

FORM ADV – PART 2A

ONEX FALCON INVESTMENT ADVISORS, LLC

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January 28, 2021

This brochure provides information about the qualifications and business practices of Onex Falcon Investment Advisors, LLC f/k/a Falcon Investment Advisors, LLC (“Onex Falcon”). If you have any questions about the contents of this brochure, please contact us at 617-412-2700. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (“SEC”) or by any state securities authority.

Additional information about Falcon is available on the SEC’s website at www.adviserinfo.sec.gov.

REGISTRATION WITH THE SEC AS AN INVESTMENT ADVISER DOES NOT IMPLY THAT ONEX FALCON OR ANY OF THE PRINCIPALS OR EMPLOYEES OF ONEX FALCON POSSESS A PARTICULAR LEVEL OF SKILL OR TRAINING IN THE INVESTMENT ADVISORY OR ANY OTHER BUSINESS.

Item 2. Material Changes

This brochure updates the previous Onex Falcon brochure dated March 24, 2020. Onex Falcon has made changes and updates throughout this brochure, including to reflect the acquisition of Falcon Investment Advisors, LLC by Onex Corporation and subsequent name change pursuant to a filing with the Secretary of State of Delaware on January 21, 2021, officially changing its name from “Falcon Investment Advisors, LLC” to “Onex Falcon Investment Advisors, LLC.” Other than changes relating to the acquisition of Onex Falcon by Onex Corporation, Onex Falcon has not made any material changes to this brochure. However, this other-than-annual update includes certain enhanced disclosures and clarifying changes and updated regulatory assets under management.

Except as otherwise specified, all information set forth or referenced in this brochure is as of the date hereof. Subject to the requirements of the Investment Advisers Act of 1940, as amended (the “Advisers Act”), and other applicable laws, Onex Falcon is under no obligation to update any such information.

We encourage all recipients to read this brochure carefully and in its entirety.

Table of Contents

ITEM 4. ADVISORY BUSINESS	1
ITEM 5. FEES AND COMPENSATION	2
ITEM 6. PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT	5
ITEM 7. TYPES OF CLIENTS	6
ITEM 8. METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS.....	7
ITEM 9. DISCIPLINARY INFORMATION	24
ITEM 10. OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS	24
ITEM 11. CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING.....	28
ITEM 12. BROKERAGE PRACTICES.....	30
ITEM 13. REVIEW OF ACCOUNTS.....	32
ITEM 14. CLIENT REFERRALS AND OTHER COMPENSATION.....	33
ITEM 15. CUSTODY	33
ITEM 16. INVESTMENT DISCRETION	33
ITEM 17. VOTING CLIENT SECURITIES.....	33
ITEM 18. FINANCIAL INFORMATION	34
ITEM 19. REQUIREMENTS FOR STATE-REGISTERED ADVISERS	34

Item 4. Advisory Business

Onex Falcon Investment Advisors, LLC (“Onex Falcon”) is a Delaware limited liability company formed on June 1, 2000 and founded by Sandeep D. Alva. The principal owner of Onex Falcon is Onex Corporation, which indirectly acquired Onex Falcon on December 29, 2020.

Onex Falcon provides the services described below to its advisory clients, which are private investment funds (collectively, the “Falcon Funds”). A related person of Onex Falcon generally acts as general partner or manager of each Falcon Fund, and Onex Falcon generally acts as investment advisor to each Falcon Fund. References to Onex Falcon in this brochure include, as the context requires, affiliates through which Onex Falcon provides investment advisory services or that act in any capacity referenced in the previous sentence.

Onex Falcon’s investment advisory business is principally focused on the lower middle market through investments in private credit and structured equity. Onex Falcon’s private credit portfolio seeks to achieve a high current return with the potential for longer-term capital appreciation through privately placed mezzanine investments, consisting primarily of subordinated debt together with equity features such as convertible debt, preferred stock, common stock, warrants or other equity participation rights, of companies in a variety of industries, locations and stages. Onex Falcon’s structured equity portfolio seeks to achieve a targeted return commensurate with the risk incurred in privately placed non-control structured equity investments combining structured claims with covenants on any debt instruments, shareholder rights, contractual yield and upside potential. Both portfolios employ the same general strategy but the portfolio construction involves separate and distinct risk profiles.

