatility, changes in exchange rates, imposition of import controls, depletion of resources, technological developments and general economic conditions, fluctuations in energy prices and supply and demand of alternative energy fuels, energy conservation, the success of exploration projects and tax and other governmental regulations. Shares of companies involved in the alternative energy industry have been more volatile than shares of companies operating in more established industries. Certain valuation methods currently used to value companies involved in the alternative energy industries have not been in widespread use for a significant period of time. As a result, the use of these valuation methods may serve to further increase the volatility of certain alternative and transitional energy company share prices. In addition, changes in the U.S., European and other governments' policies towards alternative energy technology also may have an adverse impact on the Fund's performance.

Investment in Solar Power. CarVal's investment programs will involve investments in companies that develop and operate solar power products, who face a variety of risks. Materials and components used to develop solar power products are often procured from a limited number of third-party suppliers. A failure to develop or maintain relationships with these or other suppliers may lead to higher costs and delays, leading to order cancellations and loss of market share. Moreover, these companies often expect to derive their revenues from new solar power products that are still under development and not commercially available. There is a risk that these companies will not be able to recover expenses incurred to develop these products and technologies and become profitable. In addition, failure by these companies to refine their technology and develop and introduce new solar power products could cause products to become uncompetitive or obsolete, causing sales to decline. While the market for solar power products is emerging and rapidly evolving, future success is uncertain, and

widespread adoption or sufficient demand for solar power products could take longer to develop than anticipated, which would also cause a lack of profitability. These companies also face intense competition in a market that is rapidly evolving, and there is a possibility that competitors will attract and retain more customers and achieve more success in cost-cutting and will establish a market position that is more prominent.

While the market for solar power products is emerging and rapidly evolving, future success is uncertain, and widespread adoption or sufficient demand for solar power products could take longer to develop than anticipated, which would also cause a lack of profitability. Many factors may affect the demand for solar energy systems, including the following: (i) availability of government and utility company subsidies and incentives to support the development of the solar energy industry; (ii) government and utility policies regarding the interconnection of solar energy systems to the utility grid; (iii) fluctuations in economic and market conditions that affect the viability of conventional and non-solar renewable energy sources, such as changes in the price of natural gas and other fossil fuels; (iv) cost-effectiveness (including the cost of solar panels), performance and reliability of solar energy systems compared with conventional and other non-solar renewable energy sources and products; (v) success of other renewable energy generation technologies, such as hydroelectric, wind, geothermal, solar thermal, concentrated solar and biomass; (vi) availability of customer financing with economically attractive terms; (vii) fluctuations in expenditures by purchasers of solar energy systems, which tend to decrease in slower economic environments and periods of rising interest rates and tighter credit; and (viii) deregulation of the electric power industry and the broader energy industry.

U.S. Federal, state and local governments currently provide tax credits, rebates, and other incentives to owners, users, and manufacturers of solar energy, such as C-PACE programs. Any elimination or reduction of such incentives would increase the cost of solar energy, which would adversely impact the performance of CarVal-managed funds. If the administration or the U.S. Congress takes action to eliminate or reduce legislation, regulations and incentives supporting solar energy, such actions may result in a decrease in demand for solar energy in the U.S. and other geographical markets, which could materially harm the performance of CarVal-managed funds.

Cost of Solar Panels. The declining cost of solar panels and the raw materials necessary to manufacture them has been a key driver in customer adoption of this form of renewable energy. The cost of solar panels and raw materials could increase in the future due to tariff penalties or other factors.

With the stabilization or increase of solar panel and raw materials prices, the performance of the CarVal-managed funds may be adversely affected.

Competing Security Interests. Due to its manner of installation, a solar energy system could be characterized as a fixture to the real property in the state in which it is located. If so, the security interests of CarVal-managed funds in solar energy systems may be subordinate to a mortgage lender that has a mortgage on the real property if the solar energy system is deemed to constitute a fixture rather than personal property. There is limited case law regarding the characterization of solar energy systems as personal property rather than as fixtures to real property. It is uncertain whether, if challenged, the courts will uphold a characterization of a solar energy system as personal property.



Regulations Concerning the Electric Utility Industry, Generally. The market for electricity generation products is heavily influenced by foreign, federal, state and local government regulations and policies concerning the electric utility industry, as well as internal policies and regulations promulgated by electric utilities. These regulations and policies often relate to electricity pricing and technical interconnection of customer-owned electricity generation. In the U.S. and in a number of other countries, these regulations and policies are being modified and may continue to be modified. Customer purchase of, or further investment, in alternative energy sources could be deterred by these regulations and policies, which could result in a significant reduction in the potential demand for alternative energy products.

Short Selling. The Funds may utilize short selling. The success of the Funds' short selling depends upon CarVal's ability to identify and sell short investments that are overvalued. A short sale creates the risk of a theoretically unlimited loss, in that the price of the underlying Investment could theoretically increase without limit, thus increasing the cost to the Funds of buying those investments to cover the short position. There can be no assurance that the Funds will be able to maintain the ability to borrow investments sold short. In such cases, the Funds can be "bought in" (i.e., forced to repurchase investments in the open market to return to the lender). There also can be no assurance that the investments necessary to cover a short position will be available for purchase at or near prices quoted in the market. Purchasing investments to close out a short position can itself cause the price of the investments to rise further, thereby exacerbating the loss. Short strategies can also be implemented synthetically through various instruments and be used with respect to indices or in the over-the-counter market and with respect to futures and other instruments. In some cases of synthetic short sales, there is no floating supply of an underlying instrument with which to cover or close out a short position and the Funds may be entirely dependent on the willingness of over-the-counter market makers to quote prices at which the synthetic short position may be unwound. There can be no assurance that such market makers will be willing to make such quotes. Short strategies can also be implemented on a leveraged basis. Lastly, even though the Funds may secure a "good borrow" of the investment sold short at the time of execution, the lending institution may recall the lent investment at any time, thereby forcing the Funds to purchase the investment at the then-prevailing market price which may be higher than the price at which such investment was originally sold short by the Funds.

#### **Risks Related to the Operations and Investment Activities of the Funds**

Analytical Model Risks. The Funds will employ certain strategies which depend upon the reliability, accuracy and analysis of CarVal's analytical models. To the extent such models (or the assumptions underlying them) do not prove to be correct, the Funds may not perform as anticipated, which could result in substantial losses. All models ultimately depend upon CarVal's judgment and the assumptions embedded in them. To the extent that with respect to any investment, the judgment or assumptions are incorrect, the Funds can suffer losses.

