

**Part 2A of Form ADV: Adviser Brochure**

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***This brochure provides information about the qualifications and business practices of Motive Capital Management, LLC (the “Adviser”). If you have any questions about the contents of this brochure, please contact us at (212) 651-0200 or contact Kristy Trieste, our Chief Compliance Officer, at [compliance@motivepartners.com](mailto:compliance@motivepartners.com). The information in this brochure has not been approved or verified by the SEC or by any state securities authority.***

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

***The Adviser is an investment adviser that is registered with the United States Securities and Exchange Commission (the “SEC”). Registration with the SEC as an investment adviser does not imply a certain level of skill or training.***

## **Item 2:      Material Changes**

On July 29, 2021, Item 10 of this Brochure was amended to add disclosure with respect to a strategic partnership that Motive Partners Operating Company, LP, the parent company of the Adviser, has entered into with affiliates of Apollo Global Management, Inc. No other material changes have been made to this Brochure since March 31, 2021.

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## **Item 4: Advisory Business**

Motive Capital Management, LLC (“MCM” or the “Adviser”) is an investment advisory firm specializing in technology-enabled businesses that power financial services, business services and commerce (“Financial Technology”).

MCM provides investment advisory services to pooled investment vehicles referred to in this brochure as “Funds” or “Clients”.

The Adviser is organized as a Delaware limited liability company and is a wholly-owned subsidiary of Motive Partners Operating Company, LP (“Motive Partners” or the “Firm”). Motive Partners was founded in 2016 to establish a fully-integrated, specialist investment platform, bringing together investing, operating and innovating capabilities, with a focus on Financial Technology.

Though MCM, Motive Partners sponsors private fund vehicles that make investments in the Financial Technology sector. MCM also provides investment advisory services to co-investment vehicles sponsored by Motive Partners that offer investors opportunities to co-invest alongside the Firm’s flagship funds in Financial Technology investment opportunities.

Motive Partners generally invests in opportunities in which it believes it can drive value creation through operational and strategic improvement. As appropriate, Motive Partners will be significantly involved with the management and operations of the Funds’ portfolio companies, including by providing services to such portfolio companies through Motive Ops, the Firm’s value creation and industry engagement arm. Motive Ops employs a team of operating professionals and technology experts with specialization in Financial Technology.

Motive Ops contributes to MCM’s industry analysis, sourcing, due diligence and value creation capabilities. In particular, Motive Ops has formed strategic partnerships with financial services and technology industry participants that extend the Firm’s ability to create value for the Funds advised by MCM.

Motive Partners is principally owned by Rob Heyvaert, Founder and Managing Partner, and the Firm’s ownership extends to a broad base of the Firm’s founders, management, employees and strategic third-party investors (who do not have any authority over the day-to-day operations or investment decisions of the Firm or the Adviser).

As the investment adviser to the Funds, MCM anticipates that it will invest each Fund’s assets pursuant to an investment advisory agreement that the Fund will enter into with MCM, and in accordance with the Fund’s limited partnership agreement and other governing documents (the “Fund Governing Documents”). MCM will conduct its investment advisory activities so as to comply with the investment objective, guidelines and restrictions set forth in each Fund’s Governing Documents, as the same may be amended from time to time. MCM does not tailor its investment activities on behalf of a Fund to the needs of any individual investor in a Fund. However, in accordance with common industry practice, a Fund or its general partner may from time to time enter into a “side letter” or similar agreement with an investor pursuant to which the Fund or its general partner grants the investor specific rights, benefits or privileges that are not generally made available to all investors.

As of the date hereof, MCM has approximately \$1,784,599,000 of assets under management, all of which are managed on a discretionary basis. Regulatory assets under management as noted herein include committed capital for the Funds.

## Item 5: Fees and Compensation

In general, MCM receives an asset-based management fee from each Fund that is payable quarterly in advance, as further described in the applicable Fund Governing Documents. If MCM's advisory agreement with a Fund is terminated, management fees will be charged on a *pro rata* basis through to the date of termination, and any fees paid in advance but not earned will be refunded. The general partner of each Fund will generally make capital calls on the Fund's investors for the amount of MCM's management fees and pay the amounts received to MCM. In addition to the management fees described above, the general partner of each Fund (or an affiliate thereof) will typically be entitled to receive a carried interest allocation from the Fund after certain performance hurdles have been met, as further described in the applicable Fund Governing Documents. Such carried interest represents a portion of the Fund's net investment profits. The management fees and carried interest are generally subject to waiver or reduction by the general partner with respect to certain of a Fund's limited partners in the general partner's sole discretion, as further described in the applicable Fund Governing Documents.

Motive Partners retains certain employees and consultants (including through Motive Ops) to provide specialized operational, advisory, technology, development and technical support services and similar or related specialized services, including to Portfolio Companies. The Firm receives compensation in the form of fees, earn outs and/or equity incentives from Funds and/or their portfolio companies in consideration for these services ("Specialized Operational Services Compensation"). In general, the individual employees and consultants providing such services will not directly receive such Specialized Operational Services Compensation. Any such Specialized Operational Services Compensation received by Motive Partners or its affiliates will not be subject to management fee offsets and will therefore be an additional fee or expense borne by the applicable Funds or portfolio companies.

