

TIKEHAU CAPITAL NORTH AMERICA LLC

Star America Infrastructure Partners LLC

Tikehau Structured Credit Management LLC

Form ADV, Part 2A

August 13, 2021

This brochure provides information about the qualifications and business practices of Tikehau Capital North America LLC (“TCNA”), Star America Infrastructure Partners LLC (“Star America”) and Tikehau Structured Credit Management LLC (“TSCM”) and, together with Star America, the “Relying Advisers” and, collectively with TCNA, “Tikehau” or the “Advisers”). If you have any questions about the contents of this brochure, please contact us at (646) 876-2088 or at akhorasanee@tikehaucapital.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (the “SEC”) or by any state securities authority.

Additional information about the Advisers is also available on the SEC’s website at www.adviserinfo.sec.gov. TCNA and each of the Relying Advisers is registered with the SEC as an investment adviser under the U.S. Investment Advisers Act of 1940, as amended (the “Advisers Act”). Registration with the SEC or with any state securities authority does not imply a certain level of skill or training.

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IMPORTANT NOTE ABOUT THIS BROCHURE

This Brochure is not:

- an offer or agreement to provide advisory services to any person
- an offer to sell interests (or a solicitation of an offer to purchase interests) in any investment vehicle or other persons
- a complete discussion of the features, risks or conflicts associated with any advisory relationship

As required by the Advisers Act, the Advisers provide this Brochure to current and prospective clients. An Adviser can also, in its discretion, provide this Brochure to current or prospective investors in a client that is a pooled investment vehicle such as a Fund or CLO (each as defined below). A Brochure provided to current or prospective investors should be read together with a Fund's or CLO's offering documents, regulatory filings (as applicable), organizational documents, management contracts, transaction documents or other related documents (the "Governing Documents"), prior to, or in connection with, such persons' investment in a Fund or CLO. Additionally, this Brochure is available through the SEC's Investment Adviser Public Disclosure website.

Persons who receive this Brochure should be aware that the Brochure is intended to provide information about the Advisers necessary to comply with the Advisers' disclosure obligations under the Advisers Act. Information in this Brochure could be presented differently from information presented in the Governing Documents or in other public or private disclosures. To the extent there is any conflict between discussions herein and similar or related discussions in any Governing Documents, the relevant Governing Documents shall govern and control. More complete information about each Fund or CLO is included in relevant Governing Documents, certain of which can only be provided to current and eligible prospective investors by the relevant fund, CLO or by another authorized party.

ITEM 2: MATERIAL CHANGES

This Brochure, dated August 13, 2021, adds Tikehau Structured Credit Management LLC as a relying adviser of Tikehau Capital North America LLC. Please carefully read Items 4, 5, 8 and 10, which have expanded upon the description of the Firm's business, including certain fees and expenses, risks and potential conflicts of interest associated with the addition of the new relying adviser.

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ITEM 4: ADVISORY BUSINESS

Tikehau Capital North America LLC (together with its participating affiliates, “TCNA”) is an investment adviser with its principal place of business in New York, NY. TCNA is wholly owned by Tikehau Capital S.C.A. (“Tikehau Capital”), an asset management and investment company formed in 2004 in Paris. Tikehau Capital is a key player in the alternative investment industry in France and invests in private debt, capital market strategies, real assets and private equity. Tikehau Capital is listed on Euronext Paris.

Star America Infrastructure Partners, LLC (together with its affiliates, “Star America”) is a subsidiary of TCNA registered with the SEC as an investment adviser relying on TCNA’s investment adviser registration and with its principal place of business in Roslyn Heights, NY. Star America advises private funds that make investments in infrastructure assets, including through public-private partnerships and investments in privately owned and operated assets. Tikehau Structured Credit Management LLC (“TSCM” and, together with Star America, the “Relying Advisers”) is a subsidiary of TCNA registered with the SEC as an investment adviser relying on TCNA’s investment adviser registration and with its principal place of business in New York, NY. TSCM acts as collateral manager to issuers of collateralized loan obligation securities and to special purpose vehicles entering into short-term and long-term warehouse, repurchase or other credit facilities to finance the preliminary accumulation and “ramp-up” of loans comprising all or a portion of the initial pool of collateral for any such issuer (each a “CLO”). See Item 10 for additional information regarding the Relying Advisers. TCNA, together with the Relying Advisers, are collectively referred to as “Tikehau” or the “Advisers”. The Advisers operate as a single investment advisory business under common control, with a common Chief Compliance Officer (“CCO”); however, the Relying Advisers each have distinct Investment Committees with distinct rights and authorities that govern strategy, management and investment decisions for the relevant Funds and CLOs, as well as day-to-day operations of the relevant Relying Adviser.

Certain of the Advisers provide investment advice to pooled investment vehicles and certain co-investment vehicles or parallel funds (the “Funds”) and certain affiliated entities of the Tikehau Group (as defined below). The Funds and CLOs, together with the affiliated entities advised by certain of the Advisers, are collectively referred to as “Clients”. Other management companies in the Tikehau Group also manage the Funds and CLOs. The Group provides investment management services to other clients, other investment funds, other CLOs, client accounts, and proprietary accounts in which none of the Clients will have an interest (such other clients, funds and accounts, the “Other Accounts”).

The Advisers also provide advisory services related to investments in North America to Tikehau Capital and its subsidiaries and serves as sub-adviser to Funds managed by Tikehau Investment Management S.A.S. (“Tikehau IM”), a French simplified joint stock company that is an alternative investment fund manager.

For purposes of this brochure and unless otherwise noted, references to the Advisers refer to current or future advisory services with respect to North American assets. The Advisers, Tikehau Capital and Tikehau IM, along with their respective affiliates, are collectively referred to as the “Tikehau Group” or the “Group.”

The Tikehau Group operates through four business lines:

- **Private debt:** The Group is one of the pioneers of private debt transactions in Europe and France. Through its private debt business, the Tikehau Group offers structuring and implementation of a variety of financing deals, particularly in senior debt, stretched senior, unitranche financing and mezzanine debt, through Tikehau IM. The Group's private debt teams are involved in debt financing transactions (including senior debt, unitranche, mezzanine, etc.) as arranger or financier. This business line also includes securitization activities dedicated to collateralized loan obligations, a specialized product consisting of obligations backed by a portfolio of leveraged loans. As part of the private debt business line, TSCM will act as collateral manager to issuers of CLOs. Each CLO invests substantially all of its assets in, and its securities are backed by, loans and other assets permitted to be held by the CLO under the applicable CLO Governing Documents (collectively, "CLO Assets"). In general, after its warehouse phase, a CLO is a pooled investment vehicle that has a tiered capital structure, issuing senior and mezzanine notes that are rated by one or more rating agencies (the "Rated Notes") and unrated subordinated notes or other economic equity interests (the "Equity" and, together with the Rated Notes, the "CLO Securities"). The Group also offers advisory services for investments in already largely deployed private credit funds. As of December 31, 2020, total assets under management ("AUM") in the Group's private debt funds amounted to €9.3 billion, representing approximately 33% of the Group's total AUM.
- **Real assets:** The Group's real asset investment activities focus on commercial property, seeking particularly sale and lease-back transactions in which the Group's vehicles act as purchaser and involving quality counterparties (sellers, and subsequent to the transaction, tenants) with a yield-generating potential as well as a potential capital gain on resale. The Group also focuses on infrastructure assets in four sectors: transportation, social infrastructure, environment and communications. As of December 31, 2020, AUM in the Group's real assets activity amounted to €10.3 billion, representing approximately 36% of Group's total AUM.
- **Private equity:** As part of this activity, the Group invests in the equity capital (equity and hybrid instruments giving access to equity) of listed and unlisted companies. The Advisers provide advisory services to the Group with respect to its private equity investments in the U.S. As of December 31, 2020, the Group's private equity activity had AUM amounting to €4.7 billion, representing approximately 16% of the Group's total AUM.
- **Capital market strategies:** This business line consists of two activities (i) fixed income management and (ii) balanced and equities management, and is carried out through so-called "open-ended funds," that is, funds from which investors are permitted to withdraw at any time by requesting redemption of their units. As part of its debt management activity, the Group invests in bonds, including bonds issued by private companies (corporate bonds) and others, as well as investment grade securities (i.e., securities issued by companies with a high rating) or high-yield bonds. As part of its balanced and equities management business, the Group manages open-ended funds offering access to a flexible balanced management in the equity and credit markets. As of December 31, 2020, AUM in the Group's liquid strategies totaled €4.2 billion, approximately 15% of the Group's total

AUM.

The Advisers do not offer a wrap fee program.

As of December 31, 2020, Tikehau had total client AUM in the amount of \$1.3 billion. Specifically, Tikehau had a Client AUM of \$1.2 billion on a discretionary basis and of \$160 million on a non-discretionary basis. The Tikehau Group had approximately €28.5 billion in Client AUM as of December 31, 2020.

ITEM 5: FEES AND COMPENSATION

For advisory services provided to Tikehau Capital and its subsidiaries, the Advisers are compensated on a cost-plus basis.

Details on fees and compensation paid to the Advisers are set forth in each Client's relevant Governing Documents, as applicable.

Management Fees. Generally, the Advisers receive or expect to receive annual management fees pursuant to advisory contracts and other agreements with Clients or their managers ("Management Fee(s)"). A Management Fee is usually based on a percentage of assets under management, capital commitments and drawn capital commitments, or another reference amount negotiated with each Client. The amount of the Management Fee varies depending on the reference amount, and depending on other factors as agreed with each Client and as set forth in the relevant Governing Documents. Subject to the specifications outlined in the applicable investment management agreements, Management Fees are also be charged in the form of fixed fees.

Carried Interest. Unless provided to the contrary in a CLO's Governing Documents, TSCM is eligible to receive from the CLO an incentive management fee which is generally calculated as a percentage of returns in excess of an initial hurdle. This fee is analogous to a Carried Interest. Carried interest is a share of the net profits realized on investments ("Carried Interest") that is paid by investors and certain co-investment vehicles to Tikehau as an incentive to maximize performance of the Funds. The amount and method for calculating Carried Interest for a given Fund is described in the Governing Documents of such Fund. Tikehau's Carried Interest allocation is in addition to investments (if any) that Tikehau has made in a Fund. Where and as provided in their Governing Documents, Co-investment vehicles also pay Carried Interest. Certain employees of the Advisers can indirectly participate in the Carried Interest payable to Tikehau. In addition, certain employees of the Advisers participate in the Carried Interest payable to the Funds' general partners. When Tikehau is an investor in a Fund, it is not required to pay any Carried Interest. The Advisers have the authority to waive or reduce the Carried Interest with respect to any investor. The Advisers do not generally negotiate Carried Interest; however, the Advisers have offered scaled Carried Interest reductions to investors for early closing or large investment amounts in a Fund.

Other Fees and Expenses. Generally, and subject to the terms of the applicable Governing Documents, each Client will bear organizational expenses, all investment-related expenses, all operational expenses and, if applicable, fees to the depository and paying agent and to the central administration (including domiciliation and company secretary services).

Organizational expenses include (where relevant): incorporation and filing fees; legal, accounting, professional and consulting fees; research; printing costs and travel expenses, placement, marketing and other expenses.

Investment-related expenses include (where relevant): costs and expenses related to the acquisition, holding, development, management, and disposition of investments, whether or not any such transaction is successfully completed, including any related taxes; costs and expenses of financings and refinancing, whether or not any such transaction is successfully completed; and

costs and expenses related to the investigation, research, or identification of, and due diligence evaluation with respect to, potential investments, whether or not any such transaction is approved or successfully completed.

Operational expenses include: reasonable legal, accounting and other expenses; routine administrative expenses, including, but not limited to, the cost of the preparation and distribution of the annual audit, periodic financial reports, tax returns, cash management expenses and insurance and legal expenses; if applicable, and specifically in connection with the operation of a fund, reasonable cost of the fees payable to its general partner's directors or to consultants, lawyers and other professional advisers; applicable taxes; brokerage costs; fees, costs and expenses required to be paid in connection with any subscription facility or other type of borrowing arrangement, including the legal fees, costs and expenses of the lawyers for the lender(s), the fees, costs and expenses of the Client's counsel, lender's assumption or transfer fees and required reserves; and other fees, costs and expenses incurred in relation to the operation and administration, including the reimbursement of reasonable travel and administration expenses related to governance.

The Management Fees and other fees and expenses do not include any transaction-related fees and custodian-related fees.

The Advisers pay private placement costs or finders' fees relating capital raising of the Funds out of the Management Fees.

Services to Portfolio Investments. As discussed in Item 10, the Advisers provide certain consulting and management services to portfolio investments by providing loaned personnel or directly employing staff at portfolio investments ("Portfolio Staff"). The Advisers pay some or all costs associated with the Portfolio Staff. The portfolio investments then reimburse the Advisers for these costs on a pass-through basis, without markup. Such reimbursement does not offset Management Fees. Generally, the provision of such services to such portfolio investments, including the economic terms and conditions thereof, are approved by the unrelated third-party members of the team (the "Consortium"), who invest in such portfolio investment alongside the Funds. In addition, the Advisers believe that the economic terms and conditions of such arrangements are no less favorable to such portfolio investments than the economic terms and conditions under which similarly qualified third-parties would provide such services to such portfolio investments. If Portfolio Staff dedicate only part of their work time to a portfolio investment and part of their work time to the Advisers, the costs and expenses are allocated among the relevant entities on a basis that the Advisers determine in good faith to be fair and equitable. Additionally, from time to time, employees of the Advisers provide part-time or temporary technical assistance or construction and project management services, or similar services to portfolio investments. Any payments of up to \$75,000 per annum per portfolio investment received by the Advisers for such services will not offset Management Fees.

Except as noted above, all net cash fees paid by a prospective portfolio investment to the Advisers or its employees for services rendered with respect to the Funds' investment or proposed investment in such company, including:

- directors' fees,

- origination fees,
- commitment fees,
- break-up fees,
- consulting fees,
- financing fees,
- investment banking fees, and
- monitoring fees

that exceed unreimbursed expenses (including unreimbursed unconsummated transaction expenses) during any calendar year offset any transaction expenses advanced by Adviser or its employees and are not generally reimbursed by the Funds. Any remaining amounts offset the Management Fee payable in subsequent years, except that the Management Fee in any year will not be reduced below zero. Cash fees will be deemed to be in an amount equal to the gross amount of those fees reduced by all applicable taxes. Investment banking, advisory service or other fees paid by a portfolio investment that are not directly related to the Funds' investment in such portfolio investment will not offset the Management Fee.

CLO Operating Expenses. In addition, each CLO, subject to its CLO Governing Documents, will typically pay or otherwise bear all of the direct and indirect fees, costs, expenses and other liabilities or obligations resulting from or arising in connection with its operations (collectively, the "CLO Operating Expenses"). The CLO Operating Expenses of a particular CLO are set forth in its CLO Governing Documents and can include, without limitation, fees, costs, expenses and other liabilities related to, arising from or incurred in connection with the following:

- legal advisers, consultants, rating agencies, accountants, placement agents (whether acting as initial note purchasers or otherwise), brokers and other professionals we, our affiliate(s) or the CLO retains or employs in connection with the CLO and/or the issuance of CLO Securities;
- asset pricing and asset rating services, independent review party services, appraisal services, hedging services, custodial, trustee, transfer agent and recordkeeping services, collateral management services, collateral administration services, compliance services and software, and accounting, programming and data entry services directly related to the CLO and/or the management of the CLO Assets;
- all taxes, regulatory and governmental charges (not based on our income) and insurance premiums, insurance retention amounts or expenses;

- the acquisition or disposition of investments on behalf of the CLO (whether or not actually consummated), including where such acquisitions or dispositions are effectuated through an affiliate,
- the management of the CLO Assets, including attorneys' fees and disbursements and hedging fees and expenses;
- preparing reports as required under the CLO Governing Documents or as requested;
- reasonable travel expenses (including without limitation airfare, meals, lodging and other transportation) undertaken in connection with the performance of duties pursuant the CLO Governing Documents;
- risk management assessments and analysis of such CLO Assets;
- expenses and costs in connection with any investor conferences;
- any broker or brokers (including an affiliated broker) in consideration of brokerage services in connection with the sale or purchase of any CLO Assets or of any subsidiary thereof or received in connection with any such CLO Assets;
- bookkeeping, accounting or recordkeeping and reporting services obtained or maintained with respect to the CLO;
- software programs licensed from a third-party that are used in connection with servicing the CLO Assets;
- obtaining the market value of the CLO Assets (including without limitation fees payable to any pricing service);
- audit costs incurred in connection with any consolidation review;
- any costs and expenses in connection with compliance with any applicable risk retention regime; and
- maintaining such CLO and any of its subsidiary entities, including fees, costs and expenses incurred in the organization and restructuring of such subsidiary entities;
- insurance allocated to such CLO (including our group insurance policy, general partner's, directors' and officers' liability or other similar insurance policies, errors and omissions insurance, financial institution bond insurance and any other insurance for coverage of liabilities to any person that are incurred in connection with activities of such CLO, litigation expenses, (including expenses incurred in connection with the investigation, prosecution, defense, judgment or settlement of litigation) and other extraordinary expenses (including fees, costs and expenses that are classified as extraordinary expenses under U.S. generally accepted accounting principles);

- such CLO’s indemnification obligations (including any fees, costs and expenses incurred in connection with indemnifying covered persons consistent with the applicable CLO Governing Documents, and advancing fees, costs and expenses incurred by any such covered persons in defense or settlement of any claim subject to a right of indemnification under the applicable CLO Governing Documents);
- any amendments, modifications, revisions or restatements to the CLO Governing Documents of such CLO;
- the dissolution, winding up and termination of such CLO; and
- any other fees, costs and expenses as set forth or reflected in the CLO Governing Documents.