Systems and Operational Risks. Each of the Funds depends on CarVal to develop and implement appropriate systems for its activities. Each of the Funds relies heavily and on a daily basis on financial, accounting and other data processing systems to execute, clear and settle transactions across numerous and diverse markets and to evaluate certain investments, to monitor their portfolio and capital, and to generate risk management and other reports that are critical to oversight of a Fund's activities. In addition, each of the Funds relies on information systems to store sensitive information about such Funds and

CarVal and its investors. Certain of the Funds' and CarVal's activities will be dependent upon systems operated by third parties, including a third party administrator, market counterparties and other service providers, and CarVal may not be in a position to verify the risks or reliability of such third-party systems. Errors are inherent in the business and operations of any business, and although CarVal will adopt measures to prevent and detect errors by, and misconduct of, counterparties and third-party service providers, and transact with counterparties and third-party service providers it believes to be reliable, such measures may not be effective in all cases. Failures in the systems employed by CarVal, a third party administrator, counterparties, exchanges and similar clearance and settlement facilities and other parties could result in mistakes made in the confirmation or settlement of transactions, or in transactions not being properly booked, evaluated or accounted for. In addition, despite the security measures established by CarVal and third parties to safeguard the information in these systems, such systems may be vulnerable to attacks by hackers or breached due to employee error, malfeasance or other disruptions. Any such breach could compromise these systems and result in the theft, loss or public dissemination of the information stored therein. Disruptions in a Fund's operations may cause such Fund to suffer, among other things, financial loss, the disruption of its businesses, liability to third parties, regulatory intervention or reputational damage. Any of the foregoing failures or disruptions could have a material adverse effect on such Fund and its investments.

Cybersecurity Risk. As part of its business, CarVal processes, stores and transmits large amounts of electronic information, including information relating to the transactions of each of the Funds and personally identifiable information of the Investors. Similarly, service providers of CarVal and its Funds, especially the Administrator and third-party asset managers and servicers, may process, store and transmit such information. CarVal has procedures and systems in place that it believes are reasonably designed to protect such information and prevent data loss and security breaches. However, such measures cannot provide absolute security. The techniques used to obtain unauthorized access to data, disable or degrade service, or sabotage systems change frequently and may be difficult to detect for long periods of time. Hardware or software acquired from third parties may contain defects in design or manufacture or other problems that could unexpectedly compromise information security. Network connected services provided by third parties to CarVal may be susceptible to compromise, leading to a breach of CarVal's network. CarVal's systems or facilities may be susceptible to employee error or malfeasance, government surveillance, or other security threats. On-line services provided by CarVal to Investors may also be susceptible to compromise. Breach of CarVal's information systems may cause information relating to the transactions of the Funds and personally identifiable information of the Investors to be lost or improperly accessed, used or disclosed.

The service providers of CarVal and the Funds are subject to the same electronic information security threats as CarVal. If a service provider fails to adopt or adhere to adequate data security policies, or in the event of a breach of its networks, information relating to the transactions of the Funds and personally identifiable information of the Investors may be lost or improperly accessed, used or disclosed.

The loss or improper access, use or disclosure of CarVal's or the Funds' proprietary information may cause CarVal or the Funds to suffer, among other things, financial loss, the disruption of its business, liability to third parties, regulatory intervention or reputational damage. Any of the foregoing events could have a material adverse effect on the Funds and the Investors'

investments therein.

Tax Risk. The Funds may take tax considerations into account in determining when positions should be disposed of and may assume certain market risk and incur certain expenses in this regard to achieve favorable tax treatment of a transaction. The tax treatment of Funds and investment portfolios is complex. There is no assurance that the tax positions taken by CarVal will be accurate. A position taken by CarVal could be successfully challenged by the Internal Revenue Service or another applicable taxing authority, resulting in an investor having a different tax liability for that year. In addition, an audit of the Funds could result in adjustments to the tax consequences initially reported by the Funds and may result in an audit of the returns of some or all of the investors.

Counterparty Risk. The Funds are subject to counterparty risk. CarVal is not restricted from dealing with any particular counterparty or from concentrating all of its transactions with one counterparty. There is no credit evaluation or regulatory oversight in over-the counter or interdealer markets. Further, the stability and liquidity of derivative instruments is influenced by the creditworthiness of the parties to the transaction. CarVal will monitor the creditworthiness of firms with which it enters into over-the-counter derivatives. If there is a default by the counterparty to such a transaction, the Funds will typically have contractual remedies. However, exercising contractual rights may involve delays or costs which could negatively affect the net asset value of the Funds. There is also the risk that the counterparty could become insolvent, which could result in a material loss to a Fund. If a lender counterparty fails to satisfy its obligations, there can be no assurance that a Fund will be able to repossess such collateral.

Valuation. A substantial portion of CarVal's investments may be in a form for which market quotations are not readily available. In such cases CarVal will determine the fair value of such investments on a monthly basis, in accordance with its valuation policies. There is no single standard for determining fair value in good faith and in many cases fair value is best expressed as a range of fair values from which a single estimate may be derived. Because valuations, and in particular valuations of investments for which market quotations are not readily available, are inherently uncertain, may fluctuate over short periods of time and may be based on estimates, determinations of fair value may differ materially from the values that would have resulted if a ready market had existed. Even if market quotations are available for certain investments, they may not reflect the value a Fund would actually be able to realize because of various factors including the possible illiquidity associated with a large ownership position, future market price volatility or the potential for a future loss in market value based on poor industry or market conditions. The return realized could be adversely affected if the recorded values of investments are materially higher than the values that are ultimately realized upon the disposal of the investment and changes in values attributed to Investments from quarter to quarter may result in volatility in the net asset values and results of operations reported from period to period. Third-party pricing information regarding certain investments may at times be unavailable. Valuations based on models will be affected by assumptions in the models and may not reflect the prices at which positions could, in fact, be covered or sold. There can be no assurance that the investment values that are recorded from time to time will ultimately be realized.

Currency Exchange Exposure. CarVal Funds may invest in investments denominated in currencies other than the U.S. Dollar,

when such Funds value their respective investments in U.S. Dollars. The Funds may or may not seek to hedge their non-U.S. currency exposure by entering into currency hedging transactions. There can be no guarantee that investments suitable for hedging currency or market shifts will be available at the time when the Funds wish to use them, or that hedging techniques employed by the Funds will be effective. Furthermore, certain currency market risks may not be fully hedged or hedged at all. To the extent unhedged, the value of the Funds' positions denominated in currencies other than U.S. Dollars will fluctuate with U.S. Dollar exchange rates as well as with the price changes of the investments in the various local markets and currencies. Finally, the Funds may incur costs in connection with conversions between various currencies.

Concentrations of Investments. Subject to a Fund's Offering Documents, CarVal may concentrate Fund investments by investing a significant portion of its assets in a single industry or geography or a limited number of issuers. To the extent it does concentrate in any of these ways, the overall adverse impact on a Fund of adverse developments in the business of any such issuer, industry or geography could be considerably greater than if it did not concentrate its investments to such an extent.

Custodial Risk. Certain securities firms will act as prime brokers for CarVal's Funds (together, the "Prime Brokers"). In connection therewith, the Prime Brokers will provide certain clearing (including prime brokerage) services to the Funds and may also provide margin financing and other financing facilities. Such services and facilities will be provided pursuant to a series of mutually acceptable agreements (the "Customer Documents"), and may include institutional account agreements and custodian agreements. The Prime Brokers, other selected brokers and other custodians (the "Custodians") may also provide, custody services for the Funds' assets carried on the books of the Prime Brokers or Custodians as part of their brokerage and/or custodial functions in accordance with the terms of the Customer Documents or such other applicable documents. The Prime Brokers or Custodians may appoint sub-custodians, including affiliates of the respective Prime Brokers or Custodians, of the Funds' assets.