Onex Falcon tailors its advisory services to the general investment objectives of each Falcon Fund described in such Falcon Fund’s confidential private placement memorandum (its “Offering Memorandum”), subject to specific investment guidelines and restrictions set forth in the limited partnership agreement or other similar governing documents of such Falcon Fund (its “Fund Agreement”). The Falcon Funds generally enter into a management agreement or advisory agreement with Onex Falcon setting forth the management or advisory fees payable by such Falcon Fund to Onex Falcon (its “Advisory Agreement”). Investors and prospective investors of each Falcon Fund should refer to the Fund Agreement of the applicable Falcon Fund for complete information on the investment objectives and investment restrictions with respect to such Falcon Fund. There is no assurance that any of the Falcon Funds’ investment objectives will be achieved.

The interests in the Falcon Funds are beneficially owned by a limited number of investors or solely by “qualified purchasers” as defined in Section 2(a)(51) of the U.S. Investment Company Act of 1940 (as amended, the “Investment Company Act”), and therefore the Falcon Funds are not required to register as investment companies under the Investment Company Act in reliance upon certain exemptions available to private investment funds whose securities are not publicly offered.

In accordance with common industry practice, the Falcon Funds or their general partners enter into “side letters” or similar agreements with certain investors pursuant to which the general partner grants the investor specific rights, benefits, or privileges that are not made available to investors generally. Such agreements will be disclosed only to those actual or potential investors in a Falcon Fund that have separately negotiated with the general partner of such Falcon Fund for the right to review such agreements.

Onex Falcon does not participate in any wrap fee programs.

Onex Falcon manages all assets of the Falcon Funds on a discretionary basis in accordance with the terms and conditions of the Fund Agreement for each Falcon Fund. As of September 30, 2020, the amount of assets Onex Falcon manages on a discretionary basis is approximately \$4,360,258,630.

Item 5. Fees and Compensation

Onex Falcon and/or affiliates acting as the general partners of the Falcon Funds generally receive management fees and performance-based compensation and may receive certain additional fees, all as further described below. The precise amount of, and the manner and calculation of, the management fees payable with respect to each client are established by Onex Falcon and are set forth in such client’s Fund Agreement and Advisory Agreement. Different clients are subject to different advisory fees as compensation for the investment advisory services rendered to the applicable client. Management fees and expenses may also be paid out of reserves of the applicable Falcon Fund.

Detailed information on fees, performance compensation, expenses and any applicable offsets or caps is set forth in the Fund Agreement and Advisory Agreement of each Falcon Fund, which are furnished to prospective investors prior to their investment.

Fee Schedules

Investors should review the Advisory Agreement of the relevant Falcon Fund in conjunction with this brochure for complete information on the fees and compensation payable with respect to a particular Falcon Fund. Prospective investors in a new Falcon Fund should review the Offering Memorandum for such Falcon Fund for proposed fees and compensation information; however, the actual fees and compensation will be as set forth in the Fund Agreement and Advisory Agreement. All Falcon Funds are “qualified purchasers” as defined in Section 2(a)(51) of the Investment Company Act, and therefore Onex Falcon is not required to include fee and compensation information in this brochure.

Negotiable Fees

The advisory fees payable with respect to each Falcon Fund are established through negotiations between Onex Falcon, each respective Falcon Fund and the investors therein, who may pay different fees depending upon the size of their commitments, the timing of those commitments, and other factors negotiated between the investors and Onex Falcon.

Investors and prospective investors in the Falcon Funds should note that similar advisory services may (or may not) be available from other investment advisers for similar or lower fees.

Deduction of Fees

As general partner or manager of the Falcon Funds, related persons of Onex Falcon are authorized to charge and deduct advisory fees directly from the assets of the Falcon Funds.