CLO Warehouses. CLOs during their warehouse phase generally do not pay any collateral management fees or performance fees, except as negotiated on a deal-by-deal basis and described in the CLO Governing Documents relating to the warehouse facility. In addition, portfolio managers of CLO warehouses often must bear their own costs and expenses during the warehouse phase, which might or might not be reimbursed out of the proceeds of the securities issued at the closing of the CLO as negotiated on a deal-by-deal basis.

Development Fees. In some cases, a portfolio investment will pay a related person of the Advisers a fee for capital raising, P3 financial advisory services and merger and acquisition advisory services, or similar services as part of the development of a P3 project (“Development Fees”). Portfolio investments also could pay Development Fees to independent contractors. A related person would be retained where the Advisers believe that their particular and specialized expertise in those project areas would benefit the investment. The Advisers will only agree to pay a Development Fee to a related person of the Advisers if they determine that the related person is best suited under the circumstances to serve such Funds’ interests as part of the development of a project. Generally, unrelated third-party members of the P3 consortium investing in such portfolio investment alongside such Funds would approve the Development Fee for the service. This approval includes the economic terms and conditions of the Development Fee. In addition, the Advisers will only agree to pay a Development Fee to a related person of the Advisers if they believe that the economic terms and conditions of such arrangements are no less favorable to such portfolio investment than the economic terms and conditions under which similarly qualified third-parties would provide such services to such portfolio investment. Any Development Fee paid by a portfolio investment to a related person of the Advisers will not offset the Management Fee.

Costs for Multiple Funds. In the case of any expenses relevant to multiple Funds, the Funds will generally share any pursuit costs, fees and expenses related to the investment, indemnification obligations or other common fees, costs and expenses (other than the Management Fee), and any broken-deal expenses, in proportion to the capital committed by each Fund to such investment, to the extent practicable; provided, however, that any operating or other expenses, including, but not limited to, fund administrator fees, audit fees and taxes, that are related uniquely to a Fund shall be determined with respect to, and paid separately by such Fund. In the event that a prior Fund expends pursuit costs, or incurs other costs, fees and expenses (other than a management fee) on an investment opportunity for successor Fund prior to the time when such successor Fund has

aggregate Subscriptions sufficient for such successor Fund to pursue such investment opportunity, then such successor Fund shall reimburse such prior Fund for all such costs, fees and expenses.

Co-Investment Expenses. As discussed in Items 6 and 10, Funds or CLOs can make co-investments with one or more of their investors or their affiliates or other third-parties as determined by the Advisers in accordance with the provisions of such Fund's or CLO's Governing Documents. The Advisers will, in some cases, participate in or receive fees or Carried Interest with respect to co-investments. Each investor (or its affiliate) or other person participating in a co-investment pays its own separate expenses or fees with respect to any due diligence, legal or accounting review, administration, management and dispositions of such co-investment securities, and reimburses the applicable Fund or CLO if a Fund or CLO incurs additional expenses as a result of the participation of such investor (or its affiliate) in such co-investment.

Other Intangible Expenses. The Advisers and their personnel can be expected to receive certain intangible and/or other benefits and/or perquisites arising or resulting from their activities on behalf of Clients that will neither be subject to an offset against any Management Fees payable by Clients nor will otherwise be shared with Clients and/or portfolio investments. For example, airline travel or hotel stays incurred as Client expenses typically result in cash rebates, "miles," "points" or credit in loyalty/status programs, and such benefits and/or amounts will, whether or not de minimis or difficult to value, inure exclusively to the Advisers and/or such personnel (and not Clients and/or portfolio investments) even though the cost of the underlying service is borne by Clients and/or portfolio investments.

ITEM 6: PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT

The Advisers and their affiliates receive performance-based compensation (e.g., Carried Interest and incentive fees), Management Fees and other fees from Clients subject to Section 205(a)(1) of the Advisers Act. These fee arrangements comply with available exemptions thereunder, including the exemption set forth in Rule 205-3 under the Advisers Act. Performance-based compensation can create a conflict of interest for the Advisers, as there could be an incentive for the Advisers to: (i) value assets in a manner that increases its compensation and (ii) make investments that are riskier or more speculative than would be the case in the absence of performance-based compensation. In addition, if a Client pays a performance-based fee or allocation while other Clients do not, or if different Clients pay different levels of asset-or performance-based fees or allocations, or if the Advisers or personnel have different investment or other pecuniary interest in different Clients, there is a potential conflict of interest as the Advisers would have an incentive to allocate resources and potentially more favorable investments to those Clients in which the Adviser or its personnel have greater pecuniary interests .

As discussed in Item 5, the Advisers charge Management Fees that could vary for each Client. Different Management Fees or fee rebates incentivize the Advisers to dedicate increased resources and allocate more profitable investment opportunities or better investment ideas to Clients who are charged Management Fees (or performance-based compensation arrangements) that are more profitable for the Advisers. Further, the Advisers are incentivized to allocate investment opportunities to Clients whose investors who either pay Carried Interest or a higher Carried Interest percentage to their general partners or to Clients whose current performance does not require them to reimburse investors for losses attributable to prior unprofitable investments before distributing Carried Interest to their general partners.

At this time, neither the Advisers nor their supervised persons manage Clients that are charged a performance-based fee on a side-by-side basis with Clients that are charged another type of fee, such as an hourly, flat, or asset-based fee. As such, the Advisers and their supervised persons do not currently face any conflict of interest related to these arrangements.

Tikehau can, but will be under no obligation to, provide co-investment opportunities relating to investments made by a Fund to investors, Tikehau Group and/or third parties from time to time, including where the Advisers determine that the size, risk and/or other characteristics of an investment is either prohibited by the relevant Governing Documents or is not in such Fund's best interest. The Advisers have sole discretion as to the amount (if any) of co-investment opportunities that will be made available and it is expected that many investors who express an interest in co-investment opportunities will not be allocated any co-investment opportunities or will receive a smaller amount of co-investment opportunities than the amount requested. The Advisers will take into account various facts and circumstances deemed relevant in their discretion in allocating co-investment opportunities, which could include such factors as: the nature of the transaction; speed of execution required; tax considerations; familiarity with and history of investing in the relevant asset; ability to provide strategic insights and/or capital; Tikehau Group's past experience or relationship with the potential co-investor; whether a potential co-investor will help establish, recognize, strengthen and/or cultivate relationships that could provide longer-term benefits to a Fund or the Group; the expected amount of negotiations required in connection with such co-investor's commitment; and such other factors that the Advisers deem relevant under the

circumstances.

Where deemed appropriate, Tikehau Group can form one or more investment vehicles to facilitate co-investment opportunities in transactions. Such investment vehicles can include, by way of example and without limitation, transaction-specific co-investment vehicles and/or one or more “overflow” funds formed to generally receive an allocation of investment opportunities to the extent that the Advisers determine that the amount of such investment opportunity exceeds the amount of the investment required to be made available to, or otherwise deemed appropriate for, a Fund and/or one or more Other Accounts (“Co-Investment Vehicles”). The establishment of Co-Investment Vehicles would likely result in fewer co-investment opportunities for investors who do not participate therein and allocations to Co-Investment Vehicles are likely to result in a Fund receiving a smaller allocation than it might otherwise have received in the related investments.

Each co-investment opportunity will be completed on such terms and conditions that the Advisers and the investors participating therein agree, including with respect to the economic terms. The allocation of co-investment opportunities will, in many or all cases, involve a benefit to Tikehau Group including, without limitation, the opportunity to receive fees or Carried Interest from the co-investment opportunity and/or commitments to a Fund, any Co-Investment Vehicles and/or Other Accounts, which could differ as among co-investors and also could differ from the fees and/or Carried Interest borne by investors in the relevant Fund. Participation by an investor in a co-investment opportunity will be entirely the responsibility and investment decision of such investor. No investor will have a right to any co-investment opportunities, and the Advisers can offer any such opportunities in their sole discretion to one or more investors to the exclusion of all other investors or to a Co-Investment Vehicle, Tikehau Group, service providers and/or one or more third parties, in addition to or to the exclusion of, any investors. The Advisers could agree with one or more investors to more favorable rights with respect to co-investment opportunities, and to the extent any such arrangements are entered into, this is likely to result in fewer co-investment opportunities being made available to other investors. It should also be noted that the Advisers can present co-investment opportunities to certain potential co-investors at any time and, with respect to any particular co-investment opportunity, at different times. Thus, one or more potential co-investors could have a longer period of time to evaluate a co-investment opportunity relative to other potential co-investors being offered the same opportunity.

Transaction-specific returns, and an investor’s overall returns from its exposure to a Fund’s investments, can be affected significantly by the extent to which the Fund’s Adviser offers co-investment opportunities. The performance of co-investments is not aggregated with that of a Fund, including for purposes of determining Carried Interest or Management Fees. In addition, co-investors generally will not share in broken deal expenses (all of which could be borne by the Funds, even if a portion of such investment would have been or was offered for co-investment). The Advisers offer co-investment opportunities in their sole discretion and should not be expected to offer co-investment opportunities with respect to all investments (or any particular investment) made by the Funds. There are no assurances that any such opportunities will be offered.

The Advisers also typically have the authority under Clients’ Governing Documents to organize one or more parallel Funds for legal, regulatory, or tax reasons. The parallel Funds will invest on a pro rata basis in all main Fund transactions and will be managed in accordance with the provisions of the main Fund’s Governing Documents.

As discussed in Item 10, the Advisers seek always to act in a manner that they believe to be in the best interests of each Client. To that end, the Advisers have established a variety of policies and other controls regarding, among other things, how the Advisers allocate investment opportunities among Clients in a fair and equitable manner, including those seeking to manage the conflicts of interest identified above.

ITEM 7: TYPES OF CLIENTS

Tikehau's Clients include CLOs, pooled investment vehicles and affiliated holding companies.

TCNA currently also maintains advisory agreements with:

- Tikehau Capital and Tikehau Capital UK Limited in which the latter have appointed TCNA to be an investment adviser relating to their proprietary investments in the United States and Canada on an ongoing basis;
- Tikehau IM, the management company of several units of undertakings for collective investment in transferable securities ("UCITS") funds, to manage their investments in United States and Canadian fixed-income securities on a discretionary basis as the delegate of Tikehau IM, subject to Tikehau IM's oversight and control as set forth in a sub-advisory agreement; and
- Andbank Asset Management Luxembourg ("Andbank"), the management company of the Maze UCITS – Tikehau Strategic Focus High Yield Fund (the "TSF High Yield Fund" together with the UCITS funds sub-advised by TCNA, the "UCITS Funds"), to manage assets of the TSF High Yield Fund on a discretionary basis as the delegatee of Andbank, subject to Andbank's oversight and control as set forth in the investment management agreement.

The Advisers target providing advisory services to the following types of investors:

- Pension and profit-sharing plans;
- Investment companies;
-
- Trusts, estates, and charitable organizations; and
- High-net worth individuals.

ITEM 8: METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

Tikehau follows the Group's methods of investment analysis. Based on these methods, Tikehau pursues the specific investment objectives and strategies of each advisory Client as set out in the investment management agreement or Governing Documents, as applicable. Tikehau's approach leverages the Group's business units in the evaluation and optimization of investments.

As noted in Item 4 above, Tikehau is part of a global alternative asset management group that offers investment strategies with a focus on private debt, real assets, private equity, and capital market strategies. Tikehau generally advises Clients regarding investments in private funds and risks associated with those strategies are discussed below.

Investing in securities involves risk of loss that Clients should be prepared to bear, INCLUDING THE RISK OF LOSS OF THE ENTIRE INVESTMENT. The following risks do not purport to be a complete list or explanation of all risks involved in an investment in a Tikehau Fund or CLO and prospective investors should consult the relevant Tikehau Fund's or CLO's Governing Documents, as well as their legal, tax and financial advisers before making any investment decision. Investments in the Funds and CLOs are only suitable for those persons who are able to bear the economic risk of the investment, understand the high degree of risk involved, believe that the investment is suitable based upon their investment objectives and financial needs, and have no need for liquidity of investment. There can be no assurance that a Client's objectives will be achieved or that there will be any return of capital.

Clients compete for investments with other parties. It is possible that competition for appropriate investment opportunities could increase, which might reduce the number of opportunities available and/or adversely affect the terms upon which such investments can be made and, accordingly, the returns to the Funds.

Private Debt Investments

The Advisers conduct the private debt investments business with respect to funds through Tikehau Private Debt Secondaries ("TPDS"), an investment platform that invests in already largely deployed private credit funds. TPDS invests across the credit spectrum and has flexibility to invest across the capital structure of its investee companies. These instruments include senior debt, stretched senior, unitranche debt, mezzanine debt or payment-in-kind debt as well as equity and shareholder's loans. Instruments also consist of any debt acquired through secondary opportunities and any similar debt provided in the context of an investment in risk capital. TPDS invests across a broad spectrum of strategies primarily in the United States, but also including Europe and the rest of the world.

The principal investment objective of the TPDS Funds are to achieve long-term capital appreciation and current income through a portfolio of direct and indirect credit investments with primary exposure to borrowers in North America and Europe, which will generally consist of both limited partner interests in established private funds, private and public business development companies and similar structures and accounts on the secondary market ("Underlying Funds") primarily through sponsor-led transactions and other secondary transactions ("Secondary Investments"). TPDS's strategy could also include primary investments in newly established

Underlying Funds, as well as direct portfolio acquisitions, stapled primary funds and other market transactions, and other investments not prohibited under the terms of the relevant fund's Governing Documents.

TPDS seeks capital appreciation and a stable stream of income primarily through the purchase of (i) secondary limited partner interests in mature, high-quality private debt funds, (ii) direct portfolios of loans or participations, (iii) private and public equity and debt instruments issued by "business development companies" regulated under the Investment Company Act of 1940, as amended ("BDCs"), and (iv) financing structures to generate liquidity for, and/or finance the acquisition of, private credit-heavy portfolios of fund interests and other yield-generating investments. TPDS's investment strategy relies on a bottom-up portfolio construction, by focusing on quality fund managers and portfolios, with a bias towards first lien assets, while opportunistically investing across the entire capital structure.

The investment team generally seeks to identify the borrowers which have an individual competitive edge and which provide for strong financial metrics that meet Tikehau's investment criteria. The investment team then conducts an in-depth due diligence analysis which will be performed in consideration of the following: business description; market and competitive analysis; management team meetings and site visits; business model and projections; key risks and requirements; deal structure and returns analysis; exit analysis; detailed financial model; consideration of ESG matters; identification of any potential conflicts; and legal documentation. As far as investment selection, the Advisers will consider the credit quality of the proposed borrower using a fundamental analysis, including the debtor's strong and established business franchises, strong cash flow generation, significant capital protection, robust and incentivized management teams.

Investment in funds that make private debt investments involve certain risks relating to the funds' structure and investment objective and policy which investors should evaluate before making a decision to invest. Those risks include, but are not limited to, the following, as set forth in the Governing Documents for TPDS.

Nature of Investments in Underlying Funds. TPDS can invest in newly formed Underlying Funds and Underlying Funds which have a greater amount of drawable capital available for investment. In such circumstances, the funds will generally not be given the opportunity to take part in the Underlying Fund manager's investment decision or conduct due diligence of new investments prior to its acquisition by the Underlying Fund. The management of the Underlying Funds in which a fund invests will be responsible for operating such Underlying Funds in their portfolio on a day-to-day basis and will generally have sole and absolute discretion in structuring, negotiating and purchasing, financing, monitoring and eventually divesting investments made by such Underlying Fund. Accordingly, a fund could be unable to take steps to protect against or mitigate the effects of the risks described herein. All investments involve the risk of loss of capital. Investment techniques that a fund might employ, or become subject to, can substantially increase the impact of adverse market changes and/or other risks. There can be no assurances that a fund will be able to accurately predict or effectively mitigate any risks.