In general, each Fund will bear all costs and expenses incurred in connection with the organization of the Fund, including legal and accounting fees, printing costs, travel and other out-of-pocket expenses, and all costs and expenses incurred in connection with the offering of interests in the Fund (but generally excluding placement fees, if applicable) ("Organizational Expenses"), up to a maximum amount specified in the applicable Fund Governing Documents. Organizational Expenses in excess of this maximum amount, and placement fees (if applicable), will be paid by the Fund but borne by MCM through an offset against the management fee payable by the Fund.

In addition, each Fund will generally be responsible for all expenses relating to its own operations ("Partnership Expenses"), including, without limitation, (a) the management fee, (b) fees, costs and expenses directly related to the discovery, evaluation, purchase, holding, development, management, monitoring and sale of investments, including, without limitation, travel (including commercial first-class equivalent airfare), accommodation, meal and entertainment expenses related to such investments or prospective investments, syndication fees, bank charges, closing and execution costs, sales commissions, appraisal fees and expenses and taxes, (c) principal, interest, fees, costs and expenses and other amounts payable relating to financings, (d) fees, costs and expenses relating to third-party services, including custody, legal, accounting, consulting, investment banking, administrative, tax, audit, depositary, safekeeping and other professional costs including those provided by affiliates of the Fund's general partner or MCM, (e) allocable total compensation (inclusive of bonus and benefits) of in-house attorneys, accountants, tax advisors, marketing specialists and other professionals based upon the percentage of such person's documented business time allocated to matters related to Fund

business, including, for the avoidance of doubt, investments (which compensation may be charged to, and paid directly by, the applicable portfolio company in lieu of the Fund), (f) fees, costs and expenses allocable to the participation of any employee of a portfolio company as a beneficiary of any insurance policy or benefit plan of MCM or an affiliate thereof (which fees, costs and expenses may be charged to, and paid directly by, the applicable portfolio company), (g) any insurance or indemnity expenses (including the cost of premiums with respect to any directors and officers or similar insurance for the employees of MCM but excluding any premiums or fees in connection with any insurance policy the purpose of which is to insure against losses or claims arising from conduct for which such directors, officers or employees may not be indemnified by the Fund), (h) fees, costs and expenses relating to the Fund's administration (including administrative services provided by affiliates of the Fund's general partner or MCM), including preparation of its financial statements, U.S. Internal Revenue Service Schedules K-1 and reports to limited partners, (i) fees, costs and expenses relating to meetings of partners, (j) fees, costs and expenses relating to the Fund's "Limited Partner Advisory Committee," if any, including out-of-pocket expenses of its members, (k) any taxes (other than taxes treated as incurred by specific partners of the Fund), fees or other governmental charges levied against the Fund, (l) fees, costs and expenses relating to unconsummated transactions ("Broken Deal Expenses"), including, without limitation, the fees, costs and expenses described in clause (b) above, and including amounts that would otherwise have been borne directly or indirectly by potential co-investors were such transactions consummated, (m) fees, costs and expenses related to the dissolution and winding up of the Fund, (n) fees, costs and expenses incurred in connection with any restructuring or amendments to the constituent documents of the Fund, (o) expenses relating to defaults by limited partners in the payment of capital contributions, (p) fees, costs and expenses (and damages) related to regulation, litigation, government inquiries, investigations, proceedings or compliance with applicable law, in each case related to the Fund or its investments, including, without limitation, regulatory expenses of the Fund's general partner and MCM related to the preparation and filing of Form PF and other similar regulatory filings, compliance or filings related to the European Alternative Investment Fund Managers Directive or the European Union General Data Protection Regulation, expenses related to complying with the reporting requirements of Sections 1471 through 1474 of the U.S. Tax Code and certain regulations and other administrative guidance thereunder and, in each case, similar regulations and administrative requirements in other jurisdictions, and expenses related to compliance with and filings under other applicable laws, rules and regulations and (q) fees, costs and expenses incurred in connection with administering side letters entered into with the Fund's limited partners, including the distribution and implementation of any applicable elections pursuant to "most favored nation" or similar clauses.

The applicable Fund Governing Documents for each Fund have provisions that allow the Funds to borrow money for investment and other purposes. Such borrowings may be made prior to capital being called from the Fund's limited partners or even in lieu of calling capital. This mechanism may defer investor capital calls and provides a form of leverage that can have the effect of amplifying a Fund's reported net internal rate of return (IRR), particularly in the early years of a Fund's investment cycle. Such borrowings can also accelerate the date upon which a Fund's preferred return will be achieved for purposes of determining when MCM (or affiliates which earn carried interest) are entitled to begin receiving carried interest payments on distributions from a Fund. In accordance with the terms of the applicable Fund Governing Documents, interest payments and other fees and expenses incurred in respect of such borrowings are partnership expenses and such expenses will decrease a Fund's net returns over time.

Broken Deal Expenses will generally be borne solely by the Funds, in accordance with the Funds' Governing Documents, even if co-investors were being sought or in some cases have agreed to participate had the transaction been consummated. Such co-investors may include those with whom the Adviser has pre-existing relationships, as well as co-investors that have participated in other completed transactions. By generally bearing the Broken Deal Expenses, the Funds provide a potential benefit to other co-investors in the Funds' investments.