If the Prime Broker or any of the Custodians becomes insolvent, the Funds may, in respect of financial assets credited to securities accounts and held in street name, have only rights in common with other customers of the Prime Broker or Custodians and may not have ownership of, or rights with respect to, any specific financial assets maintained by the Prime Broker or any Custodian. Substantially all of the financial assets of each of the Funds maintained with the Prime Broker or any of the Custodians are expected to be credited to securities accounts and held in street name by the Prime Broker or Custodians. In the event that any Prime Broker or Custodian has insufficient financial assets to satisfy all of its customers and certain of its secured creditors, the Funds may suffer losses. The Securities Investor Protection Act provides limited protections for assets of customers like the Funds which are credited to securities accounts, but such protection should not be expected to cover the value of the Funds' assets. There may be a substantial delay in proceedings against a Prime Broker or Custodian and a Fund's assets may become substantially impaired during such proceedings.

Because none of the Funds is registered as an investment company, such custodial arrangements are not subject to the regulations of the SEC governing registered investment companies. The Prime Brokers and Custodians are not required to comply with certain of the SEC regulations applicable to custodians of the securities and other assets of registered investment

companies. Under the provisions of the Securities Investor Protection Act, the bankruptcy of a Prime Broker or Custodian might have a greater adverse effect on the Funds than would be the case if such Prime Broker or Custodian were required to comply with SEC regulations governing the custody of the securities of registered investment companies.

Hedging Transactions. Each of the Funds may utilize Investments for risk management purposes in order to: (i) protect against possible changes in the market value of such Fund's investment portfolio resulting from fluctuations in the markets and changes in interest rates; (ii) protect such Fund's unrealized gains in the value of its investment portfolio; (iii) facilitate the sale of any Investments; (iv) enhance or preserve returns, spreads or gains on any Financial Instrument in such Fund's portfolio; (v) hedge against a directional trade; (vi) hedge the interest rate, credit or currency exchange rate on any of such Fund's Investments; (vii) protect against any increase in the price of any Investments such Fund anticipates purchasing at a later date; or (viii) act for any other reason that CarVal deems appropriate. The Funds will not be required to hedge any particular risk in connection with a particular transaction or its portfolio generally. While the Funds may enter into hedging transactions to seek to reduce risk, such transactions may result in a poorer overall performance for the Funds than if they had not engaged in any such hedging transaction. Moreover, the portfolio will always be exposed to certain risks that cannot be hedged.

Investment Procedures. The Funds will establish very broad investment policies and procedures for their investments. These policies and procedures will provide CarVal with substantial discretion when selecting, acquiring and disposing of investments, including in determining the types of investments that it deems appropriate, the investment approach that it follows when making investments and the timing of investments. While CarVal will periodically review the Funds' compliance with investment policies and procedures, such policies and procedures may be subject to change and derogation consistent with the business practices of the Funds.

Risk of Loss. No guarantee or representation is made that any of the Funds' investment programs, including, without limitation, the Funds' investment objectives, diversification strategies or risk monitoring goals, will be successful. Investment results may vary substantially over time. No assurance can be made that profits will be achieved or that substantial or complete losses will not be incurred. Past investment results of CarVal (or investments otherwise made by CarVal's investment professionals) are not necessarily indicative of their future performance.

Risks Arising From Dispositions of Investments. In connection with the disposition of an investment, a Fund may be required to make representations about the business and financial affairs of the investment, or may be responsible as a selling stockholder for the contents of disclosure documents under applicable securities laws. Such Fund may also be required to indemnify the purchasers of such investments or underwriters to the extent that any such representations or disclosure documents turn out to be incorrect, inaccurate or misleading.

#### **Risks related to CarVal as the Investment Manager**

Related Party Transactions. The Funds may enter into certain transactions with CarVal or its affiliates, including but not limited to, joint ventures, sourcing transactions, or the provision of asset management services to the Funds by such parties. These affiliated entities may be compensated in a range of manners, including fixed fee, a percentage of transaction size, cost plus

or a percentage of profits. It is expected that a number of such transactions may give rise to potential conflicts of interest. Although no exact statement of the full range of such transactions can be made, it is expected that any such transaction will be entered into by the relevant parties on an arm's-length basis.

Borrowings with Affiliates. Although the Funds do not typically enter into any financing transactions with CarVal or any CarVal Affiliate, the Funds are permitted to receive loans and other advances from such parties on arm's-length terms. For example, the Funds may from time to time receive temporary or bridge financing from CarVal or a CarVal Affiliate (which would include, but not be limited to, one or more other Funds) on an arm's length basis when other third-party sources of financing are not available within the time frame needed to successfully acquire an investment. Alternatively, the Funds may extend such financing to other CarVal Affiliates on the same basis.

Facilitation of Expenses. CarVal may advance funds for or otherwise facilitate the payment of both the Funds' expenses and its own expenses in performing investment advisory activities for the benefit of the Funds, including but not limited to, operating and other Fund-related expenses. CarVal shall be entitled to seek and receive reimbursement for any such paid amounts.

Asset Managers. The Funds may enter into joint ventures and otherwise have ongoing business dealings with various CarVal affiliates. See description of asset managers provided in response to **Item 10 – Other Financial Industry Activities and Affiliations**.

Material Non-Public Information. In the event any material, non-public information is disclosed to any officers or employees of CarVal (including in their capacity as a member of a company's board of directors), any member of CarVal's investment committee or any other person responsible for the affairs of the Funds – from any source –the Funds may be prohibited by applicable securities laws and CarVal's internal policies from acting upon any such information. Due to these restrictions, each of the Funds may not be able to make an investment that it otherwise might have made or sell an investment that it otherwise might have sold.

Retention and Motivation of Key Employees. The success of CarVal and its Funds is dependent upon the talents and efforts of highly skilled individuals employed by CarVal and CarVal's ability to identify and willingness to provide acceptable compensation to attract, retain and motivate talented investment professionals and other employees. There can be no assurance that CarVal investment professionals will continue to be associated with CarVal throughout the life of any specific Fund, and the failure to attract or retain such investment professionals could have a material adverse effect on the Funds and their investments. Competition in the financial services industry for qualified employees is intense and there is no guarantee that, if lost, the talents of CarVal's investment professionals could be replaced.

Dependence on CarVal. Currently, for all of the Funds with the exception of RVF III, RVF IV and EREP (non-discretionary funds), all decisions with respect to Fund investing activities are made exclusively by CarVal. Investors do not have the opportunity to evaluate fully for themselves the relevant economic, financial, and other information regarding a Fund's investments. Further, the performance of CarVal depends upon certain key personnel. Should any such individual be incapacitated or cease

to provide investment advice for CarVal, Fund performance may be adversely affected.

CarVal is also dependent upon its counterparties and certain third-party service providers, such as its administrator. Errors are inherent in the business and operations of any business, and although CarVal has adopted measures to prevent and detect errors by, and misconduct of, counterparties and third-party service providers, and transact with counterparties and third-party service providers it believes to be reliable, such measures may not be effective in all cases. Errors or misconduct could have a material adverse effect on the Funds and the Investors' investments therein.

Delegation of Management. CarVal expects to regularly cause the assets of the Funds to be invested in assets managed by third-party or affiliated asset managers and may delegate to such asset managers some or all of the management responsibilities. There can be no assurance that asset managers will have the resources or skills to effectively perform these functions.