CLOs. The CLOs invest primarily in sub-investment grade credit in the form of broadly syndicated senior secured leveraged loans, as well as floating rate & fixed notes. Investing in a CLO involves

risk of loss that an investor in a CLO should be prepared to bear. CLO Securities are offered to investors pursuant to disclosure documents that contain detailed information about the risks of investing in the particular CLO, including, among others, the risks relating to the CLO Securities and structure, as well as those relating to the underlying CLO Assets held by such CLO. With respect to each CLO, the summary of investment risks in this Brochure is qualified in its entirety by that CLO's Governing Documents and the related offering documents. Investors should carefully review the offering documents for a CLO before investing in such CLO and evaluate the information and risks disclosed therein with their legal, tax and accounting advisors.

Debt Investments. One of the fundamental risks associated with the funds' or CLOs' investment strategy is credit risk, which is the risk that an issuer will be unable to make principal and interest payments on its outstanding debt obligations when due. A fund's or CLO's return would be adversely impacted if an issuer of debt in which a fund or CLO invests becomes unable to make payments when due.

Although a fund or CLO can make investments that the Advisers believe are secured by specific collateral, the value of which could initially exceed the principal amount or fair value of such Investments, there can be no assurance that the liquidation of any such collateral would satisfy the borrower's obligation in the event of non-payment of scheduled interest or principal payments with respect to such Investment, or that such collateral could be readily liquidated. Where consistent with the Governing Documents, a fund or CLO could also invest in leveraged loans and high-yield securities, each of which involves a higher degree of risk than senior secured loans. Furthermore, a fund's or CLO's right to payment and its security interest, if any, could be subordinated to the payment rights and security interests of a senior lender, to the extent applicable. Certain of these investments can have an interest-only payment schedule, with the principal amount remaining outstanding and at risk until the maturity of the Investment. In addition, unitranche loans, and to a lesser extent senior secured loans, can provide for payments-in-kind, which have a similar effect of deferring current cash payments. In such cases, the ability to repay the principal of an Investment could be dependent upon a liquidity event or the long-term success of the relevant vehicle, the occurrence of which is uncertain.

With respect to investments in any number of credit products, if the borrower or issuer breaches any of the covenants or restrictions under the credit agreement that governs loans of such issuer or borrower, it could result in a default under the applicable indebtedness as well as the indebtedness held by the Client. Such default could allow the creditors to accelerate the related debt and could also result in the acceleration of any other debt to which a cross-acceleration or cross-default provision applies. This could result in an impairment or loss of the Client's interest or result in a pre-payment (in whole or in part) of a Client's Investment.

Similarly, while each Adviser will generally target investing in vehicles it believes are of high quality, these investments could still present a high degree of business and credit risk. Investments in which a fund or CLO has an interest could deteriorate as a result of, among other factors, an adverse development in their business, a change in the competitive environment or the continuation or worsening of the current (or any future) economic and financial market downturns and dislocations. As a result, Investments that the Advisers expected to be stable or improve could operate, or expect to operate, at a loss or have significant variations in operating results, could require substantial additional capital to support their operations or maintain their competitive

position, or might otherwise have a weak financial condition or be experiencing financial distress.

High-Yield Debt. A fund could, and a CLO will primarily, invest directly or indirectly in debt securities and loan obligations that could be classified as “higher yielding” (and, therefore, higher-risk) debt securities or obligations. In most cases, such debt will be rated below “investment grade” or will be unrated and face ongoing uncertainties and exposure to adverse business, financial or economic conditions and the issuer's failure to make timely interest and principal payments. The market for high-yield securities and loan obligations has experienced periods of volatility and reduced liquidity. High-yield debt instruments might or might not be subordinated to certain other outstanding securities and obligations of the issuer, which could be secured by substantially all of the issuer's assets. High-yield debt instruments might also not be protected by financial covenants or limitations on additional indebtedness. The market values of certain of these debt instruments could reflect individual corporate developments. General economic recession or a major decline in the demand for products and services in the industry in which the borrower operates would likely have a materially adverse impact on the value of such debt instruments or could adversely affect the ability of the issuers or obligors of such instruments to repay principal and pay interest thereon and increase the incidence of default of such instruments. In addition, adverse publicity and investor perceptions, whether or not based on fundamental analysis, can also decrease the value and liquidity of these high-yield debt instruments.

A significant portion of the CLO Assets could be composed of loans that are considered “covenant-lite.” Generally, such loans either do not require the borrower to maintain debt service or other financial ratios or do not contain common restrictions on the ability of the borrower to change significantly its operations or to enter into other significant transactions that could affect its ability to repay such loans. As a result, the CLO issuer's exposure to losses could be increased, which could result in an adverse impact on the CLO issuer's ability to repay the CLO securities. In addition, in the current economic environment, the market prices of such covenant-lite loans could be depressed.

Leveraged Loans Have Historically Experienced Greater Default Rates. A non-investment grade loan or an interest in a non-investment grade loan is generally considered speculative in nature and could become a defaulted asset for a variety of reasons. Upon any loan becoming a defaulted asset, such defaulted asset could become subject to either substantial workout negotiations or restructuring, which might entail, among other things, a substantial reduction in the interest rate, a substantial write-down of principal, and a substantial change in the terms, conditions and covenants with respect to such defaulted asset. In addition, such negotiations or restructuring could be quite extensive and protracted over time, and therefore might result in substantial uncertainty with respect to the ultimate recovery on such defaulted asset. The liquidity for defaulted assets could be limited, and to the extent that defaulted assets are sold, it is highly unlikely that the proceeds from such sale will be equal to the amount of unpaid principal and interest thereon.

Nature of Investment in Debt. Funds and CLOs are expected to invest some or all of their assets in first lien senior secured debt, as well as unitranche loans, which have embedded first lien and junior secured risk in a single investment. The factors affecting an issuer's first lien loans, and its overall capital structure, are complex. Some first lien and unitranche loans do not necessarily have priority over all other unsecured debt of an issuer. For example, some first lien and unitranche

loans permit other secured obligations (such as overdrafts, swaps or other derivatives made available by members of the lender syndicate) or involve first liens only on specified assets of an issuer (e.g., excluding real estate). Issuers of first lien loans could have two tranches of first lien debt outstanding each with first liens on separate collateral. Any secured debt is secured only to the extent of its lien and only to the extent of underlying assets or incremental proceeds on already secured assets. Moreover, underlying assets are subject to credit, liquidity and interest rate risk. Credit Risk includes the possibility that the loan obligor or issuer of a debt obligation will default on its obligation to pay interest and/or principal or otherwise default. Although the amount and characteristics of the underlying assets selected as collateral might allow a fund or CLO to withstand certain assumed deficiencies in payments occasioned by the borrower's default, if any deficiencies exceed such assumed levels or if underlying assets are sold, it is possible that the proceeds of such sale or disposition will not be equal to the amount of principal and interest owing to a fund or CLO in respect of its investment.

The borrowers on loans constituting a fund's or CLO's assets could seek the protection afforded by bankruptcy, insolvency and other debtor relief laws. One of the protections offered in certain jurisdictions in such proceedings is a stay on required payments on such securities or loans. A stay on payments to be made on the assets of a fund or CLO could adversely affect the value of those assets and a fund or CLO itself. Other protections in such proceedings can include forgiveness of debt, the ability to create super-priority liens in favor of certain creditors of the debtor and certain well-defined claims procedures. Additionally, the numerous risks inherent in the insolvency process create a potential risk of loss by a fund or CLO of its entire investment in any particular investment. Insolvency laws could, in certain jurisdictions, result in a restructuring of the debt without a fund's or CLO's consent under the "cramdown" provisions of applicable insolvency laws and could also result in a discharge of all or part of the debt without payment to a fund or CLO. A fund's or CLO's interest might be subject to early redemption features, refinancing options, pre-payment options or similar provisions, which, in each case, could result in the issuer repaying the principal on an obligation held by a fund or CLO earlier than expected. As a consequence, a fund's or a CLO's ability to achieve its investment objective could be affected.

Nature of Investment in Senior Loans. Senior secured credit facilities are generally syndicated to a number of different financial market participants. The documentation governing the facilities typically requires either a majority consent or, in certain cases, unanimous approval for certain actions in respect of the facility, such as waivers, amendments, or the exercise of remedies. In addition, voting to accept or reject the terms of a restructuring of a facility pursuant to a court-ordered plan of reorganization in an insolvency proceeding could be done on a class basis. As a result of these voting regimes, a fund or CLO might not have the ability to control any decision in respect of any amendment, waiver, exercise of remedies, restructuring or reorganization of debts owed to such fund or CLO. Senior secured loans are also subject to other risks, including (i) the possible invalidation of a debt or lien as a "fraudulent conveyance," (ii) the recovery as a "preference" of liens perfected or payments made on account of a debt in the period before an insolvency filing, (iii) equitable subordination claims by other creditors, (iv) so-called "lender liability" claims by the issuer of the obligations, (v) environmental liabilities that could arise with respect to collateral securing the obligations, (vi) limited liquidity and secondary market support, (vii) the possibility that earnings of the loan obligor will be insufficient to meet its debt service, (viii) the declining creditworthiness, and (ix) the potential for insolvency of the obligor of senior loans during periods of economic downturn. The ongoing COVID-19 pandemic could severely

disrupt the market for senior loans and adversely affect the ability of the obligors to repay principal and pay interest.

Bank Loans and Participations. Subject to its Governing Documents, a fund could invest a portion of its assets indirectly in bank loans and participations. CLO investments could also be secured by bank loans and participations. These obligations are subject to special risks, including, without limitation: (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 could arise with respect to collateral securing the obligations, (iv) adverse consequences resulting from participating in such instruments with other institutions with lower credit quality and (v) limitations on the ability of a fund or CLO to directly enforce its rights with respect to participations. The loans invested in by a fund or CLO can, as permitted by the relevant Governing Documents, include term loans and revolving loans, loans that pay interest at a fixed or floating rate and loans that are senior or subordinated. Successful claims by third parties arising from these and other risks, absent bad faith, could be borne by a fund or CLO. Bank loans are frequently traded on the basis of standardized documentation which is used in order to facilitate trading and market liquidity. There can be no assurance, however, that future levels of supply and demand in bank loan trading will provide an adequate degree of liquidity, that the current level of liquidity will continue or that the same documentation will be used in the future. The settlement of trading in bank loans often requires the involvement of third parties, such as administrative or syndication agents, and there presently is no central clearinghouse or authority which monitors or facilitates the trading or settlement of all bank loan trades. Often, settlement can be delayed based on the actions of any third-party or counterparty, and adverse price movements could occur in the time between trade and settlement, which could result in adverse consequences for a fund or CLO.

The underlying funds in which a fund invests could invest in bank loans either directly (by way of sale or assignment) or indirectly (by way of participation). The purchaser of an assignment typically succeeds to all the rights and obligations of the assigning institution and becomes a contracting party under the credit agreement with respect to the debt obligation; however, its rights can be more restricted than those of the assigning institution. In addition, if a fund invests in loans pursuant to an assignment it is possible that a fund's claims could be subject to attack (i.e., equitable subordination or disallowance) on account of the conduct of the transferee. Participation interests in a portion of a debt obligation typically result in a contractual relationship only with the institution participating out the interest and not with the borrower. In purchasing participations, a fund might 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 a fund might not directly benefit from the collateral supporting the debt obligation in which it has purchased the participation. As a result, a fund could assume the credit risk of both the borrower and the institution selling the participation to a fund. In certain circumstances, investing in the form of a participation might be the most advantageous or only route for a fund to make or hold any such Investment, including in light of limitations relating to local laws or the willingness of administrative agents or borrowers to allow a fund to become a direct lender. Some of the bank loans acquired by a fund could be below investment grade. In terms of liquidity with respect to such Investments, there can be no assurance that levels of supply and demand in bank loan trading will provide an adequate degree of liquidity for a fund's Investments therein. In addition, a fund can make investments in stressed or distressed bank loans (or an existing fund investment could become stressed or distressed).

Stressed and distressed bank loans are often less liquid than performing bank loans.

CLOs can purchase an assignment of, or a participation in, a senior secured bank loan issued under a loan facility to which it is expected that multiple lenders will be parties. These loan facilities are most often administered by agent lenders on behalf of the lenders pursuant to a loan agreement. In addition, because of the unique and customized nature of a loan and the private syndication of a loan, leveraged loans cannot be purchased or sold as easily as publicly traded securities, and the trading volume in the syndicated loan market has been small relative to the market for high-yield bonds. Trading in loans is subject to delays due to their unique and customized nature, and transfers can require extensive documentation, the payment of significant fees and the consent of an agent bank or the underlying obligor. In addition, the lenders will likely incur additional expenses if required to seek recovery upon a loan default or to participate in the restructuring of a loan. In the event a CLO acquires a participation in a senior secured bank loan, as opposed to an assignment of such loan, the CLO will have a contractual relationship only with the participating institution and not with the underlying obligor. Participations typically constitute the unsecured contractual obligation of the selling institution to pay over principal, interest and certain fees when and as received from the obligor. As a result, the CLO will assume the credit risk of both the loan obligor and the institution selling the participation, which will remain the legal owner of record of the applicable loan.

Prepayment Risk. The value of a fund's or CLO's assets could be affected by prepayment rates on loans. Prepayment rates are influenced by changes in interest rates and a variety of economic, geographic and other factors beyond a fund's or CLO's control. Therefore, the frequency at which prepayments (including voluntary prepayments by borrowers and liquidations due to defaults and insolvency) occur on a fund's or CLO's investments can adversely impact a fund or CLO and prepayment rates cannot be predicted with certainty making it impossible to insulate a fund or CLO from prepayment or other such risks. Early prepayments give rise to increased re-investment risk, including, for example, that when the prevailing level of interest rates falls, a fund or CLO might be unable to re-invest cash in a new investment with an expected rate of return at least equal to that of the investment prepaid.

Loans to Private Companies. A portion of a fund's portfolio could be committed to the origination or purchasing of loans to medium-sized, privately owned businesses. CLOs will also invest in debt obligations of private companies. Compared to larger, publicly owned firms, such companies generally have limited financial resources and access to capital and higher funding costs, which could increase the risk of their defaulting on their obligations. They could be in a weaker financial position and might need more capital to expand or compete. These companies frequently have shorter operating histories, narrower product lines and smaller market shares than larger businesses, which render them more vulnerable to competitors' actions and market conditions, as well as general economic downturns. There might not be as much information publicly available about these companies as would be available for public companies and such information might not be of the same quality. These companies are also more likely than larger companies to depend on the management talents and efforts of a small group of persons and, as a result, the death, disability, resignation or termination of one or more of these persons could have a material adverse impact on these companies' ability to meet their obligations. The above challenges increase the risk of these companies defaulting on their obligations.

Unquoted Interests. TPDS Funds will invest primarily in existing Underlying Funds and other private businesses. Prospective investors should be aware that investments in private funds whose securities are not quoted on any exchange or market can involve a greater risk than investments in quoted companies, and that the ability of a minority investor in such private entities to influence their affairs or to protect the funds' position is limited. Investments in funds will often be made through a limited partnership interest. Although the Advisers intend to seek governance rights in connection with such Investments, a fund will generally not be permitted to participate in the management and operations of Underlying Funds, and a fund might not obtain any such governance rights. The success of such Investment will depend on the ability and success of the management of the relevant Underlying Fund in addition to economic and market factors. Moreover, the marketability of interests in private funds and in unquoted companies is restricted. Potential exit routes include a sale to other investors, a buyout by the management team, a sale to a third-party or an initial public offering on a capital market. However, there can be no guarantee that an exit can be found for any Investment.