Other Fees and Expenses

To the extent that Onex Falcon is entitled to receive fees from a Falcon Fund's portfolio company (e.g., break-up fees, director's fees, monitoring fees and transaction fees), generally one hundred percent of such Falcon Fund's pro rata share of such fees offsets the management fees otherwise payable to Onex Falcon in accordance with the partnership agreement of such Falcon Fund. An Adviser may have a conflict of interest to the extent, for example, it is incentivized to make an investment to earn a transaction fee or provide a service to a particular portfolio company to earn a director or monitoring fee. However, Onex Falcon believes that this potential conflict of interest is mitigated by the management fee offset mechanism described above and the substantial equity commitment by Onex Falcon and its principals in each of the Falcon Funds.

In addition to the advisory fees payable to Onex Falcon and/or Onex Corporation, each Falcon Fund will be responsible for charges incurred in the operation of the applicable Falcon Fund (to the extent not reimbursed by a portfolio company), including, without limitation, the fees and expenses relating to the applicable Falcon Fund investments (whether or not consummated), including costs or expenses (including travel and travel-related expenses) incurred in the evaluation, acquisition, holding and disposition thereof (including due diligence expenses (such as market diligence or background checks) with respect to actual or proposed investments, whether or not consummated and "broken deal" fees and expenses), and premiums for insurance protecting the applicable Falcon Fund, the general partner or certain other indemnified persons from liabilities to third parties in connection therewith (and any legal or consulting fees and expenses related to such insurance); losses or liabilities (including indemnification obligations; the advisory fee; all placement fees; expenses in connection with transactions not consummated and monitoring investments (to the extent such costs are not reimbursed by the portfolio companies); travel and travel-related expenses, administrative, consulting, legal, tax, custodial and accounting expenses (including expenses associated with the printing and preparation of the applicable Falcon Fund's financial statements, tax returns and K-1s and the fees and expenses of any independent third-party evaluator (including travel and travel-related expenses)) relating to the applicable Falcon Fund or any actual or proposed Falcon Fund investment (to the extent not reimbursed by any third party); expenses relating to any meeting of the partners or otherwise meeting with any limited partners, whether individually or as a group (including travel and travel-related expenses), all mailing, courier and special delivery charges, interest expense for borrowed money (if any) and any other fees or expenses associated with any credit facility for the applicable Falcon Fund, auditing and consulting expenses (including travel and travel-related expenses); research

expenses, appraisal expenses; expenses related to organizing and maintaining entities through or in which investments will be made (including travel and travel-related expenses); reimbursement of the reasonable expenses of the advisory committee and its members including, without limitation, travel and travel-related expenses and other expenses of counsel and professional advisors to the advisory committee; taxes or other governmental charges payable by the applicable Falcon Fund; costs of reporting to the Partners and of the annual meeting of the partners; costs related to the applicable Falcon Fund's compliance with U.S. and non-U.S. laws and regulations (including, without limitation, any organizational and ongoing costs resulting directly or indirectly from marketing the applicable Falcon Fund in the European Union under the European Union's Alternative Investment Funds Managers Directive if applicable, and the cost of any representative, distribution agent or payment agent required in connection with or arising directly or indirectly from marketing or sale of interests in the applicable Falcon Fund in non-U.S. jurisdictions); fees and expenses of third party administrators, including without limitation charges for office space and any travel and accommodation expenses, related to non-U.S. entities formed for tax, regulatory or similar purposes to hold investments by the applicable Falcon Fund in one or more portfolio companies reasonably necessary and/or advisable for the maintenance and operation of such entities, or other overhead expenses in connection therewith, costs of winding up and liquidating the applicable Falcon Fund. Travel and travel-related expenses include, without limitation, commercial transportation costs, accommodations and meals.

Each Falcon Fund may incur various combinations of expenses outlined in the prior paragraph which is not intended to be an exhaustive list. Investors and their counsels should read the respective Fund Agreement for complete details.

The section below titled "Brokerage Practices" describes the factors Onex Falcon considers in selecting or recommending broker-dealers, if necessary, and determining the reasonableness of their compensation.

Timing of Payments

Payment of advisory fees is generally made quarterly in advance and in accordance with negotiated terms between Onex Falcon, each respective Falcon Fund and the investors therein. Please refer to the Advisory Agreements of the relevant Falcon Funds for complete information on the timing of advisory fee payments.