In general, a Fund's allocable portion of all transaction, directors', management, monitoring, consulting and break-up fees and other similar fees ("Special Incomes") received by any Special Income Recipient (as defined below) and its affiliates and employees in connection with a Fund's investments, proposed investments or portfolio companies, net of unreimbursed transaction expenses incurred by any Special Income Recipient or its affiliates, will be applied to reduce the Fund's management fee for the following quarterly period. In general, Special Incomes will only include the portion thereof that is allocable to the Fund and will exclude any Specialized Operational Services Compensation (if applicable). "Special Income Recipient" means, as applicable, the general partners of each Fund, MCM, Motive Partners GP, LLC, the key persons of each Fund or any of their respective officers, directors, managers, employees or affiliates.

MCM or its affiliates may retain certain sector-specialized industry executives to assist in the development of investment opportunities and provide management, advisory, operational diligence and other services to a Fund and its portfolio companies (the "Industry Partners"). Such services may include serving as portfolio company senior management and participating in the determination of corporate strategy. In general, each Industry Partner will receive a retainer paid and borne by MCM or its affiliates. An Industry Partner may also receive compensation, which may include fees, salary, incentive equity, stock awards or other non-cash compensation (the "Industry Partner Fees"), from a Fund or its portfolio companies, as consideration for such services at rates MCM believes are commensurate with their roles at such portfolio companies. Industry Partners will also be reimbursed by the Fund or its portfolio companies for their expenses incurred in connection with such services. In general, Industry Partner Fees will not constitute Special Incomes and will not otherwise reduce the management fee payable by a Fund.

MCM will also endeavor to align the interests of each Fund and the Industry Partners by granting equity interests in portfolio companies and related incentives to the Industry Partners, whether in respect of their contributions to portfolio company management or their assistance in developing the relevant investment opportunity. The contributions of the Industry Partners are difficult to value, and MCM will take into consideration such factors as it deems relevant in its discretion in connection with engaging any Industry Partner, retaining any Industry Partner to assist in portfolio company management or determining the Industry Partner Fees that will be payable to any such Industry Partner. Such considerations may include factors other than price, including, without limitation, strategic considerations, reputation and industry knowledge. Accordingly, there can be no assurance that the compensation paid to the Industry Partners will be at the lowest rates possible to a Fund or otherwise on favorable terms.

The Industry Partners include one or more individuals who were founders of the Firm. Certain Industry Partners hold an indirect stake in the general partners of the Funds and MCM and are entitled to a portion of the carried interest distributable to the general partner and a share of the net revenue of MCM. The Industry Partners may also receive a retainer from MCM. The relationship between MCM and the Industry Partners may create an incentive for MCM Manager to retain Industry Partners for management roles at portfolio companies without regard to the availability of other qualified candidates. Current or prospective Industry Partners may be investors in, provide goods or services to or have other relationships with the Funds, MCM or its

personnel, which in turn may influence MCM's decisions with respect to the retention and compensation of Industry Partners. Accordingly, MCM may face conflicts of interest with respect to the engagement of Industry Partners. Notwithstanding any such potential conflict, in no event will any compensation paid to or received by Industry Partners be applied to offset management fees or otherwise be shared with the Funds or their investors.

Investors and prospective investors in each Fund should refer to the applicable Fund Governing Documents for more detailed information concerning the fees, carried interest, Specialized Operational Services Compensation, Industry Partner Fees and other expenses that a Fund will bear.

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

As noted in “Item 5: Fees and Compensation” above, the general partner of each Fund (or its affiliate) will be entitled to receive a carried interest allocation from the Fund after certain performance hurdles have been met. These performance-based carried interest distributions create conflicts of interest, including an incentive for MCM to engage in riskier or more speculative investments on behalf of the Funds than might otherwise be the case and an incentive for MCM, when allocating investment opportunities, to favor clients with a potential for performance-based compensation over clients with no performance-based compensation. MCM has adopted policies and procedures that are designed to ensure that all of its clients are treated in a fair and equitable manner with respect to the allocation of investment opportunities. See “Item 12: Brokerage Practices” below.

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

At present, MCM's only clients are the Funds. It is expected that the investors in the Funds will generally include U.S. and non-U.S. corporations, endowments, estates, foundations and university endowments, banks or thrift institutions, state or municipal government entities, government owned investment entities, high-net worth individuals, corporate and state pension and profit-sharing plans, Taft-Hartley plans, pooled investment vehicles and trusts, and include, directly or indirectly, principals, employees or other affiliates of Motive Partners. Interests in the Funds are offered pursuant to applicable exemptions from registration under the Securities Act of 1933, as amended (the “Securities Act”) and the Investment Company Act of 1940, as amended (the “1940 Act”). An investor in the Funds generally must be an “accredited investor” within the meaning of Rule 501 of Regulation D under the Securities Act, a “qualified client,” as defined in Rule 205-3 under the Investment Advisers Act of 1940, as amended (the “Advisers Act”), and a “qualified purchaser” as defined in Section 2(a)(51) of the 1940 Act.