Investments in Restructurings; Distressed Debt. The Funds and Underlying Funds or CLOs could make investments in or have investments that become subject to restructurings that involve nonperforming, underperforming or other troubled assets that are experiencing, or are expected to experience, severe financial difficulties. These severe financial difficulties might never be overcome and could cause such assets to become subject to bankruptcy proceedings. As such, these investments could, in certain circumstances, subject a direct or indirect holder of a distressed position to certain additional potential liabilities that could exceed the value of a holder's original Interest therein. Under certain circumstances, payments to a direct or indirect holder of a distressed position and distributions by such holder to the investors could be reclaimed if any such payment or distribution is later determined to have been a fraudulent conveyance, a preferential payment, or similar transaction under applicable bankruptcy and insolvency laws. In addition, under certain circumstances, a lender that has inappropriately exercised control of the management and policies of a debtor could have its claims subordinated or disallowed, or could be found liable for damages suffered by parties as a result of such actions. Furthermore, such investments could also subject a direct or indirect holder of a distressed position to litigation risks or prevent a holder from disposing of securities. In any reorganization or liquidation proceeding relating to an investment, a direct or indirect holder of a distressed position could lose its entire investment, could be required to accept cash or securities with a value less than a holder's original interest and/or could be required to accept payment over an extended period of time. Bankruptcy laws could hinder or delay the ability of a direct or indirect holder of a distressed position to realize returns on investments, could lead to litigation which could be costly and impair the value of an investment or could result in restructurings which are not favorable to the value of such investments. In a bankruptcy or other proceeding, a holder as a creditor might be unable to enforce its rights in any collateral or might have its security interest in any collateral challenged or disallowed, and its claims could be subordinated to the claims of other creditors.

Pooled Investments in Secondaries. The funds are expected to have the opportunity to acquire interests in Underlying Funds from the seller(s) of such interests on an "all or nothing" basis. In addition, a fund might have the opportunity to acquire a portfolio of interests and/or assets from a seller on an "all or nothing" basis. In each case, certain of the investments in the portfolio could be less attractive than others, and certain of the investments or the sponsors of such Underlying Funds might be more familiar to a fund than others, or could be more experienced or highly

regarded than others. In such cases, it might not be possible for a fund to carve out from such purchases those investments which the Advisers consider (for commercial, tax, legal or other reasons) less attractive. In addition, it could be more difficult for the Advisers to successfully value and close on investments being sold on a pooled basis.

Non-Controlling Investments; Investments with Third Parties. Although as a condition of acquiring an interest in a portfolio investment, the Advisers expect that appropriate rights generally will be sought to protect the funds' and CLOs' interests, the Advisers expect that the funds and CLOs will generally hold non-controlling interests in portfolio investments and, therefore, will have a limited ability to protect its position in such portfolio investments. The Advisers could determine in their sole discretion to make an investment where the funds or CLOs do not have enhanced governance rights or the ability to take a more active role with such portfolio investment. The funds or CLOs could also co-invest with special purposes vehicles or third parties through partnerships, joint ventures or other entities. Such investments could involve risks in connection with such third-party involvement, including the possibility that a third-party co-investor might have economic or business interests or goals that are inconsistent with those of the funds or CLOs, or might be in a position to take (or block) action in a manner contrary to the funds' or CLOs' investment objectives. In those circumstances where such third parties involve a management group, such third parties could receive compensation arrangements relating to such Investments, including incentive compensation arrangements.

Bridge Financings. From time to time, a fund might lend to portfolio investments on a short-term, unsecured basis or otherwise invest on an interim basis in portfolio investments in anticipation of a future issuance of equity or long-term debt securities or other refinancing or syndication. Such bridge loans would typically be convertible into a more permanent, long-term security; however, for reasons not always in such fund's control, such long-term securities issuance or other refinancing or syndication might not occur and such bridge loans and interim investments might remain outstanding. In such event, the interest rate on such loans or the terms of such interim investments could not adequately reflect the risk associated with the position taken by such fund.

Investments in Publicly Traded Securities. Subject to the relevant fund's Governing Documents, certain investments by the funds could be in securities that are or become publicly traded (including BDCs) and are therefore subject to the risks inherent in investing in public securities. Such investments involve economic, political, interest rate and other risks, any of which could result in an adverse change in the market price. These factors are outside the Advisers' control, and could adversely affect the liquidity and value of a fund's investments, and might reduce the ability of such fund to make attractive new investments. In addition, in some cases a fund could be prohibited by contract or other limitations from selling such securities for a period of time so that such fund is unable to take advantage of favorable market prices. Moreover, such fund will be unable to obtain financial covenants or other contractual rights, including management rights, by investing in public securities that it might otherwise be able to obtain in making a privately negotiated investment. Such fund might not have the same access to information in connection with investments in public securities, either when investigating a potential investment or after making an investment, as compared to a privately negotiated investment. Furthermore, it could be expected that such fund will be limited by federal and state securities laws in its ability to make investments, and to sell existing investments, in public securities because, among other things, Tikehau Group could be deemed to have material, non-public information regarding the

issuers of those securities or as a result of other restrictions (including, without limitation, internal policies). Accordingly, there can be no assurance that a fund will be able to make investments in public securities or, if it does, as to the amount it will so invest. Moreover, the inability to sell public securities in these circumstances could materially adversely affect the investment results of such fund. The funds might also invest in Rule 144A securities, which investments are likely to raise many of the same issues and risks discussed above, as well as additional and/or different issues and risks.

Lack of Coordination Among Investment Decisions of Underlying Funds. Investment decisions of the Underlying Funds are made by such funds' managers independently of each other. Consequently, at any particular time, one Underlying Fund might be purchasing interests in an asset that at the same time are being sold by another Underlying Fund. Investing by the Underlying Funds in this manner could cause a fund to incur indirectly certain transaction costs without accomplishing any net investment result.

Illiquid and Long-Term Investments. It is anticipated that there will be a significant period of time before a fund and the Underlying Funds will have completed their investments. Many of these investments are not likely to be liquidated for a number of years after the initial investment. Factors such as overall economic conditions, the competitive environment and the availability of potential acquirers could shorten or lengthen the holding period for any particular investment by a fund or an Underlying Fund. CLOs can also hold investments that are long-term and/or illiquid in nature. The return of capital and the realization of gains, if any, will occur only upon the partial or complete disposition of an Investment. While an investment could be sold at any time, subject to the relevant Governing Documents, it is not generally expected that this will occur for a number of years after the investment is made. It is unlikely that there will be a public market for the investments held by a fund or an Underlying Fund or a CLO at the time of their acquisition. Therefore, no assurance can be given that, if a fund or an Underlying Fund or a CLO is determined to dispose of a particular Investment, it could dispose of such investment at a prevailing market price, and there is a risk that disposition of such investments could require a lengthy time period or could result in distributions in-kind to investors. A fund and the Underlying Funds or a CLO will generally not be able to sell investments through the public markets unless their sale is registered under applicable securities laws, or unless an exemption from such registration requirements is available. Additionally, there can be no assurances that a fund's or an Underlying fund's or a CLO's investments can be sold on a private basis. In addition, in some cases a fund or an Underlying Fund or a CLO could be prohibited by contract or legal or regulatory reasons from selling certain investments for a period of time and as a result might not be permitted to sell an investment at a time a fund and/or the relevant Underlying Fund or CLO might otherwise desire to do so.

No Established Market for Secondaries Investments; Illiquidity of Investments. There is not an established market for secondary private fund investments and although there has been an increasing volume of sales of secondary private fund investments, no liquid market is expected to develop. The funds generally expect to be prohibited by contract or legal or regulatory reasons from selling or transferring Secondary Investment interests without applicable consents. No assurance can be given that, if a fund were determined to dispose of all or part of a particular Secondary Investment, it could dispose of such investment at a prevailing market price, and there is a risk that disposition of such investment could require a lengthy time period. Similarly, debt

obligations purchased by a CLO will have only a limited trading market (or none). A CLO's investment in illiquid loans can restrict its ability to dispose of such investments in a timely fashion and for a fair price, as well as its ability to take advantage of market opportunities. Illiquid loans could trade at a discount from comparable, more liquid investments and could negatively impact the expected return of investors in CLO Securities. These risks can be further increased by changes in national or international economic conditions, and changes in laws, regulations, fiscal policies or political conditions of countries in which Secondary Investments or debt obligations purchased by CLOs are located or in which they conduct their business.

Recent Regulatory Actions Related to CLOs. In recent years, each of the European Union, the United Kingdom, the United States of America and Japan, as well as various other governments around the world, have introduced new regulatory frameworks regarding investments in securitizations and other financial products, including CLOs in particular. These regulations include risk retention requirements that could apply to the sponsor of or investors in CLOs. Investors should refer to the offering documents in connection with each applicable CLO for more detailed information on these regulations and discuss the impact such regulations could have with their legal advisers.

Leverage Risk. CLOs expect to use leverage during their warehouse phase to finance acquisition of their initial investments, and an investment in the subordinated or equity tranche of a CLO represents a highly leveraged investment in the applicable CLO Assets. The use of leverage will result in fees, expenses and interest costs. Although the use of leverage might enhance returns and increase the number of investments that can be made, it could also substantially increase the risk of loss.

Reinvestment Risk. As part of the ordinary management of its portfolio, a CLO will typically generate cash from asset repayments and sales and reinvest those proceeds in substitute assets, subject to compliance with its investment guidelines and certain other conditions. The earnings with respect to such substitute assets will depend on the quality of reinvestment opportunities available at the time. The need to satisfy each CLO's investment guidelines and identify acceptable assets could require the Adviser to purchase substitute assets at a lower yield than those initially acquired or require that the sale proceeds be maintained temporarily in cash or cash equivalents, either of which might reduce the yield that the CLO is able to achieve. The investment guidelines and other CLO terms could incentivize the Adviser to buy riskier assets than it otherwise would, which could result in additional losses.

LIBOR. The London Interbank Offer Rate ("LIBOR") historically has been and currently is used extensively in the U.S. and globally as a "benchmark" or "reference rate" for various commercial and financial contracts, including corporate and municipal bonds, bank loans, asset-backed and mortgage-related securities, interest rate swaps and other derivatives. In July 2017, the head of the United Kingdom Financial Conduct Authority announced the intention to phase out the use of LIBOR by the end of 2021. On March 5, 2021, the ICE Benchmark Administration, the administrator of LIBOR, announced cessation dates. According to the announcement, USD 1-week and 2-month LIBOR setting will cease after December 31, 2021, all other USD LIBOR settings will cease after June 30, 2023 and all GBP, EUR, CHF and JPY LIBOR settings will cease after December 31, 2021. Currently, the U.S. and other countries are working to replace LIBOR with alternative reference rates. Abandonment of or modifications to LIBOR could have adverse

impacts on newly issued financial instruments and existing financial instruments that reference LIBOR.

Recent Developments Regarding the Cayman Islands. Most issuers of CLOs backed by broadly-syndicated loans have historically been domiciled in the Cayman Islands. Relevant institutional investors should also note that regulations in the European Union and the United Kingdom provide for certain restrictions on third country jurisdictions in which securitization special purpose entities (“SSPEs”) could be established. In particular, the UK Securitization Regulation provides for a restriction on the establishment of SSPEs in third countries that are listed as high-risk and non-cooperative jurisdictions by the Financial Action Task Force (“FATF”). The EU Securitization Regulation restricts the establishment of SSPEs in jurisdictions that are listed by the EU as jurisdictions that have strategic deficiencies in its regime on anti-money laundering and counter terrorist financing (“EU AML/CFT list”) or are non-cooperative jurisdictions for tax purposes. In February 2021, the FATF added the Cayman Islands to its separate list of jurisdictions under increased monitoring because strategic deficiencies have been identified. It is uncertain at this stage as to whether or not this FATF monitoring will subsequently result (immediately or with some delay) in the EU adding the Cayman Islands to its list of prohibited jurisdictions for SSPEs for the purposes of the EU Securitization Regulation. Any such restriction on an SSPE being established in the Cayman Islands could have adverse consequences for relevant institutional investors under the EU Securitization Regulation in terms of the regulatory treatment of CLO securities (although the exact consequences are unclear) and might impact the liquidity or market value of the CLO securities, in the event that a CLO issuer is domiciled in the Cayman Islands. Investors subject to the UK Securitization Regulation will not be immediately or directly impacted if Cayman is added to the EU list as a jurisdiction that has strategic deficiencies in its regime on anti-money laundering. The terms of the CLO Governing Documents could permit the CLO issuer to change its jurisdiction of incorporation from the Cayman Islands to any other jurisdiction selected by the CLO issuer, subject to the satisfaction of certain conditions, including that such change not be disadvantageous in any material respect to the noteholders. If the EU were to add the Cayman Islands to its list of prohibited jurisdictions for SSPEs for purposes of the EU Securitization Regulation, it is possible that the CLO issuer could seek to change its jurisdiction pursuant to these provisions, but there can be no guaranty that the CLO issuer would seek to effect such a change or that the conditions to such a change would be satisfied.

Real Asset Investments

The Advisers conduct the real asset investments business through Star America, an investment platform that seeks to make investments in essential and primary infrastructure projects, businesses, and assets to leverage the Advisers’ experience of developing new assets, managing construction and operations, and managing businesses overall. Investments typically focus on transportation, social, environmental and communications infrastructure subsectors. Investments are typically made at the pre-operational or construction phase, but could also be made where additional development capital is needed and enough potential to achieve attractive risk-adjusted returns. The Advisers seek to primarily make investments in greenfield or brownfield projects or other assets or businesses where there is significant capital expenditure or redevelopment, with contracted or non-contracted revenues (i.e., availability-based or demand-based projects). Participation is primarily equity or equity-like, with the flexibility to also make debt investments.

In most cases, returns will be generated by underwriting early investments in projects with long-term, inflation protected, predictable cash flows. The Advisers seek to actively manage each of the relevant funds' projects, businesses or assets and design, build, finance, operate, and / or maintain the infrastructure asset under a long-term concession-like contract or through ownership. In these circumstances, consortium participants (both public and private) share their skills and assets to deliver an essential service or facility to a community. When construction has been completed for projects or development capital spent and the projects, businesses or assets have been operational and stabilized for some time, Star America will seek to exit its investment generally to brownfield infrastructure funds, or other financial or strategic buyers seeking long-term, predictable cash flows generated by these projects or seeking to expand or consolidate its business.

Investment in funds that make real asset investments involve certain risks relating to the fund investment objective and policy, which investors should evaluate before making a decision to invest. Those risks include, but are not limited to, the following, as set forth in the Governing Documents for the relevant funds.

Business, Operations, and Maintenance Risk. Investment in infrastructure assets involves several business-related risks. Project revenues can be affected by a number of factors including economic conditions, political events, competition, regulation and the financial position and business strategy of customers and vendors, project partners contractors, sub-contractors, and service providers. In addition, operating costs can be influenced by a wide range of factors, many of which could not be under the control of the owner/operator, including the breakdown or failure of equipment or processes, labor disputes, industrial accidents and the need to comply with the directives of government authorities. Unanticipated changes in the availability or price of resources necessary for the operation of an infrastructure asset might adversely affect the overall profitability of the investment. Events outside the control of a portfolio investment, such as demographic changes, economic growth, fuel prices increases, government macroeconomic policies, toll, tariff and other fee rates, social stability, technical obsolescence, competition from untolled or other forms of transportation, competing facilities, natural disasters (such as pandemics, fire, floods, earthquakes and typhoons), changes in weather, changes in demand for products or services, defective design or construction, bankruptcy or financial difficulty of a major customer, vendor or contractor or sub-contractor, acts of war or terrorism, and other unforeseen circumstances and incidents could significantly reduce the revenues generated or significantly increase the expense of constructing, operating, maintaining or restoring infrastructure facilities. This could impair a portfolio investment's ability to repay its debt, make distributions to the relevant fund or even result in termination of an applicable concession or other agreement.

Generally, the operation and maintenance of infrastructure projects involve various risks, including labor issues, failure of technology to perform as anticipated, structural failures and accidents. It is expected that portfolio investments will maintain insurance to protect against certain risks, where available on reasonable commercial terms, such as business interruption insurance that is intended to offset loss of revenues during an operational interruption, such insurance is subject to customary deductibles and coverage limits and could not be sufficient to recoup all of a portfolio investment's losses. There can be no assurance that a portfolio investment's insurance would cover liabilities resulting from claims relating to the design, construction, maintenance or operation of the infrastructure facilities or other assets in which a fund could invest, lost revenues, or increased expenses resulting from such damage. Furthermore, once infrastructure assets of portfolio

investments become operational, they might face competition from other infrastructure assets in the vicinity of the assets they operate, the presence of which depends in part on governmental plans and policies.

The success of a fund's investment strategy will, in some cases, depend, in part, on the ability of such fund to restructure and effect improvements in the operations of a portfolio investment or expand the operations of a portfolio investment. The activity of identifying and implementing restructuring programs and operating improvements at portfolio investments entails a high degree of uncertainty. There can be no assurance that a fund will be able to successfully identify and implement such restructuring programs and improvements.