Conflicts of Interest. Conflicts of interest exist in the structure and operation of the Funds' business. The fees, which CarVal is entitled to receive as a management company from its Funds, have not been set by "arm's-length" negotiations and may be higher than the fees another management company might charge. CarVal believes such fees are justified with regard to each Fund in light of the structure of such Fund, its investment program and the investor base.

Further, the general partners of the Funds may receive performance-based compensation or carried interest distributions in connection with the management of such Fund. The carried interest distributions are not the product of an arm's length negotiation with any third party. The carried interest distributions made on investment gains may create an incentive for CarVal to cause the Funds to make investments that are riskier or more speculative than would be the case if a performance-based compensation arrangement were not in effect. The carried interest distributions may create an incentive for CarVal to time investments, and the realization of investments, so as to maximize the amount of the carried interest distribution rather than the return of the Fund.

CarVal may in the future have other investment advisory clients with different appetites and tolerance for risk and different investment periods. CarVal will seek to allocate investment and disposition opportunities fairly and equitably among all funds and accounts it manages in light of their varying characteristics and the need to construct balanced and appropriate investment portfolios. However, due to their varying circumstances of the various CarVal-managed Funds, the allocation of investment and disposition opportunities among the various funds and accounts managed by CarVal will often not be pro rata. For more detail regarding the factors that may affect these decisions, please see the discussion of **Allocation of Investment Opportunities in Item 12 – Brokerage Practices**.

CarVal may cause Funds to purchase assets from, or sell assets to, such other funds and accounts managed by CarVal when they believe such transactions are appropriate and in accordance with internal policies, applicable regulatory requirements and any requirements set out in Offering Documents for the Funds involved. **Please see Item 12 – Brokerage Practices** for a discussion of Principal & Cross Trades.

CarVal acts as a management company, sponsor, manager or general partner for its Funds and its single investor vehicles; it

gives advice and takes action, with respect to any of those entities that may, from time to time, differ from the advice given, or the timing or nature of action taken, with respect to another of those entities. Where there is limited access to an investment opportunity, CarVal uses its best efforts to allocate investment opportunities in a manner deemed equitable, but cannot assure, and assumes no responsibility for, equality among all such entities. CarVal and its principals, members, officers, directors and employees may engage in transactions or investments or cause or advise the Funds and single investor vehicles to engage in transactions or investments that may differ from or be identical to the transactions or Investments engaged in by or for the account of another Fund or single investor vehicle. CarVal has no obligation to engage in any transaction or investment for the account of the Funds or single investor vehicle or to recommend any transaction to the Funds or single investor vehicle that CarVal or any of the principals, members, officers, directors or employees may engage in for their own accounts or the account of any other customer, except as otherwise required by applicable law. To the extent permitted by law, CarVal is permitted to bunch or aggregate orders for the account of the Funds or single investor vehicle with orders for other accounts, notwithstanding that the effect of such aggregation may operate to the disadvantage of a Fund.

CarVal may, from time to time, sponsor or manage vehicles through CCML that hold collateralized loan obligations such as CarVal CLO I Ltd., CarVal CLO II Ltd., CarVal CLO III Ltd. and related vehicles (“CarVal-Managed CLOs”) in which CarVal Funds may invest either as equity or debt-holders. In its capacity as portfolio manager of any CarVal Managed CLO that is owned by the Funds or in its capacity as a security holder in such a CarVal-Managed CLO, CarVal, its affiliates and/or their employees may make decisions and take actions without regard to the impact, if any, that such decisions and/or actions may have on Funds that own securities issued by such CarVal-Managed CLOs. The Funds may receive, but in any event will have no guaranteed rights with respect to, opportunities to invest in CarVal-Managed CLOs.



**Item 9 – Disciplinary Information**

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to an evaluation of CarVal or the integrity of its management. CarVal has no legal or disciplinary events that it believes would be material to an Investor's or prospective Investor's evaluation of CarVal's business or the integrity of its management.

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

CarVal's subsidiaries, CarVal Investors UK Limited and CarVal Investors Pte. Ltd., provide investment advisory services to CarVal in connection with its management of Funds and its investment advisory services. In the case of CarVal Investors UK Ltd., the subsidiary does not provide the investment advisory services directly to CarVal, but acts as general partner in CarVal Investors GB LLP, which in turn provides investment advisory services to CarVal. CarVal Investors GB LLP and CarVal Investors Pte. Ltd. are each registered with a foreign regulatory authority. Each is wholly owned by CarVal or its affiliates and, therefore, CarVal does not believe that such relationships create a material conflict of interest for its Funds. In addition, as mentioned in **Item 4 – Advisory Business**, CCML, also a CarVal subsidiary and a relying adviser provides management services to CarVal's CLO entities, which are also portfolio investments for certain Funds. CCML has entered into a staff and services agreement with CarVal pursuant to which it compensates CarVal for providing certain services to CCML. Moreover, certain employees of CarVal involved with the CarVal CLOs are shared employees with CCML. CarVal and its relying advisers are together filing a single Form ADV, which includes a separate Schedule R for each relying advisor.

CarVal employees at times serve on boards of directors, creditor committees or in other management capacities at companies in which the Funds invest. This may expose CarVal and its Funds to certain limitations on the ability to trade the securities of the issuer company and certain conflicts of interest. As a result of such service, an employee may become aware of material non-public information about the company in which the Funds invest, which could substantially restrict the Funds' ability to trade the securities of such company. Such limitations may cause the Funds to forgo sales or purchases that they would otherwise make, thereby exposing the Funds to losses and lost opportunities. CarVal maintains policies and procedures that are intended to minimize the negative effects of such conflicts if they arise. However, there can be no guarantee that such activities will not result in less favorable results for the Funds than if the employee were not permitted to serve in such capacity.

From time to time, CarVal may purchase certain assets from third parties and warehouse all or part of these assets ("Warehoused Assets") in anticipation of future CarVal fund launches. CarVal may deem some or all of these assets to be appropriate for future funds after they have launched. CarVal will partially or fully capitalize such Warehoused Assets with an equity and/or debt contribution. Alternatively, either may obtain secured financing for the purchase of Warehoused Assets. At a later point in time, typically at or around the time of the first admission of Investors to a relevant Fund, and after obtaining explicit consent from the Fund's Investors, Warehoused Assets may be purchased by a CarVal Fund. Transfer pricing for Warehoused Assets will be determined by CarVal at the time of the transfer, which poses a potential conflict of interest with the Fund acquiring the assets. The basis for any transfer pricing will be disclosed to Investors before they subscribe to the Fund. To date such purchases have been made for cost, adjusted for expenses including those associated with any purchase price financing. CarVal is not under any obligation to transfer any particular Warehouse Asset to a Fund and there may be times when either chooses not to transfer certain Warehoused Assets. CarVal's decision not to transfer certain Warehoused Assets may conflict with the interests of the Fund that would have been the recipient of the assets.

In certain circumstances, CarVal or certain of its affiliates may make loans to Funds in order to allow them to acquire assets.

Typically these loans are made to allow a Fund to acquire assets prior to a closing on capital commitments or prior to a capital call. The terms of these loans will be arms-length in nature and are disclosed to Investors pursuant to the applicable Offering Documents or if they are made prior to a capital call will be reviewed with investors in the manner set forth in such Fund's Offering Documents.