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

### **Methods of Analysis; Investment Strategies**

The Adviser's investment strategies are discussed in more detail below. The following descriptions are qualified in their entirety by reference to the applicable Fund Governing Documents and private placement memorandum of each Fund.

MCM will invest across the Financial Technology sector, including, but not limited to investments in businesses that operate in the banking, lending, investing, insurance, payments, asset management and capital markets subsectors or otherwise provide technology-enabled services to financial institutions, financial service providers, business service providers or otherwise enable commerce through technology. It is anticipated that the Funds will focus primarily on investment opportunities in North America and Europe. MCM will generally target investment opportunities that will benefit from the team's experience building and operating Financial Technology companies and from the strategic insights and capabilities of Motive Ops.

MCM intends to effect this strategy using a broad variety of investment types and transaction structures, as well as a wide range of investment securities. Transactions may take many forms, including buyouts, spinouts, strategic investments, recapitalizations, turnarounds, restructurings, strategic toehold stakes, carveouts, acquisition financing, distressed securities, and structured securities. The Funds may invest in a number of different types of securities, including common stock, preferred stock, debt, convertibles, options, warrants, and combinations thereof.

### **Due Diligence Process**

Once an opportunity has passed MCM's initial screening, MCM forms an integrated deal team including investment professionals and representatives from Motive Ops. This team undertakes a diligence process evaluating the validity of the investment thesis and assessing the potential risks in the transaction. Key factors that MCM considers as part of its diligence process include:

- The strategic value of the prospective portfolio company;
- The competitive advantages and growth strategies of the prospective portfolio company's business model as well as any areas of weakness and potential threats from new entrants, new technologies, or substitutions;
- The prospective portfolio company's existing technological infrastructure;
- The potential for value creation through organic growth opportunities, potential add-on acquisitions, and cost optimization opportunities; and
- Various financial factors, including historical and emerging financial trends, sensitivities to key drivers, and the implications of various upside and downside scenarios.

MCM may also selectively engage third party professionals, including accountants, lawyers, industry consultants, and other experts to provide an independent evaluation of a prospective portfolio company's historical performance, market positioning, and future prospects.

### **Active Management to Transform Companies through Value Creation**

Once an investment has been made, MCM will take an active role in seeking to grow the portfolio company, optimize financial performance and maximize returns for its investors. MCM will work closely with a portfolio company's management team to monitor the progress of any initiatives being implemented and respond to any opportunity or challenge a portfolio company may face. Throughout this process, MCM will work closely with Motive Ops and may also engage other operational advisors who can contribute additional strategic insights and operational capabilities. Key areas of focus include organizational improvements, strategic initiatives, operational efficiency and technological transformation.

## **Monetization**

MCM investment strategy strives to invest in and grow strategic businesses with multiple exit strategies and opportunities. The deal team will monitor potential exit strategies and opportunities from the outset of an investment. Once an exit strategy and/or opportunity becomes more clearly defined for a portfolio company, the deal team will consult with MCM's investment committee. The decision by the investment committee regarding when and how to exit an investment will be based on each portfolio company's operating performance and outlook, relevant industry, regulatory and economic trends, and overall conditions in the financial markets.

## **Risk Factors**

The investment strategies pursued by MCM involve a number of significant risks. These investment strategies may be deemed to be speculative, and such investment strategies are not intended as complete investment programs. They are designed for sophisticated investors who fully understand and are capable of bearing the risk of such investments. Investment risks include, but are not limited to, the following:

- The investment strategies pursued by MCM tend to involve making illiquid private investments in a relatively small number of portfolio companies. As a result, the portfolios managed by MCM tend to be highly concentrated, and the failure of even one of these investments could have a materially adverse impact on a portfolio's overall performance.
- The businesses of the portfolio companies in which MCM invests are subject to significant risks, including strategic, financial, technical or other challenges. Some of these portfolio companies may be highly leveraged, and exit strategies may be uncertain at the time an investment in the portfolio company is made. Portfolio companies may be highly leveraged and therefore may be more sensitive to declines in revenues, increases in expenses and adverse business, political or financial developments or economic factors such as a significant rise in interest rates, a severe downturn in the economy or deterioration in the condition of such companies or their industries. The success of these investments is highly dependent on the ability of the managers of the portfolio companies to successfully navigate these and other challenges.
- Third parties that may owe a Fund or portfolio companies money, securities, or other assets may not perform their obligations. These parties include transaction counterparties, custodians, brokers, administrators and other financial intermediaries. These parties may default on their obligations to a Fund or portfolio companies, due to bankruptcy, lack of liquidity, operational failure, or other reasons, which could have a materially adverse impact on a portfolio's performance.
- As noted above, MCM will invest in opportunistic investments in the Financial Technology sector. As a result, it is anticipated that each Fund's portfolio will be heavily if not entirely

concentrated in this one industry. A Fund's performance will depend heavily on the economic prospects of the Financial Technology sector, which will be influenced by a number of market and other factors that are beyond MCM's ability to control.