Onex Falcon's services may be terminated by any of the Falcon Funds at any time by prior written notice to Onex Falcon delivered within a reasonable period of time prior to such termination. Upon termination of any account, any prepaid, unearned fees will be promptly refunded, and any earned, unpaid fees will be due and payable.

Transaction-Based Compensation

Neither Onex Falcon nor its supervised persons will receive any compensation with respect to the purchase or sale of securities or other investment products by any of the Falcon Funds.

Item 6. Performance-Based Fees and Side-by-Side Management

A related person of Onex Falcon, as general partner of a Falcon Fund, will typically be entitled to receive a disproportionate share of net income (including interest payments from portfolio companies) and realized capital gains from the investments of such Falcon Fund relative to its respective capital contribution.

The entitlement to disproportionate distributions described above complies with Rule 205-3 under the Advisers Act. Any distribution to a general partner of a Falcon Fund is separate and distinct from the advisory fees charged by Onex Falcon to such Falcon Fund for advisory services.

The entitlement to receive disproportionate distributions may create an incentive for related persons of Onex Falcon to select investments that may be riskier or more speculative than those that would be selected under a different compensation arrangement. In addition, the timing of payments of performance fees and the percentage of performance fees allocated to certain employees of Onex Falcon may create an incentive for related persons of Onex Falcon to disproportionately allocate time, services, or functions to the applicable Falcon Funds. Onex Falcon seeks to mitigate the potential for conflicts of interest in these matters with allocation practices that provide for transactions and investment opportunities to be allocated to the Falcon Funds in accordance with the investment guidelines outlined in their respective Fund Agreement, as well as other factors that do not include the amount of performance-based compensation received by Onex Falcon's related persons.

All of the Falcon Funds pay a performance fee to a related person of Onex Falcon. In addition, Onex Corporation will indirectly receive a portion of the performance fee paid by Falcon Private Credit Opportunities VI, LP.

From time to time, co-investment opportunities may arise for additional capital to be invested alongside a Falcon Fund. In certain instances, Onex Falcon is not in a position to control the assignment of capital, but may have influence over the decision. In other instances, where Onex Falcon has control, the general partner may choose to offer opportunities to co-invest with the Falcon Fund to one or more limited partners (without making such opportunities available to all limited partners) if the general partner determines in good faith that the size of the investment opportunity exceeds the amount that the Falcon Fund (and, if applicable, other Falcon Funds) desires to invest. In addition, a Falcon Fund may pursue an opportunity jointly with another private credit fund, credit fund or structured equity fund sponsor in appropriate circumstances, which may include, for example, the size, nature, location, prior investment experience or other relevant factors relating to the target investment, the potential partner, the process or the opportunity.

Onex Falcon may raise co-investment funds or establish co-investment vehicles to participate in Falcon Fund investments on a side-by-side basis with a Falcon Fund in accordance with the Fund Agreement of such Falcon Fund.

Onex Falcon has full discretion in determining to whom and in what relative amounts to allocate co-investment opportunities, whether through it or one of its affiliates. In

exercising its discretion, Onex Falcon may consider a variety of factors. Furthermore, as Onex Falcon may allocate co-investment opportunities as Onex Falcon determines in its sole discretion, the recipients thereof may include no investors in a Falcon Fund, or one or more investors in a Falcon Fund and not others (including others that may be similarly situated to those receiving allocations of co-investment opportunities), clients or potential clients of Onex Corporation or its affiliates, Onex Corporation or its affiliates, employees of Onex Corporation or its affiliates, or funds or accounts established for any such persons, and on such terms as Onex Falcon determines in its discretion. Such co-investors typically will invest and dispose of their investments at the same time and on the same terms as the Falcon Fund making the investment.

The economic participation of co-investors in an investment opportunity may be substantial and may involve greater risks than an investment in which there are no co-investors. It is possible that a co-investor may at any time have interests that are inconsistent with those of Onex Falcon or a Falcon Fund. In addition, co-investors may be in a position to obtain additional information regarding the applicable investment that may not generally be available to investors in the Falcon Fund. Prospective investors in a new Falcon Fund should review the Offering Memorandum for such Falcon Fund for proposed “performance-based fee” information; however, the actual fees and compensation will be as set forth in the Fund Agreement and Advisory Agreement.