### **Asset Managers**

CarVal frequently uses third-party asset managers to manage assets owned by its Funds, and may delegate to such asset managers some or all management responsibilities. There can be no guarantee that asset managers will have the resources or skills to effectively perform these functions. The asset managers enter into servicing relationships with the Funds (or their investments). All such services are performed by the asset manager's personnel, not by personnel of other affiliates of CarVal, and CarVal does not exercise day-to-day control over or management of the asset manager. Asset managers are not generally controlled by CarVal, and they may not be required to direct investment opportunities to the Funds or spend a specified portion of their time managing Investments held by the Funds. While asset managers may provide a source of deal flow, familiarity with markets and management expertise, there is no guarantee that they will in fact do so, and there can be no guarantee that actions or omissions on their part will not result in material adverse consequences to the Funds.

Several conflicts of interest are inherent in CarVal's use of asset managers. Asset managers may co-invest in and receive a share of the profits from the assets they manage. Since asset managers may manage assets held by the Funds and assets not held by the Funds, asset managers may face conflicts of interest relating to choices that may favor one investment over another, as well as decisions regarding devotion of time and resources.

CarVal or certain Funds have ownership or other financial interests (e.g. owning shares or membership interests, providing loans to or obtaining warrants in the asset manager) in one or more asset managers, operating partners ("affiliated asset managers") or service providers ("affiliated servicer platforms"). Both affiliated and unaffiliated asset managers and servicer platforms may enter into administrative or servicing relationships with the Funds.

Ownership of or financial interest in an asset manager or service provider by CarVal or Funds may create certain conflicts among CarVal and the Funds or among different Funds. For instance in a situation where one or more Funds has an ownership interest in an affiliated servicer platform, CarVal could allocate all or a portion of an investment opportunity that will be serviced by the affiliated asset manager to a Fund that does not have an ownership interest in the affiliated asset manager. In that case, only the Fund or Funds that have an ownership interest in the affiliated asset manager would benefit from the servicing fees generated by the investment. CarVal intends for fees generated in this manner that are payable by the Funds to be fair and reasonable over time and not less favorable than could be obtained in an arms-length negotiation with an unrelated third party for similar services. Further, CarVal's investment process, investment allocation policy and other controls (including those set forth in the Offering Documents of the Funds in question) mitigate the risk of such conflict. In most instances, CarVal does not anticipate that it would offset the management fees it charges to the Funds by the amount of fees paid by the Funds to Affiliated Asset Managers and/or affiliated servicer platforms to the extent those Affiliated Asset Managers and/or affiliated servicers were owned by CarVal and not the Funds.



## **Item 11 – COE, Participation or Interest in Client Transactions & Personal Trading**

### **Code of Ethics**

CarVal maintains a Code of Ethics (the “Code”) designed to govern the conduct of CarVal and its personnel, and to address potential conflicts that might arise in the context of personal trading and other employee activities. Upon employment, and annually thereafter, employees of CarVal acknowledge the terms of the Code.

Employees who are subject to personal trading restrictions are identified in the Code as “Access Persons.” Pursuant to the Code, Access Persons must conduct their personal securities transactions (and those of certain members of their families) in compliance with the Code, and must avoid taking inappropriate advantage of their positions within CarVal. Access Persons must provide annual holdings reports and quarterly transaction reports or duplicate broker statements and confirmations in accordance with Rule 204A-1.

The Code permits Access Persons to invest for their personal accounts, but requires them to pre-clear all personal securities transactions involving reportable securities and to abide by the guidelines and restrictions set forth in the Code. CarVal maintains a restricted securities list containing the names of securities which Access Persons are generally prohibited from trading.

The Code also generally restricts an Access Person from purchasing or selling securities held or traded by a Fund, and subjects certain employees to enhanced scrutiny based on their functions and duties. CarVal periodically reviews personal securities transactions and holdings reports in an effort to ensure that employees do not take advantage of their knowledge of activities in the Funds to benefit personally.

The Code also addresses other obligations and requirements for CarVal employees including a section on outside business opportunities. Copies of the Code are available to any Investor or prospective Investor upon request to [ADVrequest@CarVal.com](mailto:ADVrequest@CarVal.com). CarVal maintains separate policies that addresses various matters such as gifts and entertainment, political contributions, and conflicts of interest.

### **Insider Trading**

In the course of providing investment advisory services, CarVal may come into possession of material, nonpublic and other confidential information which may limit CarVal’s ability to direct the purchase or sale of certain investments. For example, CarVal may enter into a confidentiality agreement, or an employee of CarVal may serve as a director or member of a creditor committee with respect to companies whose securities may be purchased or sold on behalf of the Funds. At times CarVal, in an effort to avoid investment restrictions with respect to the Funds, may elect not to receive information that is available to other market participants or counterparties. If a CarVal employee obtains material non-public information with respect to any company, CarVal may be prohibited for a period of time from engaging in transactions on behalf of some or all its Funds with respect to the securities of such company, which may have an adverse effect on such Funds.

While CarVal has designed and implemented policies and procedures reasonably designed to limit those situations, and to

prevent the misuse of material, non-public information, there can be no guarantee that such policies and procedures will be successful or that investment restrictions will not occur.

### **Interest in Client Transactions**

The general partner for the Funds is, in each instance, a wholly owned subsidiary of CarVal. Please see **Item 6 – Performance-Based Fees and Side-by-Side Management** regarding performance fees that may be paid by a Fund to CarVal. CarVal manages a variety of Funds and a particular CarVal Fund may not have the exclusive right to any investment opportunity. **Item 12 – Brokerage Practices** includes a discussion of the allocation of investment opportunities.

In addition, certain senior employees of CarVal are generally required to invest in CarVal's commingled Funds, as set forth more fully in the Offering Documentation of each Fund. It is expected that the size and nature of such investments in any particular Fund will change over time and without notice to Investors. Such investments could incentivize the senior management and key employees to increase or decrease the risk profile of the Fund. A list of Funds is identified in **Item 4 - Advisory Business**. CarVal's employees may have conflicts in allocating their time and services among Funds. CarVal's employees will devote as much time to each Fund as CarVal deems appropriate to perform its duties in accordance with its Offering Documents.

Furthermore, CarVal Funds may invest in securities issued by CLOs for which CCML acts as the investment adviser. To the extent that fees due to CCML are attributable to the interests owned by the Funds, such fees are ultimately borne by CarVal and not the Funds, mitigating the conflict of interest that such investments may present. Additionally, certain CarVal Funds may invest in securities of certain CarVal CLOs in a manner whereby they own a higher percentage of securities in one CarVal CLO (or one tranche of a CarVal CLO) versus another CarVal CLO (or another tranche within the same CarVal CLO). CarVal may act in the interests of such Funds in certain cases where the interests will conflict with or be adverse to the interests of other holders of securities in that or other CarVal CLOs. CarVal Funds may also take majority control positions in CarVal CLOs. These positions may give the Funds the ability to exercise voting control with respect to matters including, without limitation, any vote to direct a redemption or refinancing of a CarVal CLO and any vote to accelerate or not accelerate the payment of certain CarVal CLO securities. CCML acts in its own interests with respect to such securities and in certain cases such interests conflict with or may be adverse to the interests of other holders of securities in CarVal CLOs.