- The financial services sector is subject to greater amounts of regulation than other industries generally. Investments in portfolio companies that are subject to greater amounts of governmental regulation pose additional risks relative to investments in other companies generally. Changes in applicable laws or regulations, or in the interpretations of these laws and regulations, could result in increased compliance costs or the need for additional capital expenditures and/or regulatory capital requirements. If a portfolio company fails to comply with these requirements, it could also be subject to civil or criminal liability and the imposition of fines.
- MCM generally reserves the right to invest overseas. Investing overseas entails additional investment risks, including currency risk, lack of transparency and the risk of operating in markets with less well-developed legal systems to protect the rights of investors and creditors.
- Investments in private funds are generally illiquid, and interests in such funds may not generally be transferred without the prior consent of the fund's general partner and the satisfaction of certain other conditions. Investors in a Fund must be able and prepared to maintain their investments in the Fund over the entire life of the Fund.
- Investments in private funds are generally passive investments. As limited partners, investors in private funds generally have no control over the day-to-day operations of the funds and limited rights to protect themselves if they are dissatisfied with the manner in which a fund is being operated. Limited partners in a Fund will be highly dependent on the investing skills and management abilities of MCM to achieve success.
- MCM may leverage the Funds' investments. Leveraged investments will be subject to increased exposure to adverse economic factors such as a significant rise in interest rates or a severe downturn in the economy. The leverage provided will result in interest expense and other costs incurred in connection with such borrowings, which may not be covered by available cash flow. While leverage may enhance the total return to limited partners in a Fund, if investment results fail to cover borrowing costs, returns to the Fund's limited partners will be lower than if there had been no borrowings.
- The valuation of the portfolio companies in which MCM invests is a difficult task that relies heavily on business judgment. There can be no assurance that any Fund will be able to realize their investments at a price that is commensurate with the value at which such investments have been carried.
- Private funds are managed in a manner that is consistent with the best interests of the fund, which is not necessarily consistent with the best interests of each individual investor in the fund. For example, MCM may structure investments so as to maximize tax efficiency for a Fund, but which may not be the most tax advantageous structuring possible for an individual investor, depending on that investor's own particular facts and circumstances.
- The competition for sourcing investments in private equity opportunities is becoming increasingly intense. There can be no assurance that MCM will be able to source a sufficient number of suitable investments at reasonable valuations to achieve its investment objective.
- A public health crisis, such as the COVID-19 pandemic, can have unpredictable and adverse impacts on global, national and local economies, which can in turn negatively

impact a Fund and its investment performance. Disruptions to commercial activity (such as the imposition of quarantines or travel restrictions) or, more generally, a failure to contain or effectively manage a public health crisis, may adversely impact the businesses of a Fund's portfolio companies. In addition, such disruptions can negatively impact the ability of MCM's personnel to effectively identify, monitor, operate and dispose of investments. Finally, the outbreak of COVID-19 has contributed to, and may continue to contribute to, extreme volatility in financial markets. Such volatility could adversely affect MCM's ability to raise capital for a Fund, find financing for a Fund's portfolio companies or identify potential purchasers of a Fund's investments, all of which could have material and adverse impact on a Fund's performance. The impact of a public health crisis such as COVID-19 (or any future pandemic, epidemic or outbreak of a contagious disease) is difficult to predict and presents material uncertainty and risk with respect to a Fund's performance.

- MCM and the portfolio companies are subject to the risk that information technology systems may be vulnerable to damage or interruption from computer viruses, network failures, computer and telecommunication failures, infiltration by unauthorized persons and cybersecurity breaches, usage errors by their respective professionals, power outages and catastrophic events such as fires, tornadoes, floods, hurricanes and earthquakes. Although MCM, portfolio companies, and their respective vendors may implement various measures to manage risks relating to these types of events, if these systems are compromised, become inoperable for extended periods of time or cease to function properly, the Funds or a portfolio company may have to make a significant investment to fix or replace them. Such a failure could harm MCM or a portfolio company's reputation, subject any such entity and their respective affiliates to legal claims and otherwise affect their business and financial performance.
- The Funds and their general partners will utilize the services of third-party service providers such as the Funds' auditors, administrator, external counsel, accountants, custodian and other consultants. Service providers will be selected by the Funds' general partners or MCM on behalf of the Funds with due care and consistent with their obligations under applicable law. Nevertheless, there exists a risk that such service providers may provide incorrect advice from time to time or may otherwise make errors when providing services, and the Funds may bear the risk of any errors or omissions by such service providers. Certain of the Funds', their general partners', and the MCM's activities will be dependent upon systems operated by third parties, and MCM may not be in a position to adequately verify the risks or reliability of such third-party systems.
- As noted above, Motive Ops retains employees and consultants to provide specialized operational, advisory, technology, development and technical support services and similar or related specialized services to Motive Ops' clients (including portfolio companies of the Funds). If the affiliation between Motive Ops and MCM is terminated (through the sale, transfer or dissolution of Motive Ops or otherwise), the Funds would no longer benefit from the competitive advantage (if any) provided by Motive Ops and any services provided to portfolio companies by Motive Ops may need to be provided instead by third parties, potentially at an increased cost to such portfolio companies. In addition, there can be no assurance that any individual professional retained by Motive Ops will continue to be affiliated with Motive Ops throughout the term of the Fund or that replacements, if any, will perform well. The ability to recruit, retain and motivate such professionals is dependent on the ability of Motive Ops to offer attractive incentive opportunities. The loss of the services of one or more professionals retained by Motive Ops could have a material adverse effect on Motive Ops and the Funds.