Reference is made to Items 10 and 11 below for a further discussion of potential conflicts of interest and the manner in which they are addressed by Onex Falcon.

Item 7. Types of Clients

Types of Clients

Onex Falcon provides advice to the Falcon Funds. The limited partners of the Falcon Funds include pension plans, endowments, foundations and trusts, estates or family offices of high net worth individuals. The interests in the Falcon Funds are beneficially owned by a limited number of investors or exclusively by “qualified purchasers” as defined in Section 2(a)(51) of the Investment Company Act, and therefore the Falcon Funds are not required to register as investment companies under the Investment Company Act in reliance upon certain exemptions available to private investment funds whose securities are not publicly offered.

Onex Falcon or its related persons may form alternative investment vehicles or special purpose vehicles (collectively, “AIVs”) formed for the purpose of facilitating certain investments by one or more Falcon Funds and/or such Falcon Funds’ investors without any additional fees or compensation charges. Please refer to the Fund Agreement of the relevant Falcon Fund for complete details on any Falcon Fund’s ability to utilize AIVs. In addition, Onex Falcon or its related persons may establish Falcon Funds to address certain tax, legal or regulatory requirements (“Feeder Falcon Funds”). Each Feeder Falcon Fund, if formed, would be a limited partner of a Falcon Fund and interests in such Feeder Falcon Fund would be held by the investors who elect to participate in the Falcon Fund through such Feeder Falcon Fund. Please refer to the Fund Agreement of the relevant Feeder

Falcon Fund for complete details on any Feeder Falcon Fund established by Onex Falcon or its related persons.

Minimum Investment Requirements

Onex Falcon and its related persons generally require that each limited partner in each of the Falcon Funds be an “accredited investor” as defined in Regulation D under the U.S. Securities Act of 1933, as amended (the “Securities Act”) or a non-”U.S. Person” as defined in Regulation S under the Securities Act. In addition, Onex Falcon and its related persons generally require that each limited partner in each of the Falcon Funds be a “qualified purchaser” as defined in Section 2(a)(51) of the Investment Company Act.

In general, the minimum investment commitment required of an institutional limited partner to participate in a Falcon Fund is \$5,000,000; however, the general partner of each Falcon Fund has discretion to increase, reduce or waive the minimum investment commitment.

Item 8. Methods of Analysis, Investment Strategies and Risk of Loss

Methods of Analysis

Onex Falcon’s investment strategy is focused on private credit and structured equity investments in the lower middle market. Investments and potential investments are analyzed by Onex Falcon based upon (i) the business strategy and focus of the portfolio company, (ii) demonstrated historical financial metrics, (iii) collateral that may be available and (iv) the relevant experience of the portfolio company’s officers and directors.

Onex Falcon’s principal sources of information include referrals from investment banks or other financial advisors, private offering memoranda received by Onex Falcon, quarterly and annual reports of target investments, personal interviews with directors and officers of such entities, visits to the offices and facilities of such entities, SEC filings (if available) and general industry knowledge.

As discussed in the section titled “Advisory Business,” Onex Falcon’s investment portfolios consist of investments in private credit and structured equity focused on the lower middle market. Onex Falcon’s private credit portfolio seeks to achieve a high current return with the potential for longer-term capital appreciation through privately placed mezzanine investments, consisting primarily of subordinated debt together with equity features such as convertible debt, preferred stock, common stock, warrants or other equity participation rights, of companies in a variety of industries, locations and stages. Onex Falcon’s structured equity portfolio seeks to achieve a targeted return commensurate with the risk incurred in privately placed non-control structured equity investments combining structured claims with covenants on any debt instruments, shareholder rights, contractual yield and upside potential.