### **Potential conflicts due to shared and overlapping Fund Investments**

Where CarVal Funds hold the same investment, the differing investment objectives of such Funds may result in a decision to sell or hold all or a portion of an investment on behalf of a Fund at different times as such investment or portion thereof is being sold or held by other Funds. Conflicts of interest may also arise when disposing of a particular investment would be beneficial for one Fund while retaining such investment would be beneficial for another Fund. In some instances investments may not be divisible, and must be sold or held in their entirety. In such cases the decision to sell or hold an investment may be more beneficial or detrimental to one Fund than another. Further, there may be instances where investments are not divisible among eligible Funds prior to their acquisition as a result of, among other reasons, the timing of the transaction, tax,

regulatory or legal issues, or significant operational burdens associated with dividing such investments. Specifically, such investments often include, but are not specifically limited to, investments in loan portfolios, securitization vehicles and hard asset investments such as aviation or shipping vessels. In such instances, CarVal may determine it is in the best interests of the Funds to acquire such investment into one eligible Fund and divide the investment among, or participate the investment to, all eligible Funds as soon as practicable after the acquisition often by contributing the asset to a special purpose investment vehicle in which each eligible Fund receives an ownership interest commensurate with the portion of the investment that has been allocated to it. In connection with such division or participation, CarVal will endeavor to ensure that each eligible Fund's ownership or participation in such investment will be segregated from each other eligible Fund in terms of, among other items, payment obligations, covenants and benefits, but in some cases CarVal may not be able to accomplish such segregation. Similarly, if any such shared investment is financed, one or more of the eligible Funds may be required to provide guarantees, collateral or other credit enhancement and as a result Funds sharing such investments may be exposed to counterparty risk of other Funds participating in the investment. Again, CarVal will endeavor to ensure that each eligible Fund is responsible ultimately for only its share of the financing obligations, but in some cases CarVal may not be able to do so. Conflicts may also arise if a Fund makes an investment in which another Fund has already invested, including conflicts related to investing in different or overlapping levels of an entity's capital structure including potentially owning the equity of a securitization as well as the notes issued from the same securitization vehicle (which may or may not be a CarVal-managed securitization vehicle). There can be no assurance that the return on one Fund's investments will not be less than the returns obtained by other Funds participating in the same investment. CarVal's Funds will not be required to take any action or refrain from taking any action to mitigate another Fund's losses in such a scenario even if such decision may result in losses to a Fund, and CarVal will make decisions on how to resolve such situations in its sole discretion.

Securitizations of assets may present a conflict of interest related to equity ownership and risk retention requirements that apply in certain jurisdictions. Risk retention requirements mandate that the sponsor or originator of a securitization retain a certain percentage of the securities and other asset-backed interests offered by the issuer. Where the sponsor or originator is a vehicle owned by multiple Funds, each of which has its own liquidity terms and investment horizon that may differ from that of the other Funds, a conflict may arise with respect to how the risk retention portion of the vehicle is allocated. For instance, a Fund with a shorter investment horizon may benefit from having another Fund hold the risk retention portion, which is subject to a required hold period, while the latter Fund has a portion of its capital tied up in the risk retention portion of the securitization rather than being able to invest this capital in other ways. Liquidity concerns in one Fund may require that Fund to sell its interests in the risk retention vehicle which may result in a trade between Funds. CarVal will endeavor to resolve such situations in a manner that is fair and equitable to all Funds involved. Further, from time to time, certain Funds may combine to own all of the equity of a CarVal-managed securitization vehicle. Further conflicts may arise if a Fund executes an investment in which one or more Funds have already invested. For example, questions may arise as to whether payment obligations and covenants should be enforced, modified or waived, or whether debt should be refinanced. Decisions about what actions should be taken in a troubled situation, including whether to enforce claims or whether to advocate or initiate a restructuring may raise conflicts of interest. In addition, a Fund may participate in restructuring or recapitalization transactions

(including those requiring additional investments of capital) involving companies in which other Funds have invested or may invest. These transactions may present conflicts of interest, including determinations of whether existing Investors are being cashed out at a price that is higher or lower than market value and whether new Investors are paying too high or low a price for the company or purchasing investments with terms that are more or less favorable than prevailing market terms. Certain Funds may make investments in entities or assets in which they have already invested or that are held by other Funds. The purchase, holding or sale of these investments may enhance profitability of such investments to the related Funds. CarVal seeks to manage such conflicts of interest by using its best judgment and acting in a manner that it believes to be fair and reasonable to the Funds and in accordance with its duties as an investment adviser. CarVal believes these conflicts of interest are mitigated by its investment allocation procedures and its investment process.



## **Item 12 – Brokerage Practices**

### **Selection Criteria for Brokers-Dealers – Best Execution**

The primary criterion CarVal uses to select brokers is their ability to provide best execution. In assessing best execution, and its overall broker relationships, CarVal considers a variety of qualitative and quantitative factors. CarVal will consider all or some of the following factors in selecting brokers: price, likelihood of execution, likelihood of execution within a desired time frame, market conditions, ability of a counterparty to execute in desired volume, ability of a counterparty to act on a confidential basis, ability of a counterparty to act with minimum market effect, creditworthiness of a counterparty in relation to risk created by the transaction, willingness and ability of a counterparty to make a market in particular securities, operational coordination with CarVal and the Funds' custodians, reputation for ethical and trustworthy behavior, willingness of the counterparty to commit capital to a transaction, a counterparty's market knowledge and as applicable the value of research provided, ability of a counterparty to source and/or execute difficult transactions in unique and/or complex securities, and identification of key components of favorable and efficient executions.

Although CarVal generally seeks competitive commission rates, it is not required to solicit competitive bids or seek the lowest available commission or transaction costs. In seeking to obtain best execution, the determinative factor is not the lowest possible cost, but whether the transaction represents the best qualitative execution, taking into consideration the full range of a broker-dealer's services. Commissions are negotiated with the broker on the basis of the quality and quantity of execution services that the broker provides, in light of generally prevailing commission rates with respect to any securities transactions involving a commission payment.

Many of the investments that CarVal manages involve specialized services or unique sourcing considerations, resulting in higher commissions or their equivalents than would be the case with transactions requiring more routine services. As a result, CarVal anticipates that the commissions paid on its transactions will be higher on average than its peers that invest in more generic or widely traded securities. The reasonableness of commissions is based on the broker's ability to provide professional services, competitive commission rates and other services that will help CarVal in providing investment management services to clients. The limited availability of many of the investments managed by CarVal will also impact the selection of a broker-dealer and the related commission will likely be higher than industry averages.

### **Soft Dollar and Directed Brokerage Policies**

From time to time, CarVal may pay a broker-dealer commissions for effecting Fund transactions in excess of that which another broker-dealer might have charged for effecting the transaction in recognition of the value of the brokerage and research services provided by the broker-dealer. CarVal effects such transactions, and receives such brokerage and research services, only to the extent that they fall within the safe harbor provided by Section 28(e) of the Exchange Act and subject to prevailing guidance provided by the SEC regarding Section 28(e). CarVal believes it is important to its investment decision-making processes to have access to independent research.