The operations of infrastructure projects are exposed to unplanned interruptions caused by significant catastrophic events, such as natural disaster, explosion, fire, terrorist attack, major plant breakdown, pipeline or electricity line rupture or other disasters. Operational disruption, as well as supply disruption, could adversely impact the cash flows available from these assets. In addition, the cost of repairing or replacing damaged assets could be considerable. Repeated or prolonged interruption could result in permanent loss of customers, substantial litigation or penalties for regulatory or contractual non-compliance. Moreover, any loss from such events might not be recoverable under relevant insurance policies. Business interruption insurance is not always available, or economic, to protect the business from these risks.

Industrial action involving employees, or third parties, could disrupt the operations of infrastructure projects. Infrastructure projects are exposed to the risk of accidents that could give rise to personal injury, loss of life, damage to property, disruption to service and economic loss.

Environmental Laws and Regulation. National and local environmental laws and regulation affect the operations of infrastructure projects. A fund could invest in portfolio investments that are subject to changing and increasingly stringent environmental and health and safety laws, regulations and permit requirements, and there can be no guarantee that all costs and risks regarding compliance with environmental laws and regulations can be identified. Standards are set by these laws and regulations regarding certain aspects of health and environmental quality, and they provide for penalties and other liabilities for the violation of such standards, and establish, in certain circumstances, joint and several obligations to remediate and rehabilitate current and former facilities and locations where operations are, or were, conducted or where materials were disposed of. New and more stringent environmental and health and safety laws, regulations and permit requirements or stricter interpretations of current laws or regulations could impose substantial additional costs on portfolio investments or potential investments. Compliance with such current or future environmental requirements does not ensure that the operations of the portfolio investments will not cause injury to the environment or to people under all circumstances or that the portfolio investments will not be required to incur additional unforeseen, environmental expenditures. Moreover, failure to comply with any such requirements could have a detrimental impact on the financial performance of infrastructure projects. There can be no assurance that portfolio investments will at all times comply with all applicable environmental laws, regulations and permit requirements. Past practices or future operations of portfolio investments could also result in material personal injury or property damage claims. Environmental risks also include, at times, hazardous and toxic contamination of the project's or adjacent property, including subsurface and underground water contamination.

Construction Risk. In connection with any new development project (i.e., a “greenfield” project), expansion of a facility or acquisition of a facility in late-stage development, a Portfolio investment could also face design and construction risks typical for infrastructure businesses, including, without limitation, (i) ineffective or incomplete design, design errors and omissions, (ii) labor disputes, shortages of material and skilled labor or work stoppages, (iii) slower than projected construction progress and the unavailability or late delivery of necessary equipment, (iv) less than optimal coordination with public utilities in the relocation of their facilities, (v) unavailability of rights of way, (vi) adverse weather conditions and unexpected construction conditions, (vii) accidents or the breakdown or failure of construction equipment or processes, (viii) defects in construction and materials, mechanical breakdown, failure to perform, according to design specifications, and (ix) catastrophic events such as explosions, fires and terrorist activities and other similar events beyond a fund’s control. These risks could result in substantial unanticipated delays or expenses and, under certain circumstances, could prevent completion of construction activities once undertaken, any of which could have an adverse effect on a fund and on the amount of funds available for distribution to investors. Construction costs might exceed estimates for various reasons, including inaccurate engineering and planning, labor and building material costs in excess of expectations and unanticipated problems with project startup. Such unexpected increases could result in increased debt service costs and funds being insufficient to complete construction. Such increases could result in the inability of project owners to meet the higher interest and principal repayments arising from the additional debt required. Delays in project completion can result in an increase in total project construction costs through higher capitalized interest charges and additional labor and material expenses and, consequently, an increase in debt service costs. It might also affect the scheduled flow of project revenues necessary to cover the scheduled operations phase debt service costs, operations and maintenance expenses and damage payments for late delivery. In addition, there are risks inherent in the construction work that could give rise to claims or demands against a Portfolio investment from time to time. Delays in the completion of any infrastructure project could result in lost opportunities or revenues or increased expenses, including higher operation and maintenance costs related to a Portfolio investment. Investments under development or investments acquired to be developed could receive little or no cash flow from the date of acquisition through the date of completion of development and could experience operating deficits after the date of completion. In addition, market conditions could change during the course of development that makes such development less attractive than at the time it was commenced. A Project could be subject to mechanic's liens which entitle the holder of such lien to foreclose on the Project.

Regulatory Risk. In many instances, the provision or acquisition of infrastructure assets involves an ongoing commitment to a governmental agency. The nature of these obligations exposes the owners of infrastructure assets to a higher level of regulatory control than typically imposed on other businesses. The risk that a governmental agency will repeal, amend, enact or promulgate a new law or regulation or that a government authority will issue a new interpretation of the law or regulations, can affect a project substantially. This might also be due to court decisions and actions of government agencies that affect a project’s performance.

Where a portfolio investment holds a concession or lease from the government, the concession or lease could restrict the Portfolio investment’s ability to operate the business in a way that maximizes cash flows and profitability. The lease or concession could also contain clauses more favorable to the government counterparty than a typical commercial contract. For instance, the

lease or concession could enable the government to terminate the lease or concession in certain circumstances without requiring payment of adequate compensation.

Governments have considerable discretion to change or increase regulation of the operations of portfolio Investments or to implement laws, regulations or policies affecting their operations, separate from any contractual rights that the government counterparties might have. This could impact a portfolio investment's business, and because its business might provide basic, everyday services, and face limited competition, governments could be influenced by political considerations and might make decisions that adversely affect a portfolio investment's business. Any declaration of title in respect of government-protected land on which infrastructure assets are located could affect the operation of those businesses.

There is also a risk that a project does not have, or might not obtain, permits necessary for the construction or operation of the project. Permits or special rulings could be required on taxation, financial and regulatory-related issues. A portfolio investment's operations could rely on government licenses, concessions, leases or contracts that are generally very complex and could result in a dispute over interpretation or enforceability. Even though most permits and licenses are obtained prior to the commencement of full project operations, many of these licenses and permits have to be maintained over the project's life. If a portfolio investment fails to comply with these regulations or contractual obligations, it could be subject to monetary penalties or a fund could lose its right to operate the affected portfolio investment, or both.

A fund might not receive the initial regulatory approval needed to acquire a portfolio investment, including after substantial costs have been incurred pursuing an asset. Additional or unanticipated regulatory approvals, including, without limitation, renewals, extensions, transfers, assignments, reissuances or similar actions, could be required to acquire infrastructure assets or businesses, and additional approvals might become applicable in the future due to a change in laws and regulations, a change in the portfolio investment's customer(s) or for other reasons. There can be no assurance that a portfolio investment will be able to (i) obtain all required regulatory approvals that it does not yet have or that it could require in the future, (ii) obtain any necessary modifications to existing regulatory approvals, or (iii) maintain required regulatory approvals. Delay in obtaining or failure to obtain and maintain in full force and effect any regulatory approvals, or amendments thereto, or delay or failure to satisfy any regulatory conditions or other applicable requirements could prevent operation of a facility or sales to third parties or could result in additional costs to a portfolio investment and a fund.

Governments and other regulators could impose conditions on the operations and activities of the portfolio investments as a condition to granting its approval or to satisfy regulatory requirements. These conditions, which could be statutory in nature or could be tailored to a particular transaction, could limit or provide a disincentive for portfolio investment to invest in competing industries or to acquire anticompetitive market power in a particular market. The relevant governmental agency might impose conditions of ongoing ownership or equivalent restrictions on a fund in respect of the underlying infrastructure assets. This could include a requirement that such assets remain managed by the Advisers or their affiliates.

Portfolio investments could be subject to rate regulation that determines or limits the prices they might charge, particularly if such portfolio investment is the sole or predominant service provider

in its service area or provides services that are essential to the community. It could be subject to unfavorable price determinations that could be final with no right of appeal or that, despite a right of appeal, could result in its profits being negatively affected and investments not meeting initial return expectations.

Sovereign Risk. The concessions of certain portfolio investments might be granted by governmental entities and are subject to special risks, including the risk that the relevant governmental entity will exercise sovereign rights and take actions contrary to the rights of a fund or the relevant portfolio investment under the relevant concession agreement. There can be no assurance that the relevant governmental entity will not legislate, impose regulations or change applicable laws or act contrary to the law in a way that would materially and adversely affect the business of a fund's investments.

Revenue Risks. A fund could invest in portfolio investments that derive substantially all of their revenues from tolls, tariffs, or other usage or throughput-related fees such as toll roads. Users of the applicable service provided by a portfolio investment might react negatively to any adjustments to the applicable rates, or public pressure could cause relevant government authorities to challenge such rates. In addition, adverse public opinion, or lobbying efforts by specific interest groups, could result in governmental pressure on portfolio investments to reduce their rates, or to forego planned rate increases. The Advisers cannot guarantee that governmental entities with which portfolio investments have concession agreements will not try to exempt certain users from tolls, tariffs or other fees or negotiate lower rates. If public pressure or government action forces portfolio investments to restrict their rate increases or reduce their rates, and they are not able to secure adequate compensation to restore the economic balance of the relevant concession agreement, a fund's business, financial condition and results of operations could be materially and adversely affected.

A fund might also invest in portfolio investments that derive substantially all their revenues from the leasing and lease renewals in the social infrastructure space or other usage or throughput related fees such as in student housing or other mixed-use space such as train stations, airports, municipal builds, which could have a leasing component. A portfolio investment in student housing will rely on the revenues generated by students who attend college, leasing the available units as well as possibly retail rent if it is a mixed-use space. As such, our predicted revenue stream can be impacted by a wide variety of events and conditions including, but not limited to a decline in the university enrollment, increased competition from other schools, the loss of accreditation for certain University programs and the construction of new competing student housing projects.

A fund could also invest in portfolio investments that derive substantially all their revenues from telecommunications. These investments in telecommunications can rely on revenue generated by customer contracts. These customers might elect not to renew these contracts. Furthermore, these customer contracts are terminable for cause if there is a breach of a material provision of the customer contract. Telecommunication investments could face increased competition and resulting pricing pressures as these contracts come up for renewal. If a Portfolio investment is unable to renew customer contracts on similar commercial terms, or if these contracts are terminated our projected returns could suffer. In certain cases, these contracts will contain service guarantees which could enable customers to claim credits thereby reducing projected returns.

A fund's portfolio investments in telecommunications might at times involve fiber networks. The installation and operation of these networks will rely in part on rights of way and other permits from railroads, utilities, local governments, transit authorities and others to operate the fiber network. A fund cannot guaranty that we will be successful in maintaining these right of way agreements or obtaining future agreements on acceptable terms. If a material portion of these agreements are terminated, the Portfolio investment returns will suffer as a result of increased costs or reduced revenue.

These types of investments also require the maintenance and repair of facilities and networks. In the event that the portfolio investment fails to maintain, repair or replace essential portions of the facilities and network, it could lead to a material degradation in the level of service the portfolio investment provides its telecommunication customers. Such failure to provide proper customer service could result in claims from customers, early termination of contracts and a reduction in projected investment returns.

Portfolio Investment Management. A portfolio investment could contract the management of its business to a third-party management company. Although the portfolio investment would have the ability to replace any such operator, the failure of such an operator to adequately perform operations, an operator's breach of the applicable agreements, or an operator's failure to act in ways that are in the Portfolio investment's best interest, could have a material adverse effect on the portfolio investment's financial condition or results of operations. The failure of the third-party asset operator or manager of the portfolio investment to make decisions, perform its services, discharge its obligations, deal with regulatory agencies or comply with laws, rules and regulations affecting the particular business, including environmental laws and regulations, in a proper manner could result in material adverse consequences to the Portfolio investment and adversely affect the Portfolio investment's financial condition or results of operations. Should a third-party manager fail to perform under any applicable agreements between it and the portfolio investment, the portfolio investment might need to find a replacement manager, which replacement manager might be subject to approval by the governmental entity that granted the concession. A portfolio investment could not be able to replace the manager, or do so on a timely basis, or if the portfolio investment is able to find a replacement manager, the replacement manager might demand terms that are unfavorable to the portfolio investment. To the extent day-to-day operation of a portfolio investment is not contracted to third-party managers, each portfolio investment's day-to-day operations will be the responsibility of such portfolio investment's management team. There can be no assurance that the existing management team, or any successor, will be able to operate the Portfolio investment in accordance with a fund's plans and objectives.

Portfolio Investments' Need for Additional Capital. Certain of the funds' portfolio investments, including those holding, directly or indirectly, infrastructure concessions, can be expected from time to time to require additional financing to satisfy their working capital requirements, acquisition strategies, increased project expenses and/or increased project scope. As a result, a portfolio investment could have to raise additional capital, which might occur at a price unfavorable to the existing investors. In addition, a fund could make additional debt and equity investments or exercise warrants, options or convertible securities that were acquired in the initial investment in such company to preserve such fund's proportionate ownership when a subsequent financing is planned, or to protect such fund's investment when such portfolio investment's performance does not meet expectations. The availability of capital is generally a function of

capital market conditions that are beyond the control of the funds or any portfolio investment. There can be no assurance that the portfolio investments will be able to predict accurately the future capital requirements necessary for success or that additional funds will be available from any source. Failure to make a capital expenditure could reduce the portfolio investment's future prospects, or under a concession or other agreement, result in a reduction in revenue or the loss of the concession or other applicable rights or interests or the entire portfolio investment.

Capital Market Investments

The Advisers conduct the capital market investments business through the UCITS Funds, which offer shareholders investments in a selection of negotiable securities and other eligible financial assets with high growth potential. The choice of assets will not be limited either geographically or as regards either the types of negotiable securities and other eligible financial assets or the currencies in which they are expressed, except for any applicable investment restrictions. The investment policy and more particularly the duration of investments is adjusted in line with the current political, economic, financial and monetary outlook at any given time. The UCITS Funds intend to achieve their investment objectives mainly by the active management of portfolios of eligible financial assets, which could consist of transferable securities, money market instruments, UCITS and/or undertakings for collective investment ("UCIs"), bank deposits and/or financial derivative instruments.

Investment in the UCITS Funds involve certain risks relating to investment objectives and policies, which investors should evaluate before making a decision to invest. Those risks include, but are not limited to, the following, as set forth in the Governing Documents.

General Investment Activity. Investments in the Funds should be regarded as long term in nature. There can be no guarantee that any appreciation in the value of the Funds' investments will occur and investors might not get back the full value of their investment. Although it will generally be the policy of the Funds to diversify investments, the Funds could at certain times hold relatively few investments. The Funds could be subject to significant losses if they hold a large position in a particular investment that declines in value or is otherwise adversely affected, including default of the issuer. All investments involve risks and there can be no guarantee against loss resulting from an investment in any shares, nor can there be any guarantee that investment objectives will be attained in respect of overall performance. Investors should therefore ensure (prior to any investment being made) that they are satisfied with the risk profile of the overall objectives disclosed in the Governing Documents. In addition to the opportunities for price gains and earnings, investment in securities also involves risks because the prices could fall below the purchase price paid. Factors affecting the value of securities in some markets and under certain situations cannot easily be determined and the value of such investments might decline or be reduced to zero. The Funds employ a risk management process that enable them to monitor and measure at any time the risk of the positions and their contribution to the overall risk profile of the relevant Fund. The Funds will also employ, if applicable, a process for accurate and independent assessment of the value of any over-the-counter ("OTC") derivative instruments. Further information is set out in the applicable Governing Documents.

Derivatives. The Funds could invest in financial derivative instruments, comprising options, futures, index futures and currency forward contracts for investment, hedging and efficient

portfolio management. Furthermore, the Funds could invest in underlying funds which use financial derivative instruments extensively or primarily for investment purposes. Investment funds using financial derivative instruments for investment purposes are generally associated with greater risk than funds which use financial derivative instruments only for efficient portfolio management or hedging purposes. These significant additional risks include, for example, market counterparty risk, leverage risk, liquidity risk and operational risk. Losses incurred as a consequence of the use of financial derivative instruments for investment purposes could be substantial and could lead to total capital loss for investors in the Funds concerned. There is a risk of total / significant loss resulting from the use of financial derivative instruments for investment purposes. Where a Fund enters into OTC derivative contracts, it will be exposed to the risk that the counterparty might default on its obligations to perform under the relevant contract. Further, there is risk with such investments, that the more bespoke they become and the more complex they become the harder it is to unwind the positions at market prices. There is also a risk that the investment manager will have insufficient cash in a Fund to meet the margin calls necessary to sustain its position in a derivative contract in which case the counterparty will require the investor to place a margin payment with them at the outset of the contract, and this margin payment will be subject to additional top-ups if and when the market moves against the investor. In such circumstances the investment manager will either have to close out the position, thus realizing a loss, or dispose of other assets in such Fund to raise the required margin call, thus potentially adversely affecting the investment composition of such Fund.