- In addition, the relationship between Motive Ops and MCM and Motive Ops' other business activities, including its role as an incubator of start-up Financial Technology Companies, creates conflicts for Motive Partners between the interests of Motive Ops and the interests of the Funds. See "Item 10: Other Financial Activities and Interests" below.

No guarantee or representation can be made that MCM will achieve its investment objective or that investors will receive a return of their capital. All investing involves a risk of loss and the investment strategies pursued by MCM could lose money over short or even long periods of time. Prospective investors in a Fund are advised to review the applicable Fund Governing Documents for full details on the Fund's investment, operational and other actual and potential risks.

## **Item 9: Disciplinary Information**

Not applicable.

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

Neither MCM nor any of its directors, officers or principals is registered, or has an application pending to register, as a broker-dealer or as a registered representative of a broker-dealer or as a futures commission merchant, commodity pool operator, commodity trading advisor, or as an associated person of any of the above.

As noted above, MCM is a wholly-owned subsidiary of Motive Partners and affiliated with Motive Ops, a platform that develops technology, incubates new Financial Technology businesses and forms strategic partnerships. It is anticipated that one or more of the Funds may invest in investment opportunities that have been developed by Motive Ops or in which affiliates of MCM have an interest as a result of the activities of Motive Ops. Such transactions could present conflicts of interest, including an incentive to favor Motive Partners over the Fund in setting the terms of such transactions, such as determinations of whether the transaction is contemplated at a price that is higher or lower than market value or on terms that are more favorable to the buyer or seller than the prevailing market terms. The Fund Governing Documents of each Fund generally provide that any such transactions must be approved by the Fund's limited partners or "Limited Partner Advisory Committee."

Motive Ops and other the other business activities of Motive Partners are likely to require the Firm's investment professionals to devote substantial amounts of their time to matters unrelated to the business of the Funds, which may give rise to conflicts in the allocation of management resources, and the Fund will have no interest in any such other activities. In additional, any advisors or consultants retained by the Firm will not be exclusive and may devote substantial amounts of their time to matters unrelated to the business of the Firm or the Fund.

Motive Partners has entered into a strategic partnership with affiliates of Apollo Global Management, Inc. (NYSE: APO) ("Apollo"), pursuant to which Motive Partners has agreed to, among other things, serve as a strategic partner to Apollo, while Apollo has acquired a non-controlling minority interest in Motive Partners and Apollo and/or certain of its managed funds and accounts have committed to invest in Funds. Apollo does not have authority over or responsibility for the day-to-day operations or investment decisions of the Adviser. However, Apollo does have

certain significant minority investor protection and committee observation rights (which committee observation rights are subject to confidentiality obligations) with respect to the Adviser and its affiliates. In addition, Apollo has economic interests in Motive Partners (including as a creditor of Motive Partners) that, among other things, give it the right to participate in a portion of any carried interest, management fees and other revenue sources. The existence of these economic interests in Motive Partners may diminish the alignment of Apollo's interests as Fund investors with the interests of other investors in a Fund. Apollo and Motive Partners have also agreed to partner in other strategic initiatives involving Funds, Apollo-managed funds and accounts, affiliates of Motive Partners and Apollo and their respective portfolio companies. As part of Motive Partners' strategic partnership with Apollo, Motive Partners and a limited number of its personnel have entered, or will enter, into consulting or similar agreements with Apollo in order to provide certain operational and other consulting services to Apollo, its managed funds and accounts and their respective portfolio companies. Subject to the terms of the strategic partnership arrangements, Apollo and/or its managed funds and accounts will invest in Funds and other strategies and receive preferential economic terms and co-investment rights consistent with the size of its investments in such Funds. Such persons will also retain the ability to serve on the Limited Partner Advisory Committees of Funds. Additionally, Apollo may have other relationships that may give rise to potential conflicts, such as relationships with investment vehicles and accounts that pursue investment strategies similar to those of a Fund, and Apollo may compete with the Fund for investment opportunities and is under no obligation to share any investment opportunity, idea or strategy with the Fund or Motive Partners. Notwithstanding its minority interest in Motive Partners, Apollo will have no fiduciary duties to (i) a Fund or other investors in exercising any of its rights as a limited partner of such Fund, (ii) the general partner of such Fund or (iii) the Adviser. While Apollo has incentives to see each Fund and Motive Partners succeed, there can be no guarantee that any such conflict will be resolved in favor of a Fund and Motive Partners.

As noted above, the Fund Governing Documents generally provide that the Funds will be responsible for all costs and expenses in connection with their operation, other than the costs and expenses that will be the responsibility of MCM, its affiliates or other third parties. A conflict of interest could arise in MCM's determination of whether certain costs or expenses that are incurred in connection with the operation of the Fund meet the definition of "Partnership Expenses" for which the Funds are responsible, or whether such expenses should be borne by MCM or its affiliates. The Funds will be reliant on the determinations of MCM in this regard, and also in regard to the allocation of investment expenses and any common operating expenses as among the Funds and any other affiliates of the Motive Partners.