Also, consistent with Section 28(e), research products or services obtained with "soft dollars" generated by the Fund may be

used by CarVal to service one or more other Funds, including Funds that may not have paid for the soft dollar benefits. CarVal does not seek to allocate soft dollar benefits to Funds in proportion to the soft dollar credits the Funds generate.

Where a product or service obtained with soft dollars provides both research and non-research assistance to CarVal (i.e., a "mixed use" item), CarVal will make a good faith allocation of the cost which may be paid for with soft dollars. In making good faith allocations of costs between administrative benefits and research and brokerage services, a conflict of interest may exist by reason of CarVal's allocation of the costs of such benefits and services between those that primarily benefit CarVal and those that primarily benefit the Funds.

When CarVal uses brokerage commissions (or markups or markdowns) generated by any Fund to obtain research or other products or services, CarVal receives a benefit because it does not have to produce or pay for such products or services. CarVal may have an incentive to select or recommend a broker-dealer based on CarVal's interest in receiving research or other products or services, rather than on a Fund's interest in receiving most favorable execution.

In some instances, in accordance with MiFID II requirements that research services be paid for separately from brokerage costs, CarVal makes separate payments for research provided by a broker. These costs are separately negotiated and do not involve soft dollar payments. The cost of such research may be borne by the Funds, in accordance with the practices described in **Item 5 – Fees and Compensation** and each Fund's Offering Documents.

From time to time, CarVal participates in capital introduction events, including events hosted by certain broker dealers that act as prime brokers on behalf of CarVal Funds. However, CarVal does not consider whether it receives Investor referrals in deciding (i) whether to participate in such events or (ii) the manner in which it selects broker-dealers. In addition, CarVal does not allocate Fund brokerage business to a broker-dealer unless CarVal determines in good faith that the commissions payable to such broker are consistent with seeking best execution as discussed above. Finally, neither CarVal nor its Funds compensate such third-party brokers for introducing CarVal to potential Investors or for any investments ultimately made by such Investors. However, such introductions CarVal may receive could present a potential conflict of interest to the extent CarVal uses such brokers in connection with brokerage, financing and other activities on behalf of its Funds.

CarVal has discretion in deciding which broker-dealer its Funds will use and in negotiating the rates of commissions that Funds will pay. CarVal does not participate in directed brokerage commission arrangements and does not accept directed brokerage instructions from any Investor.

#### **Principal & Cross Trades**

On occasion, CarVal may determine that it is appropriate and in the best interests of Funds if a Fund purchases an investment from another Fund or CarVal. Internal review and approval is required for any proposed principal or cross trade. CarVal may seek, when appropriate or required, Investor pre-approval for such transactions consistent with the respective Funds' Offering Documents and in accordance with Section 206(3) of the Investment Advisers Act of 1940.

### **Allocation of Investment Opportunities**

In some circumstances, Funds with similar objectives may invest in the same investment opportunities at the same time. As set forth in greater detail in **Item 11 – COE, Participation or Interest in Client Transactions & Personal Trading**, CarVal allocates investment and trading opportunities among the Funds in a manner believed by CarVal to be fair and equitable to each Fund over time. However, there can be no guarantee that a Fund will participate in any particular investment opportunity on an equal or *pro rata* basis with other Funds. In making these allocation decisions, CarVal considers a number of factors in an effort to construct balanced investment portfolios for each of the Funds that will provide appropriate risk adjusted returns to the Investors. These factors may include, along with other relevant factors relating to the particular investment and particular funds, any of the following for each respective Fund: (a) investment objectives and guidelines, (b) current and prospective liquidity, (c) overall size, (d) remaining period to make new investments, (e) overall current exposure to investments of a similar nature, (f) ramp-up or wind-down period, and/or (g) appetite or tolerance for risk/volatility. CarVal may determine that certain investments should be made by some and not by other Funds. CarVal may cause certain Funds to participate in the same investments in a different manner from other Funds. CarVal may also determine that an investment which is allocable to multiple Funds, for legal, regulatory, operational, tax or a similar reason, will only be allocated to one Fund, with the understanding that CarVal will endeavor to share similar investment opportunities in the future with other eligible Funds in a fair and equitable manner. Due to the different manner in which they participate, there may be different economic consequences to different Funds participating in the same investment opportunity.

### **Trade Errors**

It is CarVal's policy that appropriate care is taken in making and implementing investment decisions on behalf of Fund accounts. Nonetheless, trade errors may occur either in (a) the investment decision-making process or (b) the trading process. To the extent that any trade errors occur, they are: (a) corrected as soon as practicable, (b) reported to the compliance department, and (c) scrutinized carefully with a view toward implementing procedures to prevent or reduce future such errors, where necessary. In general, when trade errors are corrected the respective Fund shall retain any gains or losses resulting from the trade error. CarVal will determine in its sole discretion whether any trade error has resulted from willful misconduct or gross negligence on its part. If such a determination is made, CarVal will retain any losses, and the Fund will retain any gains resulting from the trade error. Because CarVal is solely responsible for determining if willful misconduct or gross negligence has occurred, and CarVal may be financially liable if willful misconduct or gross negligence caused the trade error, this poses a conflict of interest. CarVal seeks to manage this conflict of interest using its best judgment and acting in a manner it believes to be fair and reasonable to the Fund and in accordance with its duties as an investment adviser.

### **Investment or Brokerage Discretion**

With the exception of the non-discretionary accounts or Funds, generally CarVal has complete discretion to determine, subject to each Fund's disclosed investment objectives, the securities to be purchased or sold and in what amounts, the broker-dealers and other financial intermediaries to use in effecting transactions for the Funds, and the commission rates to be paid for such

transactions. In the case of single-investor vehicles, CarVal may share discretion, or may manage such accounts on a non-discretionary basis.

### **Aggregation of Trade Orders**

With respect to liquid investments, CarVal may aggregate Fund trades when CarVal determines that such purchase or sale of the same security or instrument is in the best interest of more than one Fund and is permitted by applicable law. The allocation for a particular aggregated order follows firm policy for allocation of investment opportunities. Deviations from the allocation instructions are permitted in the interest of placing round lots in Fund accounts.

When an aggregated order is executed in a series of transactions, at different prices, each Fund participating in the order will receive the average price, with transaction costs shared pro-rata based on each Fund's participation in the order.

CarVal will determine the aggregation and allocation methodologies used and will determine whether to aggregate a Fund's orders with an order for a different Fund. Although CarVal anticipates that the aggregation of an order will benefit each Fund, aggregating orders may disadvantage a particular Fund. Conversely, not aggregating orders may disadvantage a Fund. In accordance with applicable regulations, CarVal may allocate trades after execution. These allocations will be made so that all Funds and other accounts are treated reasonably and non-preferentially over time.

### **Brokerage Fees**

Each Fund shall enter into one or more separate written agreements for brokerage and custodial services with a broker-dealer or other custodian. Funds will incur brokerage commissions and/or transaction fees from broker-dealers for effecting certain transactions and may incur certain charges imposed by third parties, including, without limitation, custodial fees, deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and investments, none of which is payable to or by CarVal.

Additional costs could be incurred in connection with the Fund's non-U.S. investment activities. Non-U.S. brokerage commissions generally are higher than in the United States. Increased custodian costs as well as administrative difficulties (such as the applicability of foreign laws to foreign custodians in various circumstances, including bankruptcy, ability to recover lost assets, expropriation, nationalization and record access) may be associated with the maintenance of assets in non-U.S. jurisdictions.