Equities. Experience has shown that equities and securities of a share-like character are subject to strong price fluctuations. That is why they offer the possibility of considerable price gains, but also involve increased risks. For example, the prices of equities and securities of a share-like character are influenced above all by the profits or otherwise of individual enterprises and sectors as well as macro-economic developments and political perspectives which determine the expectations of the securities markets and thus the movement of prices. All factors affecting the value of securities in some markets and under certain situations cannot easily be determined and the value of such investments could decline or be reduced to zero.

Fixed-interest Securities. Price changes in fixed-interest securities are influenced predominantly by interest rate developments in the capital markets, which in turn are influenced by macro-economic factors. Fixed-interest securities could suffer when capital market interest rates rise, while they could increase in value when capital market interest rates fall. The price changes also depend on the term or residual time to maturity of the fixed-interest securities. In general, fixed-interest securities with shorter terms have less price risks than fixed-interest securities with longer terms. However, they generally have lower returns and, because of the more frequent due dates of the securities portfolios, involve higher re-investment costs.

Warrants. In addition to the above risks involved with securities and exchange rate changes, warrants carry the risk, but also the opportunity, of what is known as leverage. This leverage is produced, for example, with call warrants through the lower capital investment when the warrants are purchased compared with a direct purchase of the underlying assets. The same applies for put warrants. The greater the leverage, the greater the change of price of the warrant in the event of a change in the prices of the underlying assets (in comparison to the subscription price set forth in the option conditions). The opportunities and risks of warrants increase as the leverage increases. Since warrants are generally issued only for a limited term, it cannot be ruled out that they will be

valueless at the date of maturity if the price of the underlying assets falls below the subscription price fixed when the call warrants were issued or exceeds the subscription price fixed when the put warrants were issued.

Equity-related Securities. In accordance with the investment policies and restrictions of the Fund, certain Funds could invest in equity related securities, including but not limited to financial derivative instruments, options, swaps, futures and forward contracts, warrants, convertible bonds and preference shares. Equity related securities might not be listed and are subject to the terms and conditions imposed by their issuers. There could be no active market in equity related securities and therefore investments in equity related securities can be illiquid. In order to meet redemption requests, the Fund relies upon the issuers of the equity related securities to quote a price to unwind any part of the equity related securities that will reflect the market liquidity conditions and the size of the transaction. There is a risk that the issuers of equity related securities will not settle a transaction due to a credit or liquidity problem and the relevant Funds could suffer a loss (including a total loss). Investments in equity related securities do not entitle the investors to the beneficial interest in the underlying securities nor to make any claim against the Fund issuing the securities. Fluctuations in the exchange rate between the denomination currency of the underlying Shares and the equity related securities will affect the value of the equity related securities, the redemption amount and the distribution amount on the equity related securities.

Hedging. In adverse circumstances, a Fund's use of financial derivative instruments could become ineffective in hedging / efficient portfolio management and the Fund might suffer significant losses in relation to use of financial derivative instruments.

Bonds. Comparatively, the bond market has been less vulnerable to price swings or volatility than other investment products as most bonds pay investors a fixed rate of interest income that is also backed by a promise from the issuer. Apart from the general investment risks, there are also risks which arise from investing in bonds and these include the interest rate risk (bond prices usually fall when the interest rate rises); inflation risk (this usually reduces the purchasing power of a bond) and market risk (the risk that the bond market as a whole would decline).

Depository Receipts. Investment into a given country could be made via direct investments into that market or by depository receipts traded on other international exchanges in order to benefit from increased liquidity in a particular security and other advantages. A depository receipt admitted to the official listing on a stock exchange might be deemed an eligible transferable security regardless of the eligibility of the market in which the security to which it relates normally trades.

Credit and Counterparty Risks. Even when the securities to be acquired are selected carefully, the credit risk, i.e., the risk of loss through the inability of issuers to pay (issuer risk), cannot be excluded. The value of a Fund could be adversely affected if any of the institutions with whom the assets of the Sub-Fund are invested or deposited suffers insolvency or other financial difficulties. Such deposits might include margin payments to derivative counterparties and cash held on deposit at bank. A Fund could invest in financial derivative instruments, comprising options, futures, index futures and currency forward contracts for hedging and efficient portfolio management, as more fully described in the investment policy of a Fund. There is a risk that the use of such instruments will not achieve the goals aimed at. Also, the use of swaps and other derivative contracts entered

into by private agreements could create a counterparty risk for the Fund concerned. In certain circumstances, there could be a credit risk with regard to parties with whom a Fund trades and the Fund could also bear the risk of settlement default. These risks might differ materially from those entailed in exchange-traded transactions which generally are backed by clearing organization guarantees, daily mark-to-market and settlement, and segregation and minimum capital requirements applicable to intermediaries. It might not always be possible for the securities and other assets deposited with depositaries or brokers to be clearly identified as being assets of the Fund and such Fund could be exposed to a credit risk in those situations. In addition, there might be practical or time problems associated with enforcing a Fund's rights to its assets in the case of an insolvency of any such party. In such circumstances it is possible that a Fund will not be able to recover any debt in full, or at all. These risks are mitigated by the fact that the counterparties must be institutions subject to prudential supervision and that the counterparty risk on a single entity must be limited in accordance with the investment restrictions. The secondary market price of such financial derivative instruments will vary in accordance with the market's perception of the credit worthiness of the issuer. In the event of failure of the counterparty the Fund could only rank as an unsecured creditor in respect of sums due from the issuer or broker in question, meaning that a Fund could be unable to recover part or all of the assets exposed to that counterparty and any such recovery could be significantly delayed. Such delay or loss would be to the detriment of the Net Asset Value of Shares in the relevant Fund.

Liquidity Risk. A Fund's ability to invest in and to liquidate its assets could, from time to time, be restricted by the liquidity of the market for those assets. Regulated markets might undergo temporary or prolonged closures and could impose a suspension or limitation on trading in a security traded on the relevant exchange or market. In addition, certain listed transferable securities and money market instruments, particularly securities and money market instruments of smaller capitalized issuers, could from time to time lack an active secondary market and could be subject to more abrupt or erratic price movements than transferable securities or money market instruments of larger, more established companies or stock market averages in general. These difficulties could be exacerbated during periods of extreme market volatility. Furthermore, redemptions by shareholders could require the liquidation of securities positions more rapidly than would otherwise be desirable, which could adversely affect the value of the Shares of both the redeeming shareholders and the remaining shareholders. For example, such redemptions could require liquidations of the positions in a short time frame, which could reduce the value of certain of a Fund's investments, satisfy the available demand in the market, thus impairing the ability of such Sub-Fund to liquidate its investments or in certain instances force such Fund to liquidate positions at a time other than when such Fund would elect to do so.

Sector and/or Geographical Concentration. Funds which specialize in investing in a particular market sector or geographical region are likely to be more volatile than funds with a broader range of investments. This risk is greater in relation to investment in emerging market countries which could experience political and economic changes.

Settlement and Custodial Risk. Settlement and safe custody of securities in certain emerging countries involve certain risks and considerations which do not normally apply when settling transactions and providing safe custody services in more developed countries. The depositary will not have absolute liability for the acts, omissions or creditworthiness of local agents, depositaries, registrars or brokers involved in the safekeeping or the settlement of the assets of a Fund.

Underlying Funds. The investment manager might not always be provided with detailed information regarding all of the investments made by underlying funds because certain of this information could be considered proprietary information by the managers of those underlying funds. This potential lack of access to information could make it more difficult for the investment manager to select, allocate among and evaluate individual fund managers. Despite the due diligence procedures which will be used to select and monitor the individual underlying funds in which the assets of a Fund will be invested, there can be no assurance that past performance information in relation thereto will be indicative of how such investments will perform (either in terms of profitability or correlation) in the future. Although the investment manager will seek to monitor the investments and trading activities of the underlying funds in which a Fund has invested, investment decisions will normally be made independently at the level of such underlying funds and it is possible that some managers will take positions in the same security or in issues of the same industry or country at the same time. Consequently, the possibility also exists that one underlying fund might purchase an instrument at about the same time as another underlying fund decides to sell it. There can be no guarantee that the selection of the managers will actually result in a diversification of investment styles and that the positions taken by the underlying funds will always be consistent. Potential investors must be aware that underlying funds will be subject to management fees and other expenses. As a result, investors could suffer management fees and expenses incurred both at the level of the Fund and the underlying funds in which a Fund invests. There could also be a duplication of subscription and/or redemption fees.

High-yield Securities. A Fund could invest in high-yield securities. Such securities are generally not exchange traded and, as a result, these instruments trade in a smaller secondary market than exchange-traded bonds. In addition, a Fund could 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. High-yield securities that are below investment grade or unrated 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. The market values of certain of these low-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 are often highly leveraged and might not have available to them more traditional methods of financing. It is possible that a major economic recession could disrupt severely the market for such securities and could have an adverse impact on the value of such securities. In addition, it is possible that any such economic downturn could adversely affect the ability of the issuers of such securities to repay principal and pay interest thereon and increase the incidence of default of such securities.

Distressed Securities. Investment in distressed securities (i.e., bonds which, at time of investment, are rated below speculative grade (CCC) by one or more of the main agencies (Moody's, Standard & Poor, Fitch) are expected to cause additional risks for a Fund. Such securities are regarded as predominantly speculative with respect to the issuer's capacity to pay interest and principal or maintain other terms of the offer documents over any long period of time. They are generally unsecured and could be subordinated to other outstanding securities and creditors of the issuer. Whilst such issues are likely to have some quality and protective characteristics, these are outweighed by large uncertainties or major risk exposure to adverse economic conditions. Therefore, a Fund could lose its entire investment, might be required to accept cash or securities

with a value less than its original investment and/or could be required to accept payment over an extended period of time. Recovery of interest and principal could involve additional cost for a fund. Under such circumstances, the returns generated from a fund's investments might not compensate the shareholders adequately for the risks assumed.

ITEM 9: DISCIPLINARY INFORMATION

Tikehau and its management personnel have no reportable disciplinary events.

ITEM 10: OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

The Advisers are subsidiaries of Tikehau Capital. Tikehau Capital is an asset management and investment company which was set up in Paris in 2004. Tikehau Capital directly and indirectly managed approximately €28.5 billion in AUM as of December 31, 2020, and had shareholders' equity of approximately €2.8 billion as of December 31, 2020. The Group has expanded dynamically through its four business lines: private debt, real assets, private equity investment and capital market strategies (fixed income management/balanced and equities management). The Group provides its investors with alternative investment opportunities targeting long-term value creation.

As a global alternative asset manager with significant assets under management and a long history of owning and operating assets and businesses across various industries, sectors and geographies, the Group leverages its broad reach, expertise and relationships in managing its clients' investment and asset management activities. The Group similarly leverages its relationship with the Advisers, their Clients and/or their portfolio investments to the extent practicable. These activities give rise to conflicts (and potential conflicts) of interest considerations as the Group (indirectly) benefits from them. However, Tikehau believes that these activities are in the best interest of its Clients.

By deploying its shareholders' equity to support the Group's four investment strategies particularly through investments in the funds managed as part of its strategies, Tikehau Capital creates the conditions for a clear alignment of interests between the Group balance sheet and investments made by its client-investors. This approach is central to building a relationship of trust with its shareholders and investors. The Group is majority-owned by its management, alongside leading institutional partners, which ensures that an alignment of interests is instilled in its culture. Across all of its strategies, Tikehau Capital's unique approach focuses primarily on fundamental analysis and highly selective investments.

Tikehau Capital is organized as a Société en commandite par actions governed by French law and listed in compartment A of Euronext Paris. Founded in Paris, Tikehau Capital and its group of entities have expanded over recent years, and now have offices in London, Brussels, Luxembourg, Milan, Amsterdam, Madrid, Singapore, Seoul, Japan, and New York.

In some cases, Tikehau Group and its subsidiaries, including Tikehau Capital, Tikehau IM or the Advisers have business arrangements with related persons or companies that are material to their advisory business or to a Fund. These business arrangements create the appearance of, potential for, or actual conflicts of interest between the Advisers and a Client of another member of the Group.

Tikehau IM. Tikehau IM is authorized and supervised by the French supervisory authority, the Autorité des Marchés Financiers, acting as an alternative investment fund manager of several vehicles. Tikehau IM is also an investment adviser that files reports with the SEC as a private fund adviser. Various other affiliated entities of the Advisers participate in the Group's U.S. advisory business by providing direct or indirect advisory or research services through participating affiliate arrangements. Various subsidiaries of Tikehau Group might also have similar interests in a particular issuer.

The Relying Advisers. In July 2020, Tikehau completed the acquisition of Star America, an investment adviser registered with the SEC. As noted in Item 4, Star America provides infrastructure-related investment advisory services to Star America Infrastructure Fund, LP (together with an affiliate fund, “Star Fund I”) and to Star America Infrastructure Fund II, LP (together with a parallel fund, “Star Fund II”). In July 2021, Tikehau established TSCM as a wholly owned subsidiary of TCNA to provide collateral management services to CLOs and CLO Warehouses.

TCNA’s and the Relying Advisers’ investment activities give rise to certain conflicts of interest. Because the Relying Advisers are subject to the supervision and control of Tikehau, Tikehau has the right to be consulted and coordinate each Relying Adviser’s investment activities and/or decisions. Additionally, Star America is restricted from forming or establishing additional funds or successor funds, without the approval of Tikehau. Tikehau representatives comprise a minority of the members of the investment committees for Star America’s clients. The committee for Star Fund I makes positive investment decisions by a majority vote and the committee for Star Fund II makes such decisions by unanimous vote. In addition, Tikehau Capital is an investor in Star Fund II. TSCM maintains a dedicated investment committee which is expected to include at least one member that is also a member of the Star America and TPDS investment committees. Tikehau Capital Americas Holdings will (and other affiliates could) invest in the CLOs.

Star America’s clients pursue investment opportunities based in whole or in part on information, support and knowledge provided directly or indirectly by Tikehau. For example, Tikehau provides Star America with (i) marketing-related support, including, for example, strategy sessions, introductions to investor relationships and other marketing facilitation activities, and (ii) strategic oversight and business development support, including general market expertise and private equity-related expertise. Star America could provide similar information, support and/or knowledge to the Group, and the conflicts (and potential conflicts) of interest described herein will apply equally in those circumstances. In the future, there might be overlap in investment strategies and investments pursued by Star America’s clients and Tikehau’s clients. For example, Star America and Tikehau’s Clients are not prohibited from investing in the equity and debt of a single issuer, which could lead to diverging interests in the case of default, as described above. In those circumstances, the conflicts management protocols described above shall apply. The investment strategies of the Funds advised by the Advisers and the entities in the Tikehau Group currently do not overlap, limiting the risk of conflicts. If those protocols conflict with the Governing Documents of a Star America client, then the Governing Documents shall control.

KSG Advisors. The general partner of Star Fund I (the “Star Fund I GP”) is indirectly owned in majority by Cardinal Group Holdings, LLC f/k/a Star America Group Holdings, LLC, which is owned by William A. Marino, a management person of the Advisers. Star Fund I GP is also under common ownership with KSG Advisors, LLC f/k/a Star America Capital Advisors, LLC (“KSG”), a registered broker-dealer that provides infrastructure related services including capital raising, P3 financial advisory services, and merger and acquisition advisory services (“KSG Services”). Currently, the Advisers do not transact with or utilize the services of KSG; however, on some occasions, the Advisers will introduce a project or Consortium member to KSG (i) where the project is not in the best interests of the Funds, and (ii) where the Consortium member and the Funds would both benefit from the Consortium member receiving KSG Services. In addition, KSG will, on some occasions, introduce projects or Consortium members to the Adviser, which the

general partner of a Fund could pursue if the project or teaming with Consortium member is in the best interests of such Fund. A portfolio investment might pay KSG a Development Fee for KSG Services as part of the development of a P3 project, as discussed in Item 5. Prior to engaging in that kind of transaction, the Advisers will obtain the approval of the limited partner advisory committee (“LPAC”) of the relevant Fund.