Under the applicable Fund Governing Documents, certain transactions that involve conflicts of interest between MCM and its affiliates, on the one hand, and a Fund, on the other (e.g., an investment in an investment opportunity arising out of Motive Ops), are required to be, or may be permitted to be, submitted to the applicable Fund's Limited Partner Advisory Committee for resolution. In such situations, the approval of the Limited Partner Advisory Committee will be binding on the Fund; however, the Limited Partner Advisory Committee will not necessarily represent the interests of all the investors in the Fund, and the members of the Limited Partner Advisory Committee may themselves be subject to various conflicts of interest (including as investors in other entities related to MCM and its affiliates). The investors in a Fund will not be entitled to control the selection of members of the Limited Partner Advisory Committee.

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

MCM has established a code of ethics (the “Code of Ethics”) that sets forth standards of ethical conduct for its professionals. The Code of Ethics addresses standards for treating clients ethically, addressing potential conflicts of interest and monitoring and restricting personal trading by MCM and its affiliates and professionals. In addition, the Adviser has established policies and procedures that address, among other things, potential conflicts of interest that might arise in the management of client assets.

As a general rule, MCM does not buy or sell securities of public companies. Consequently, except in special circumstances, no conflict typically arises when an employee of MCM buys, holds or sells a publicly-traded security. However, from time to time, MCM personnel may come into possession of material non-public information related to public companies. In such circumstances, employees must comply with all applicable securities laws on so-called insider trading. MCM will at all times maintain a list of securities of companies that the Adviser is actively evaluating for purchase in a client’s account, in which a client account holds an interest, or about which MCM might have received material non-public information (the “Restricted List”). The Chief Compliance Officer will update the Restricted List as appropriate. Securities will be removed from the Restricted List when information is no longer material and an appropriate “cooling off period” has lapsed. In addition, MCM personnel are required to pre-clear all personal trades with the Chief Compliance Officer involving securities that are offered pursuant to a private placement or initial public offering, or securities that are issued by a company on the Restricted List or any publicly-traded company that is engaged in the Financial Technology industry.

MCM’s employees may not take for their own advantage an opportunity that rightfully belongs to MCM or its clients, may not use Adviser or client property, information or position for personal gain, and may not compete directly or indirectly with MCM or its clients.

MCM’s employees and controlled persons must certify annually that they have read and agree to comply in all respects with the Code of Ethics and that they have disclosed or reported all personal securities transactions, holdings and accounts required to be disclosed or reported by the Code of Ethics.

Additionally, the Code of Ethics provides for a range of sanctions should anyone violate the Code of Ethics. These sanctions include, but are not limited to, a warning, fines, disgorgement, and suspension or termination of employment.

The paragraphs above only represent a summary of key provisions in the Code of Ethics. MCM will provide a copy of the entire Code of Ethics to any client or prospective client (including any investor therein) upon request.

Because the general partner of a Fund will be an affiliate of MCM, the Adviser has a material interest that could create conflicts that must be managed. It is anticipated that each Fund will have a Limited Partner Advisory Committee (the seats of which are filled by limited partners that represent a significant percentage of the Fund’s committed capital and that are not affiliates of MCM or the General Partner) that reviews transactions where a potential conflict of interest exists, pursuant to the applicable provisions of the Fund’s limited partnership agreement.

MCM may, on occasion, engage in a transaction that constitutes a “principal transaction” within the meaning of Section 206(3) of the Advisers Act. In such a transaction, an adviser acts as

principal for its own account with respect to the sale of a security to, or purchase of a security from, its client. If, however, MCM determines such a transaction is in the best interests of a client, MCM may enter into such transaction provided that MCM has met: (1) the Advisers Act requirements with respect to such a transaction, including the relevant disclosure requirements and the requirement to obtain the informed consent of the client; and (2) any requirements imposed by the Fund Offering Documents. MCM may also effect cross transactions between client accounts; in such a situation MCM will seek to ensure that the transaction is fair and equitable for all clients involved and is effected (i) pursuant to all applicable policies and procedures, and (ii) all applicable requirements under the Advisers Act.

## **Item 12: Brokerage Practices**

MCM's advisory business generally involves privately negotiated transactions in which best execution obligations do not arise in the same context as transactions in publicly traded securities. With respect to such private transactions, MCM believes it fulfills its best execution responsibilities through careful evaluation and negotiation of the terms of each such transaction.

However, MCM may from time to time purchase or sell publicly traded securities. In such circumstances, MCM considers various factors in determining which broker is most likely to deliver best execution including, but are not limited to, the Adviser's knowledge of negotiated commission rates and spreads currently available; the nature of the security or instrument being traded; the size and type of the transaction; the nature and character of the markets for the security or instrument to be purchased or sold; the desired timing of the trade; the activity existing and expected in the market for the particular security or instrument; confidentiality; the execution, clearance, and settlement capabilities as well as the reputation and perceived financial soundness of the broker selected and other brokers considered; MCM's knowledge of actual or apparent operational problems of any broker; the broker or dealer's execution services rendered on a continuing basis and in other transactions; and the reasonableness of spreads or commissions.