## **Item 13 – Review of Accounts**

### **Account Review**

CarVal's investment professionals are responsible for ongoing diligence and reviews of investments entered into on behalf of the Funds. These investment professionals review investments on a periodic basis, and in some cases as frequently as daily. Key items reviewed include comparing an investment's actual performance versus its anticipated performance. CarVal maintains an investment supervisory structure and escalation procedure with respect to investment limits. CarVal also maintains a portfolio investment committee that includes CarVal's managing principals, risk manager, and general counsel and chief compliance officer. While investment professionals are generally responsible for making investment determinations on behalf of the Funds, the portfolio investment committee establishes investment limits, as necessary, and performs a monthly review of investments made on behalf of the Funds, which may include allocation determinations, established thresholds, and limits. In some circumstances, the committee reviews and approves transactions prior to the transaction. Such review and approval is conducted by a sub-committee consisting of the portfolio investment committee members as well as the senior leaders for the relevant investment team. In addition, members of the legal, risk and compliance departments review investment position reports on a periodic basis. An independent auditor annually audits each Fund's financial statements.

As described in previous sections, CarVal advises Funds on a wide variety of investments. Many of these investments require regular asset management and oversight to ensure that valuation projections, which are determined at asset acquisition, are being realized. Such positions are often monitored through proprietary models, which enable CarVal to identify variations from valuation projections and take appropriate measures as necessary. For other investments, such as those in corporate securities and equity markets, CarVal from time to time utilizes, among other things, directional and relative value strategies based on macroeconomic fundamental analysis and market momentum analysis to monitor investments.

### **Nature and Frequency of Regular Reports**

Investors receive an individual statement of capital account prepared by CarVal on a monthly or quarterly basis as determined by the requirements of each Fund. In addition, CarVal may prepare and communicate estimated monthly performance figures to Investors if required by the Offering Documents of a Fund. Currently, some of the regular reports are prepared by a third-party administrator. Portfolio reports and unaudited financial statements are provided on a quarterly basis. On an annual basis and to the extent applicable, Investors also receive an individual K-1 (tax form) and a copy of the audited financial statement for the Fund(s) in which the Investor has invested. Single investor vehicles, if any, will generally receive reports with the same frequency as the Funds or as otherwise determined on a case-by-case basis and may also be reviewed by an independent public accountant, resulting in the production of annual audited financial statements. For additional information related to the types and frequency of reports provided to Funds and single investor vehicles, please see the relevant Offering Documents, to the extent applicable.

Certain Investors may receive supplemental or additional information from time to time, either upon request or pursuant to side letter arrangements.

CarVal CLO investors may access periodic reports from the CarVal CLO trustees, generally using a web-based portal. These reports will include detailed information about the CarVal CLOs' portfolio holdings as well as the performance of the securities issued by such CarVal CLOs.

**Item 14 – Client Referrals and Other Compensation**

CarVal utilizes third-party placement agents or solicitors in connection with the sale of interests in certain Funds to underlying Investors and compensates such third parties for their services. Such third-party placement agents typically receive a retainer fee and/or fees based on aggregate capital commitment or capital contributions to the relevant Funds. The amount of such compensation may be greater if the applicable Fund accepts greater amounts of Investor commitments and invests a greater amount of capital. Any compensation paid to third-party placement agents or solicitors in connection with the sale of interests in certain Funds to underlying Investors is ultimately borne by CarVal.

**Item 15 – Custody**

CarVal does not serve as the qualified custodian of any of the assets owned by the Funds and does not maintain physical custody of any certificated securities or cash owned by the Funds. However, in connection with the services CarVal provides to its Funds, CarVal or entities that are wholly owned by CarVal may, among other things, act as a general partner of a Fund or have investment discretion with respect to a Fund investment. As a result of such powers, CarVal is deemed by the applicable regulatory rules to have constructive custody of the assets of each Fund for purposes of the custody rule of the Investment Advisers Act. CarVal satisfies the applicable regulatory requirements related to custody by, among other things, ensuring that 1) each Fund is subject to an annual audit by an independent accounting firm that is registered and examined by the Public Company Accounting Oversight Board, and 2) audited financial statements for each Fund are delivered to the Investors in the Funds within the applicable required time frame.



## **Item 16 – Investment Discretion**

With respect to the majority of its assets under management, CarVal has full discretion and authority to make all investment decisions with respect to the types and amounts of securities to be bought or sold for its Funds, except that such discretion is to be exercised in a manner consistent with the stated investment objectives and guidelines for the particular Fund. When selecting securities and determining amounts, CarVal observes the investment policies, limitations and restrictions of the Funds. The Funds' Offering Documents and/or LPAs may place limits on the types of securities, issuers or industries in the portfolio or the types of investment techniques that may be used in managing the Fund portfolio. The exercise of CarVal's investment discretion includes, but is not limited to, the determination of:

- When to buy or sell.
- Which investments to buy or sell.
- The total amount of investments to buy or sell.
- The broker, dealer or other institution through which investments are bought, sold or managed.
- The prices at which investments are to be bought or sold, which may include spreads, mark-ups, fees and transaction costs payable to one or more third parties.
- How to manage the investments after acquisition, including, for example, whether to engage an asset manager or other third-party service provider.

The account which CarVal manages on behalf of its former parent, Cargill, is non-discretionary, as are certain other investment vehicles managed by CarVal. In the case of single investor vehicles, CarVal may have full discretion as described above, may share discretion, or may manage such accounts on a non-discretionary basis. For CLOs, CCLM is granted discretionary authority through the relevant vehicle's governing documents.

## **Item 17 - Voting Client Securities**

CarVal votes proxies for the exclusive benefit of and in the best economic interest of the relevant Fund, as determined by CarVal in good faith. Proxies are an asset which will be treated by CarVal with the same care, diligence, and loyalty as any other asset. While CarVal is not required to vote every proxy, CarVal exercises its voting responsibilities in a manner that is consistent with its fiduciary duties to the Funds. Consideration is given to both the short- and long-term implications of the proposal to be voted on when considering the optimal vote. There may be times when refraining from voting is in the best interest of a Fund, such as when CarVal's analysis of a particular proxy reveals that the cost of voting the proxy may exceed the expected benefit to the Fund. Before voting, CarVal shall reasonably assess any material conflicts between CarVal's interests and those of its Funds with respect to proxy voting. If a conflict of interest arises in respect to voting a proxy, the investment team and the Compliance Department will evaluate the proposal to determine the appropriate vote which is in the best interest of the respective Fund. A copy of CarVal's Proxy Policy and information on how proxies were voted may be obtained by contacting CarVal at [ADVrequest@CarVal.com](mailto:ADVrequest@CarVal.com).

**Item 18 - Financial Information**

Each registered investment adviser is required to disclose whether it has any financial condition that could impair its ability to meet its contractual commitments to its clients, and whether it has been the subject of a bankruptcy proceeding. CarVal does not have any adverse financial conditions to disclose and has not been the subject of a bankruptcy petition at any time during the past ten years. CarVal does not charge or solicit pre-payment of more than \$1,200 in fees per Client, six months or more in advance. Accordingly, it is not required to include a balance sheet for its most recent fiscal year.