Broad and Wide-Ranging Activities. Tikehau Group engages in a broad spectrum of activities. In the ordinary course of their business activities, the Group is expected to engage in activities where its interests or the interests of its clients will conflict with the interests of investors in the Funds. Other present and future activities of the Group are expected to give rise to additional conflicts of interest. In the event that a conflict of interest arises, the Group will attempt to resolve such conflicts in a fair and equitable manner on a case-by-case basis with its senior management, who will in many circumstances be the same individuals. Any such discussions and resolutions will take into consideration the interests of the relevant parties and the circumstances giving rise to the conflict. Tikehau will typically have the power to resolve, or consent to the resolution of, conflicts of interest on behalf of, and such resolution will be binding on, a Fund. Investors should be aware that conflicts will not necessarily be resolved in favor of a Fund's interests. These resolutions could include, by way of example and without limitation, refraining from investing in or disposing of the security giving rise to the conflict of interest, appointing an independent fiduciary or consulting the LPAC.

Shared Services. In certain circumstances, in order to create efficiencies and optimize performance, one or more affiliates or related persons of the Advisers share the operational, legal, financial, back-office, or other resources, including shared personnel and consultants. Any costs and expenses related to such shared resources will be allocated among the relevant entities on the basis that the Advisers deems fair and equitable. In addition, employees of the Advisers and their affiliates sometimes serve as managers, directors, and/or officers of certain portfolio investments, and in that capacity, are required to make decisions that consider the best interests of such portfolio investment and its shareholders.

Other Accounts; Allocation of Investment Opportunities. Certain inherent conflicts of interest arise from the fact that Tikehau provides investment management services to several Clients. The respective investment programs of the Clients and the Other Accounts could or could not be substantially similar. Tikehau could give advice and recommend investments to one Client which differs from advice given to, or securities recommended or bought for, another Client, even though their investment objectives could be the same or similar.

While Tikehau will seek to manage potential conflicts of interest in good faith, such transactions or advice could have consequences that are adverse to the interests of the Clients, such as, for example and without limitation, adversely affecting the availability, price or other terms of investments. Investors should be aware that conflicts will not necessarily be resolved in favor of a particular Client's interests. Tikehau generally will share appropriate investment opportunities (and sale opportunities) with each Client for which that opportunity is within its investment mandate and in general, this means that such opportunities will be allocated pro rata among the relevant Clients based on available capacity for such investment in each Client, taking into account capital commitments, available cash and the relative capital of the respective Clients and such other factors as Tikehau determines in good faith to be appropriate, subject to any priority

arrangements set forth in the relevant Governing Documents.

Nevertheless, such appropriate investment and/or sale opportunities could be allocated other than on a pro rata basis (i) based upon a Client's priority with respect to certain investments and/or (ii) if Tikehau deems in good faith that a different allocation among the Clients is appropriate, taking into account, among other considerations (a) risk-return profile of the proposed investment, (b) the Clients' objectives, whether such objectives are considered solely in light of the specific investment under consideration or in the context of the portfolio's overall holdings, (c) the potential for the proposed investment to create an industry, sector, issuer or other similar imbalance in one or more Clients' portfolios, (d) liquidity requirements (or cash position) of each Client, including during a ramping or wind-down period, (e) tax consequences, (f) regulatory restrictions, (g) the need to re-size risk in a Client's portfolio, (h) redemption or withdrawal requests or defaults on contributions and anticipated future contributions, (i) proximity of a Client to the end of its specified term/commitment period, (j) when a pro rata allocation could result in de minimis or "odd lot" allocation, (k) availability of leverage and any requirements or other terms of any existing leverage facilities, (l) the nature and extent of involvement in the transaction on the part of the respective teams of investment professionals dedicated to a Client; and (m) other considerations deemed relevant by Tikehau.

As discussed in Item 6 above, in addition to Tikehau's right to permit one or more strategic investors to invest in transactions in which a Client invests, Tikehau can in its sole and absolute discretion give certain persons, including Co-Investment Vehicles, an opportunity to co-invest in particular investments. The allocation of co-investment opportunities could involve a benefit to Tikehau, including, without limitation, management fees or incentive allocations from the co-investment opportunity, capital contributions to a Fund and capital commitments to Other Accounts. There can be no assurances with respect to the amount of any investment opportunity that will be allocated to a Client, or that any particular Client will be allocated any particular opportunity.

Allocation of Time and Personnel. The Advisers and their respective members, partners, officers and employees will devote as much of their time to the activities of Clients as they deem necessary and appropriate. Subject to the Governing Documents of the relevant Client, the Advisers and the Tikehau Group are not restricted from forming additional investment funds or CLOs, from entering into investment advisory relationships or from engaging in other business activities, even though such activities could be in competition with Clients and/or could involve substantial time and resources of the Advisers. Tikehau Group's investment professionals will continue to work on other projects, including the Other Accounts, and conflicts of interest could arise in allocating time, services or functions among such professionals and Clients. The Advisers also share supervised persons who provide portfolio management services to Clients with several other Tikehau Group entities, which have their own investment businesses. Their time is shared between the entities, which might privilege an entity and its investment business and clients. However, each set of managing directors is distinct, to limit the over-reliance on a single shared managing director. Further, the investment strategies of the various Tikehau Group entities are different, limiting the risk of overlap.

Investments in Which a Client and Other Accounts and/or Tikehau Group Have a Different Interest. From time to time, multiple Funds or Underlying Funds, or CLOs, might make

investments at different levels of a portfolio investment's capital structure or otherwise in different classes of its securities. This conflict is exacerbated by the fact that the Funds and the Underlying Funds will generally make equity investments, while the CLOs and Other Accounts are predominantly investing in the debt of such companies. Such investments inherently give rise to conflicts of interest or perceived conflicts of interest between or among the various classes of securities that are held by such entities. Further, if a CLO or Other Account purchases debt or other instruments from a portfolio investment senior to the Funds' investment therein, Tikehau would, in certain instances, face a conflict of interest in respect of the advice it gives to, and the actions it takes on behalf of, such Other Account or CLO and a Fund (e.g., with respect to the terms of such securities or other instruments, the enforcement of covenants, the terms of recapitalizations, exercise of rights, pursuit of remedies, etc.). Similar conflicts of interest could arise in circumstances where an Underlying Fund and an Other Account or CLO make investments at different levels of a portfolio investment's capital structure or otherwise in different classes of its securities, particularly where the Group has representation on such Underlying Fund's LPAC or otherwise has governance rights with respect to such Underlying Fund and/or portfolio investment.

To the extent that an Other Account is actually or effectively the controlling shareholder of a portfolio investment, such Other Account could be able to determine the outcome of all matters requiring stockholder approval and will be able to cause or prevent a change of control of such portfolio investment or a change in the composition of its board of directors and could preclude any unsolicited acquisition of that company regardless as to whether the Clients agree with such determination. So long as the Other Account continues to own a significant amount of the voting power of a portfolio investment, even if such amount is less than 50%, it will generally continue to influence strongly, or effectively control, that company's decisions. As a result, Clients' interests with respect to the management, investment decisions or operations of those portfolio investments might at times be in direct conflict with those of the Other Accounts. Similarly, the interests of one Client or group of Clients could conflict with the interests of others, where such Clients hold different interests in a portfolio investment.

In addition, where a Client, Tikehau Group and/or and the Other Accounts invest in different parts of the capital structure of a portfolio investment, their respective interests are likely to diverge significantly in the case of financial distress of the company. For example, if additional financing is necessary as a result of financial or other difficulties, it might not be in the best interests of a Client, or a Client might not be able, to provide such additional financing. If Tikehau Group or Other Accounts were to bear losses from their respective investments as a result of such difficulties, the ability of the Advisers to recommend actions in the best interests of the Client might be impaired. In addition, it is likely that in a bankruptcy proceeding a Fund's (or the relevant Underlying Fund's) equity interest will be subordinated to the interests of CLOs or Other Accounts which invest in the debt of such Underlying Companies, and could be otherwise adversely affected by virtue of the Advisers', CLOs and/or the Other Account's involvement and actions relating to their investment. Moreover, there can be no assurance that the term of or the return on a Fund's investment will be equivalent to or better than the term of or the returns obtained by the other Clients or affiliates or the Other Accounts participating in the transaction. This could result in a loss or substantial dilution of a Fund's investment, while other Clients, Tikehau Group and/or an Other Account recovers all or part of amounts due to it. Similarly, the Advisers' ability to implement a Client's strategies effectively could be limited to the extent that contractual obligations entered into in respect of the activities of Tikehau Group impose restrictions on a Client

engaging in transactions that the Advisers would be interested in otherwise pursuing.

Furthermore, the Funds and the Other Accounts could purchase different classes of securities of, or invest on different terms in, an Underlying Fund. For example, a Fund could acquire interests of an Underlying Fund which have different fees and/or performance-based compensation terms than an Other Account or might have different governance and/or information rights with respect to the Underlying Fund. To the extent a Fund and an Other Account hold (or seek to acquire) securities in the same Underlying Fund or portfolio investment, the Group could be presented with decisions when the interests of a Fund and such Other Account are in conflict. If a Fund makes or has an investment in an Underlying Fund or portfolio investment in which an Other Account holds an investment, or if a Fund is seeking to lead or participate in a restructuring of an Underlying Fund in which an Other Account has an investment, Tikehau Group will generally have conflicting loyalties between its duties to the Fund and to such Other Account. In that regard, actions could be taken by Tikehau Group and/or on behalf of the Other Account that are adverse to a Fund, or vice versa. In addition, there could be circumstances where Tikehau Group agrees to implement certain procedures to ameliorate conflicts of interest which could involve a forbearance of rights relating to a Fund or an Other Account, such as where Tikehau Group could cause an Other Account to decline to exercise certain consent rights with respect to an Underlying Fund, which could affect the terms of a Fund's investment therein (including the possibility that the requisite consent of Underlying Fund investors might not be achieved without taking into account such Other Account's interest). There can be no assurances that any conflict will be resolved in favor of a Fund. Conflicts can also be expected to arise in determining the amount of an investment, if any, to be allocated among potential investors (including co-investors) and the respective terms thereof. There can be no assurances that the return on a Fund's investment will be equivalent to or better than the returns obtained by the Other Accounts participating in any investment.

Due to the various conflicts described herein, actions could be taken by the Group and/or on behalf of Other Accounts or a Client that are adverse to another Client.

Portfolio Investment Interests. Tikehau Group could invest on behalf of itself and/or Other Accounts, or for a Client or group of Clients, in a portfolio investment that is a competitor of a portfolio investment of another Client or group of Clients or that is a service provider, supplier, customer or other counterparty with respect to a portfolio investment of another Client or group of Clients. In providing advice and recommendations to, or with respect to, such portfolio investments, and in dealing in their securities on behalf of itself, such Clients or such Other Accounts, to the extent permitted by law, Tikehau Group will not take into consideration the interests of other Clients and their portfolio investments. Accordingly, such advice, recommendations and dealings could result in adverse consequences to a Client or its portfolio investments. Conflicts of interest can also arise with respect to the allocation of Tikehau Group's time and resources between such portfolio investments. In addition, in providing services to such portfolio investments, Tikehau Group could come into possession of information that it is prohibited from acting on (including on behalf of a Client) or disclosing as a result of applicable confidentiality requirements or applicable law, even though such action or disclosure would be in the interests of Clients. To the extent not restricted by confidentiality requirements or applicable law, Tikehau Group can apply experience and information gained in providing services to portfolio investments of a Client to provide services to competing portfolio investments invested in by other Clients, Tikehau Group or Other Accounts, which could have adverse consequences for a Client.

Consultants. The Funds and/or portfolio investments could engage strategic advisors, consultants, senior advisors, operating partners and/or other professionals (which can include current and former executive officers, employees or other affiliates of the Group or any portfolio investments of a Fund or any Other Accounts) as well as other similar professionals (collectively, “Consultants”) and who are expected to receive payments from, or allocations or performance-based compensation (e.g., promote) with respect to portfolio investments. In such circumstances, such payments, allocations or compensation will be borne indirectly by the Fund and will not be subject to offset or return provisions under the relevant Fund’s Governing Documents. Consultants are expected to have the right or could be offered the ability to co-invest alongside a Fund, including in those investments in which they are involved (and for which they could be entitled to receive performance-related incentive fees, which will reduce such Fund's returns and will not necessarily be subordinated to the return of investors’ capital contributions), or otherwise participate in equity plans for management of any such portfolio investment, and such co-investment and/or participation generally will result in a Fund being allocated a smaller share of an investment. The nature of the relationship with each Consultant and the amount of time devoted or required to be devoted by them might vary considerably. In some cases, they provide industry-specific insights and feedback on investment themes, assist in transaction due diligence, make introductions to and provide reference checks on management teams. In other cases, they take on more extensive roles and serve as executives or directors on the boards of portfolio investments or contribute to the sourcing, monitoring, disposition or other management functions with respect to Investments. These arrangements could be memorialized in a formal written agreement or could be informal and are negotiated individually, depending upon the anticipated services to be provided, and any such arrangement could or could not be terminable upon notice by either or both parties. In certain cases, a Consultant will have certain attributes of Group “employees” (e.g., they might have dedicated offices at Tikehau Group, participate in general meetings and events for Group personnel or on Group matters as their primary or sole business activity) even though they are not considered Group employees, affiliates or personnel for purposes of the Partnership Agreement. Consultants could be sources of investment opportunities, coinvestors or counterparties therewith, could have other prior relationships with Tikehau Group, Other Accounts and/or any of their investments or affiliates thereof, or otherwise have a relationship with Tikehau Group and/or its affiliates. These relationships could influence the decision whether to select or recommend such a Consultant to perform services for the Funds or a portfolio investment. There can be no assurance that any of the Consultants and/or other professionals will continue to serve in such roles and/or continue their arrangements with Tikehau Group, a Fund and/or any portfolio investments throughout the term of any particular Fund.

Service Providers. Certain advisors and other service providers, or their affiliates (including accountants, administrators, lenders, bankers, brokers, attorneys, placement agents, consultants and investment or commercial banking firms and certain other advisors and agents) to a Client, Tikehau Group, Other Accounts, the Underlying Funds or their respective portfolio investments also provide goods or services to or have business, personal, political, financial or other relationships with Tikehau Group or its personnel. Such advisors and service providers could be investors in the Funds and/or the portfolio investments, affiliates of the Advisers, sources of investment opportunities or co-investors or counterparties therewith. These service providers (including placement agents) and their affiliates could contract or enter into any custodial, financial, banking, advising or brokerage or other arrangement or transaction with a Client, the Advisers or any investor in a Client, any portfolio investment or any company or entity any of

whose securities are held by or for the account of a Client. These relationships could influence the Advisers in deciding whether to select or recommend such a service provider to perform services for a Client or portfolio investment (the cost of which will generally be borne directly or indirectly by the Client or such portfolio investment, as applicable). Similarly, these service providers (including placement agents) and their affiliates might engage in competitive activities and might earn fees from or receive or provide other consideration from such persons or entities, and might provide different advice or services or take different action for any other client or account, including their own accounts, from the advice or services they provide or action they take for our Clients and/or our Clients' portfolio investments. Notwithstanding the foregoing, we seek to allocate investment transactions for the Clients that require the use of a service provider to service providers on the basis of best execution, the evaluation of which includes, among other considerations, such service provider's provision of certain investment-related services and research that the Advisers believe to be of benefit to our Clients. In certain circumstances, advisors and service providers (including placement agents), or their affiliates, might charge different rates or have different arrangements for services provided to Tikehau Group as compared to services provided to a Client and/or the portfolio investments, which could result in more favorable rates or arrangements than those payable by the Client and/or such portfolio investments.

Investments with Related Parties. Tikehau Group, through its various affiliates, is able to offer various financing solutions to issuers, both in equity capital and debt. Certain subsidiaries or business lines of the Tikehau Group could invest in the equity and debt of a single issuer, which can lead to diverging interests in the case of default. However, procedures have been implemented that: separate the investment teams of the relevant entities both physically and electronically; if the same opportunity is pursued by two teams with different funding opportunities, then both financing solutions would generally be presented to the issuer, where the issuer chooses their financing solution, which is then assigned to the appropriate investment team and entity; only allow simultaneous investment in debt and in equity in the same funds; non-disclosure agreements with particular issuers are typically catalogued centrally in Tikehau Group, where a conflicts check is run prior to an opportunity being pursued by any entity in the group; bi-monthly committee meetings where investment opportunities are reviewed to ensure there is no overlap in investment opportunities are attended by the Tikehau Group general counsel and compliance officers. If an overlapping opportunity is discovered, then the committee could be convened as early as possible. The committee includes the managing directors and the compliance officers of each affected entity, the chief investment officers of Tikehau Group and the general counsel. This committee will then determine the appropriate approach. Decisions made by this committee will be documented and preserved.