MCM does not maintain relationships with broker-dealers that feature soft-dollar benefits or referral arrangements.

MCM maintains policies and procedures that are designed to ensure that all investment opportunities are, to the extent applicable, allocated among MCM's clients on a basis that over time is fair and equitable to each client relative to other clients taking into account all relevant facts and circumstances. MCM may depart from this policy in a particular circumstance if it is determined that it would be appropriate to do so and that such a departure would nonetheless be consistent with MCM's fiduciary duties to its clients. The factors generally considered by MCM in making an allocation determination include: (i) differences among clients with respect to available capital, size and remaining life of each client, (ii) the nature of the investment opportunity, (iii) potential conflicts of interest, (iv) the applicable provisions of each client's governing documents, (v) tax, legal or regulatory considerations, and (vi) current and anticipated market conditions. MCM does not anticipate any significant sharing of investment opportunities between Funds of different vintages. However, such cross-fund sharing of investment opportunities may occur in circumstances deemed appropriate by MCM. A follow-on investment opportunity in an existing portfolio company will generally first be considered as an opportunity for the client that has an existing investment in that portfolio company.

Motive Partners may also offer co-investment opportunities in accordance with the terms of the Fund Governing Documents and will allocate such opportunities among interested parties in accordance with the Fund's co-investment policy, as amended from time to time, including, for



example, on the basis of the size of a Fund investor's commitments to a Fund as well as a broad range of other considerations including commercial and strategic considerations for the applicable investment, an investor's stated desire to participate in co-investments, MCM's determination of the appropriateness of offering a co-investment opportunity, an investor's ability to execute such offer and the approval of transaction counterparties. There can be no assurances with respect to the amount of any co-investment opportunity that the opportunity will be made available to a Fund investor and MCM cannot guarantee or predict the availability to an investor any future co-investment opportunities. Subject to Apollo's co-investment rights described above, investing in the Funds does not entitle any investor to allocations of co-investment opportunities and such opportunities may, and typically will, be offered to some and not to other investors or to third parties that are not investors in the Funds. Further, a Fund may make an investment with the intention of bridging a portion of such investment for co-investors.

### **Item 13: Review of Accounts**

MCM monitors each of the investments it makes in portfolio companies on an ongoing and continuous basis.

On a quarterly basis, investors in each Fund will receive written financial reports, including an unaudited balance sheet, a statement of net income or net loss, a statement of changes in financial position or a cash flow statement, and a supplemental statement of such investor's capital account. On an annual basis, investors in each Fund also will receive audited financial statements of the Fund, valuations of all of the Fund's investments, and tax information necessary for the completion of U.S. tax returns.

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

MCM has for certain Funds, and may in the future, engaged a third party placement agent to introduce potential investors to the Funds. Depending on the specific arrangement, MCM generally pays a placement fee, which may be calculated as a percentage of the commitment amount of the investor. In general, placement fees will be paid by the Fund, but borne by the Adviser through management fee offsets.

As noted in "Item 5: Fees and Compensation" above, in general, a Fund's allocable portion of any Special Incomes received by MCM and its affiliates and employees in connection with the Fund and its investments, net of unreimbursed transaction expenses incurred by MCM or its affiliates, will be credited to the Fund and distributed to its investors in accordance with that Fund's Governing Documents. In general, Special Incomes will only include the portion thereof that is allocable to the Fund and will exclude any Specialized Operational Services Compensation (if applicable).

## **Item 15: Custody**

MCM will conduct all business operations in such a way that all client cash and securities over which the Adviser is deemed to have custody under applicable law (other than certain privately offered securities) will be preserved in the safekeeping of independent qualified custodians.

With respect to each Fund, because the general partners of the funds are affiliates of MCM, MCM is deemed to have custody of the Fund's assets. To comply with applicable custody rules, an independent public accountant audits the Fund's financial statements annually, and the audited financial statements are distributed to the investors of the Fund within 120 days of the Fund's fiscal year end.

## **Item 16: Investment Discretion**

In general, advice to the Funds will be provided on a discretionary basis. The terms and conditions governing MCM's discretion over the investments made on behalf of its clients is set forth in writing in the applicable investment management agreement or Fund Governing Documents. As a general policy MCM does not allow investors in the Funds to place limitations on this discretionary authority.

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

In accordance with Rule 206(4)-6 of the Advisers Act, MCM has adopted and implemented written policies and procedures governing the voting of client securities. The Funds are primarily invested in privately-held portfolio companies that do not typically issue proxies. However, in the event proxies have to be voted, MCM will generally be responsible for voting proxies on behalf of its clients. MCM will vote client proxies in a way that it believes will maximize value for its clients. In exercising its voting discretion, MCM and its employees will seek to avoid any direct or indirect conflict of interest raised by such voting decision. MCM's proxy voting policy includes procedures designed to ensure that any conflicts of interest are resolved in an appropriate manner.

A copy of MCM's written proxy voting policies and procedures, as well as a record of how the Adviser has voted in the past, will be maintained and available for client review upon written request.

## **Item 18: Financial Information**

MCM is not aware of any financial conditions that are reasonably likely to impair its ability to meet its contractual obligations to its clients. MCM has never been the subject of a bankruptcy petition.