Material, Non-Public Information. The Advisers are expected to come into possession of material, non-public information with respect to potential portfolio investments and other issuers. Should this occur, the Advisers would be restricted from buying or selling securities or other instruments of the portfolio investment or other issuer until such time as the information became public or was no longer deemed material to preclude a Client from participating in an investment. Disclosure of such information to relevant investment personnel will be on a need-to-know basis only, but Clients will not be free to act upon any material non-public information in a manner that would be inconsistent with applicable law. Additionally, there could be circumstances in which one or more of certain individuals associated with the Advisers will be precluded from providing services related to a Client's activities because of certain confidential information available to such

individuals or the Advisers. Because Tikehau Group cannot share material non-public information with, or use such information for the benefit of, a Client, Tikehau could be required to refrain from undertaking a transaction that might have been beneficial and a Client might, of its own accord, take an action (or refrain from taking an action) that is different than what it might have taken had it known such information. Due to these restrictions, a Client might not be able to initiate a transaction that it otherwise might have initiated and might not be able to sell an investment that it otherwise might have sold. In addition, the Advisers, in an effort to avoid buying or selling restrictions on behalf of Clients of the Advisers or their affiliates, could choose to forego an opportunity to receive (or elect not to receive) information that other market participants or counterparties, including those with the same positions in the issuer as a Client, are eligible to receive or have received, even if possession of such information would be advantageous to the Client.

Valuation Matters. The fair value of all investments or of property received in exchange for any investments will be determined by the Advisers with the relevant Client's Governing Documents. Accordingly, the carrying value of an investment might not reflect the price at which the investment could be sold in the market, and the difference between carrying value and the ultimate sales price could be material. The valuation of such investments will be determined by the Advisers in accordance with procedures set forth in the relevant Governing Documents.

Financing Arrangements. Tikehau IM could receive arrangement fees when structuring a financing of an issuer, where Tikehau IM could choose an investment or an underwriter to receive larger fees or other services. However, the arrangement fees are paid to the funds and their investors, in accordance with the governing documents, if rates exceed a particular threshold. Tikehau IM could also receive Management Fees when it invests in its own funds on behalf of clients, however, no managed fees are charged for assets invested in its own funds.

Side Letters. A Client could enter into a side letter or other similar agreement with a particular investor or investors without the approval or vote of any other investors, which would have the effect of establishing rights under, or altering or supplementing the terms of the Governing Documents applicable to that investor in a manner more favorable to such investor than those applicable to other investors. Any rights established, or any terms of the Governing Documents altered or supplemented in a side letter or other similar agreement with an investor will govern solely with respect to such investor notwithstanding any other provision of the Governing Documents. Such rights or terms in any such side letter or other similar agreement could include, without limitation, (i) excuse rights applicable to particular investments, (ii) certain information rights or additional reporting, (iii) waiver or modification of certain confidentiality obligations and/or documentation for the benefit of service providers or lenders or other persons extending credit to or arranging financing for the relevant Fund, (iv) consent of the Adviser to certain transfers by such investors or other exercises by the Advisers of their discretionary authority under the Governing Documents for the benefit of such investor, (v) restrictions on, or special rights of such investor with respect to the Adviser's activities, (vi) withdrawal rights due to legal, regulatory or policy matters, including matters related to political contributions, gifts and other such policies, (vii) certain obligations and restrictions on the Advisers with respect to the exercise of its discretion on certain matters, including amendments, exercising default remedies and waiving confidentiality or terms, (viii) other rights or terms necessary in light of particular legal, regulatory or public policy characteristics of an investor, (ix) discounted Management Fee or Carried Interest rates or

rights to share in the revenue streams of the Advisers, or (x) additional obligations, and restrictions of a Fund with respect to the structuring of any investment (including with respect to alternative investment vehicles).

Possible Future Activities. Tikehau expects to expand the range of services that it provides over time. Except as provided herein, Tikehau will not be restricted in the scope of its business or in the performance of any such services (whether now offered or undertaken in the future) even if such activities could give rise to conflicts of interest, and whether or not such conflicts are described herein. Tikehau has, and will continue to develop, relationships with a significant number of companies, financial sponsors and their senior managers, including relationships with clients who hold or have held investments similar to those intended to be made by Clients, which could themselves represent appropriate investment opportunities for a Client or could compete with a Client for investment opportunities.

LPAC. Pursuant to the relevant Fund's Governing Documents, an LPAC will be established and authorized to give consent on behalf of the Funds and to give any approval on behalf of the Funds, including as might be required under the Advisers Act, and the Advisers could in certain situations choose to consult with or obtain the consent of the LPAC with respect to any specific conflict of interest or transaction, and approvals required under Section 206(3) of the Advisers Act.

This does not purport to be a complete list or explanation of all actual or potential conflicts that could arise, and additional conflicts not yet known by Tikehau will arise in the future. Conflicts will not necessarily be resolved in favor of Clients' interests. Because of the complexities involved in combining certain aspects of existing businesses, the policies and procedures to identify and resolve such conflicts of interest will continue to be developed over time.

Code of Ethics

Tikehau has adopted a code of ethics (“Code”) that applies to all supervised persons. Each of them must comply with the Code. Tikehau’s CCO administers and enforces the Code.

The Code requires supervised persons to:

- Comply with applicable federal and state securities laws;
- Conduct themselves with integrity and act ethically in their dealings with the public, Clients and professional associates;
- Fulfill their duty of loyalty by acting solely in Clients' best interests;
- Strive to provide long-term Client satisfaction;
- Disclose any known conflict of interest;
- Adhere to policies limiting the giving or receiving of gifts and business entertainment;
- Adhere to policies limiting the giving of political contributions;
- Adhere to policies regarding Outside Business Activities;
- Report any violation of the compliance manual to the CCO as soon as possible; and
- Submit reports of securities beneficially owned by them and their related persons, and submit reports of securities transactions by them and their related persons, subject to certain permitted exceptions.

Investors or prospective investors who wish to receive a copy of the Code should contact the CCO, or the address on the cover page of this Brochure.

General Standards of Business Conduct; Insider Trading

The Code was developed to provide general ethical guidelines and specific instructions regarding the duties owed to Clients. All access persons must act with competence, dignity, integrity, and in an ethical manner, when dealing with Clients, the public, prospects, third-party service providers and fellow access persons. Access persons must use reasonable care and exercise independent professional judgment when conducting investment analysis, making investment recommendations, trading, promoting Tikehau's services, and engaging in other professional activities. All access persons are expected to adhere to the highest standards with respect to any potential conflicts of interest with Clients. As a fiduciary, Tikehau must act in its Clients' best interests. In addition, and in compliance with Section 204A of the Advisers Act, and Rule 204-1 thereunder, Tikehau has adopted written policies and procedures that are embodied in the Code.

Transactions Between Portfolios

If a portfolio manager plans to carry out transactions between the portfolios under his management or between a portfolio under his management and the holdings/portfolios of an affiliated company, the portfolio manager shall be responsible for determining the conditions for such transactions in compliance with the applicable regulations and relevant Governing Documents. Such transactions involve a high risk of conflicts of interest and should therefore be carried out only if they can be duly justified for the relevant portfolios.

Investment transfers between managed portfolios are subject to a systematic documentation established by the selling and buying funds managers, in order to:

- Motivate the interest of the transaction for the relevant funds; and
- Offer a transaction price.

This documentation is communicated to the CCO for him/her to carry an analysis of potential conflicts of interests and to update the registry of conflicts of interest. The validation of transaction price is the responsibility of the Chief Risk Officer. If needed and deemed necessary by the Chief Risk Officer, an external valuation can be requested. The intervention of an independent investor can also enable the validation of this valuation.

Transactions between portfolios are subject to the approval from the CCO and the Chief Risk Officer before being conducted.

ITEM 12: BROKERAGE PRACTICES

The Advisers seek to achieve best execution on behalf of Clients and to base broker-dealer selection not only on the transaction costs but also considering other criteria, such as the prices offered, the likelihood of successful execution and settlement, and the speed of execution. The investments bought and sold on behalf of the CLOs typically trade at a bid/ask spread and without an explicit brokerage charge. While the CLOs do not pay commissions or other formal trading expenses of the sort associated with more traditional equity market transactions, the CLOs bear the implicit trading costs reflected in these spreads.

When we do engage a broker, dealer or other intermediary (including an affiliate) to execute client transactions, we consider various factors, including, but not limited to:

- Execution capability;
- Transaction charges such as spreads;
- Financial responsibility and responsiveness;
- Access to particular markets or instruments;
- Overall costs of a transaction (*i.e.*, net price paid or received) including mark-ups, mark-downs, spreads commissions or other current transaction costs;
- Reputation, financial strength and stability;
- Quality of execution (including accurate and timely execution, settlement, clearance and dispute resolution);
- Willingness to execute difficult transactions; and
- Market intelligence regarding trading activity.

The Advisers do not currently engage in soft dollar arrangements through which they receive research or services other than execution in exchange for commissions, however, could do so if in accordance with Section 28(e) of the Securities Exchange Act of 1934. From time to time, the Advisers receive information from the underwriters engaged to service portfolio investments; however, the receipt of this information is in the best interests of the Funds, and the Advisers believe that it does not create a conflict of interest.

Further, although KSG sometimes introduces a project or a Consortium member to the Advisers, and vice versa, the Advisers do not use KSG brokerage services to execute purchases or sales of publicly traded securities.

A portfolio investment could pay KSG a Development Fee for KSG Services provided to an authority as part of the development of a P3 project, as discussed in Item 5.

In addition, the Advisers have no occasion to and does not engage in directed brokerage. The

Advisers do not aggregate the purchase or sales orders of securities for various client accounts.

ITEM 13: REVIEW OF ACCOUNTS

The Advisers' Clients generally invest in private, illiquid and long-term equity or debt instruments, and accordingly the Advisers' review is not directed toward a short-term decision to dispose of securities. As such, the Advisers and their affiliates monitor most closely at the portfolio investment level that is, monitoring of the underlying issuers and generally maintaining ongoing oversight of a Client's position in such portfolio investments. This often includes day-to-day monitoring of news; monthly or quarterly meetings with management; a seat for board observation; and other monitoring of actual versus expected performance.

Each Client is, or is expected to be, monitored by the Advisers that are responsible for performance monitoring and reporting, financial risk management and all aspects of the Client such as corporate, legal, tax, accounting, financing, hedging and cash distribution. This team also monitors, or is expected to monitor, the due diligence process applicable to potential investments for a Client, transaction structuring, acquisition budgets and transaction documentation.

A review might be triggered by material changes in key variables that could affect the performance of the portfolio investments, including, without limitation, changes in the financial markets, activity and trends in the political or economic environment. For CLOs, reviews assess overall portfolio strategies, performance and compliance with investment guidelines in the relevant Client's CLO Documents, including any investment restrictions and other tests, such as detailed coverage tests, portfolio profile tests, and/or collateral quality tests.

Investors in the Funds typically receive, among other things, a copy of audited financial statements annually within three months from the closing of the financial year and at least ten business days before the annual general meeting. In addition, the Funds could electronically mail a quarterly unaudited financial report within forty- five days of the semi-annual period, each year.

The UCITS Funds publish annually detailed audited reports on their activities and on the management of its assets. The reports include detailed descriptions of the assets of the Funds and reports from the auditors. The UCITS Funds also publish semi-annual unaudited reports, including a description of the investments underlying the portfolio of the UCITS Funds and the number of shares issued and redeemed since the last publication.

The trustee of each CLO provides investors with monthly and quarterly written reports as described in the CLO Documents for each Client. We could also furnish reports to the trustees of the CLOs.

ITEM 14: CLIENT REFERRALS AND OTHER COMPENSATION

The Advisers have the authority to engage one or more persons to act as a placement agent in connection with the offer and sale of Fund or CLO interests to certain prospective investors. The Advisers and the placement agent will individually negotiate fees payable to a placement agent. Generally, and except as otherwise set forth in the relevant Governing Documents, the Advisers will ultimately bear all fees and out-of-pocket expenses of any such placement agent.

Personnel of the Advisers solicit investors in investment vehicles managed by the Group as representatives of a third-party broker-dealer.

ITEM 15: CUSTODY

The Advisers are deemed to have custody of several Funds' assets under Rule 206(4)-2 of the Advisers Act by virtue of its ability to access each such Funds' assets. Each investor of each applicable Fund receives audited financial statements, prepared in accordance with U.S. GAAP, within 120 days of the end of each fiscal year, or 180 days for a Fund that is a fund of funds. Each Fund's administrator is responsible for distributing these statements to the investors on behalf of the applicable Adviser. It is not expected that we will be deemed to have custody of a CLO's funds or securities.

ITEM 16: INVESTMENT DISCRETION

In accounts where the Advisers have investment discretion, it will make investment-related decisions without consultation of its Clients, which decisions involve determinations regarding which investments are bought and sold for the account and the total amount of investments to be bought or sold. The Advisers' discretionary authority in making investment-related decisions is limited by all applicable account guidelines, investment objectives and trading restrictions, eligibility criteria and investment guidelines, policies and restrictions as agreed between the Advisers and the Client and/or its manager and as set forth in relevant Governing Documents. With respect to the Advisers' management of Tikehau Strategic High Yield Fund, Andbank, as management company, oversees and reserves the ability to intervene in the Advisers' discretionary management of that fund.

With respect to the Funds advised by Tikehau IM and sub-advised by the Advisers, Tikehau IM and the Advisers, as managers of the Funds, generally have discretionary authority from each relevant Fund. With respect to the Advisers' recommendations on behalf of those Funds, the Advisers are guided by the Governing Documents of the relevant Fund, which mandate investment guidelines and restrictions imposed by the relevant Fund.

While we have sole discretion to pursue any investments and strategies on behalf of a Client that are not prohibited by the applicable Governing Documents, and to modify the strategy from time to time in the future without the approval of or prior consultation with any other person, CLO Governing Documents typically place restrictions on our ability to buy and sell collateral obligations on behalf of the CLO. As a result of such restrictions, we could be unable to buy or sell investments on behalf of a CLO or to take other actions which we might otherwise consider in the best interests of such CLO or its investors.

ITEM 17: VOTING CLIENT SECURITIES

The Advisers or affiliates of the Tikehau Group receive information regarding the voting of client securities and proxy voting proposals with respect to Client investments. The Advisers also, from time to time, receive amendments, consents or resolutions applicable to investments held in Funds or CLOs (collectively, “proxies”). The Advisers are generally, or will generally be, granted authority to vote and consent on such matters on behalf of Clients, and to the extent such authority is granted by a Client, the Advisers will exercise such authority. However, where the Advisers hold authority to vote, they would seek to vote each of the proxies in the best interest of the Client and in a manner consistent with its duties to Clients, subject at all times to such Client’s Governing Documents. The Advisers will accept authority to vote Client securities and have adopted procedures in compliance with Rule 206(4)-6. Clients can obtain a copy of proxy voting policies and procedures upon request.

Generally, the strategy for the exercise of voting shall include but will not be limited to the following measures and procedures for: monitoring relevant corporate actions; ensuring that the exercise of voting rights is in accordance with the investment objectives and policy of a Client; and preventing or managing any conflicts of interest arising from the exercise of voting rights.

Due to the difficulty of predicting and identifying material conflicts, the Advisers rely on their employees to notify it of material conflicts that could impair the Advisers’ ability to vote proxies appropriately. If a material conflict exists, the Advisers, with the assistance of management, legal counsel, and certain other persons such as an outside proxy voting service or consultant, outside counsel and/or others deemed appropriate, will determine the direction in which Advisers should vote on the proposal.

With respect to the Funds and CLOs, a Fund’s or CLO’s best interests with respect to a proxy vote could diverge from the interests of one or more investors in the Fund or CLO (e.g., if the Funds or CLOs hold varying types of interests), co-investors, the Advisers and/or the Tikehau Group. This could result in the Advisers casting votes for one or more Funds or CLOs that differ from votes cast for other Clients or entities, or the Advisers taking other steps to mitigate any conflicts that arise. In no event, however, will the Advisers be obligated to vote, or refrain from voting their own securities, securities held by other Clients or securities held by an affiliate or co-investor in a manner that is inconsistent with the Advisers’ views as to the best interests of such holders, simply because another Client has a differing interest.

ITEM 18: FINANCIAL INFORMATION

Under no circumstances does Tikehau require or solicit payment of fees more than \$1,200 per Client more than six months in advance of services rendered. Therefore, Tikehau is not required to include a financial statement.

Further, as an advisory firm that does not maintain discretionary authority for client accounts, Tikehau is not required to disclose any financial condition that is reasonably likely to impair its ability to meet its contractual obligations. Tikehau has no additional financial circumstances to report.

Tikehau has not been the subject of a bankruptcy petition at any time during the past ten years.