Material Risks

The task of identifying investment opportunities and managing such investments is difficult. There can be no assurance that Onex Falcon will be able to choose, and the Falcon Funds will be able to make and/or realize any particular investment or that the Falcon Funds will be able to generate returns for their investors. In addition, there can be no assurance that the investment objectives of the Falcon Funds will be achieved or that any investor will receive any distribution from a Falcon Fund. Investing in the Falcon Funds involves a risk of loss that investors should be prepared to bear. Investors in the Falcon Funds should carefully consider, among other factors, the following material risks involved with Onex Falcon's investment strategies. Please refer to the Offering Memorandum of the relevant Falcon Fund for more complete information on investment strategies employed by the Falcon Fund and the corresponding risks associated with such investment strategies.

Prior to committing to any Falcon Fund, potential investors are furnished with an Offering Memorandum which sets forth in detail the material risks associated with such investment and cautions that returns may be unpredictable, that the possibility of a partial or total loss of capital will exist and that investors should not commit unless they can readily bear the consequences of such loss. All investors are required to represent in their subscription materials that they have carefully read the risk factor disclosure and understand all such risks. Prospective investors are also advised in the Offering Memorandum that the risk factors and other investment considerations described therein are not necessarily a complete list or explanation of all risks involved and are advised to consult their own counsel and other advisors.

The following summary identifies the material risks related to Onex Falcon's significant investment strategies and should be carefully evaluated before making an investment with Onex Falcon; however, the following does not intend to identify all possible risks of an investment with Onex Falcon or provide a full description of the identified risks. Not all of these risks apply to each strategy. Without limiting the foregoing or (i) the disclosure set forth in the Falcon Funds' offering documents and Fund Agreement and (ii) the acknowledgements made by investors in their subscription agreements or otherwise, the discussion below summarizes certain material risks associated with investments in the Falcon Funds:

- *An Investment in a Falcon Fund Will Not be Suitable to All Investors* – An investment in the Falcon Funds requires a long-term commitment with no certainty of return. Further, the terms of any realization transaction will necessarily be affected by economic and other market conditions at the time. An investment in a Falcon Fund is suitable only for certain sophisticated investors that have no need for immediate liquidity in their investment, who understand that they may lose all or a significant portion of their invested capital and have the wherewithal to fund amounts due over time in respect of their capital commitments. Investors must be willing to bear the economic risk of an investment in a Falcon Fund for an indefinite period of time. Any investor interested in an investment in a Falcon Fund should

conduct its own investigation and analysis of the product and consult its own professional advisers as to the risks involved in making such an investment.

- *Restrictions on Transfer and Withdrawal; Lack of Liquidity for Interests* – There are restrictions both at law and in the Fund Agreements on the transferability of Falcon Fund interests, and investors generally may not withdraw capital from a Falcon Fund. Consequently, investors may not be able to liquidate their investments prior to the end of a Falcon Fund's term.
- *Changes in Environment* – The investment program of each Falcon Fund is intended to extend over a period of years, during which the business, economic, political, regulatory, and technology environment within which a Falcon Fund operates may undergo substantial changes, some of which may be adverse to such Falcon Fund. The general partner or manager of a Falcon Fund will have the exclusive right and authority (within limitations set forth in the Fund Agreement of such Falcon Fund) to determine the manner in which a Falcon Fund responds to such changes, and investors in a Falcon Fund will have no right to withdraw or to demand specific modifications to a Falcon Fund's operations except in exceptional circumstances. Investment sourcing, selection, management and liquidation strategies and procedures exercised by the Onex Falcon investment team may not be successful, or even practicable, throughout a Falcon Fund's term. Within the limitations set forth in the Fund Agreement of a Falcon Fund, the general partner or manager of such Falcon Fund will have the right and authority to determine such Falcon Fund's investment sourcing, selection, management and liquidation strategies and procedures.
- *Prior Investment Performance Not Indicative of Future Results* – The performance of prior investments by Onex Falcon or its affiliates is not necessarily indicative of future results. On any given investment, total loss of the investment is possible.
- *Dependence on Key Personnel* – The success of the Falcon Funds depends in substantial part upon the skill and expertise of Onex Falcon's investment professionals and the other individuals employed to assist them. There can be no assurance that these individuals will continue to be employed or engaged by Onex Falcon or its affiliates. The loss of their services could have a material adverse effect on the success of the Falcon Funds.
- *Market Risks* – The profitability of a significant portion of the investments depends to a great extent upon correctly assessing the future course of the price movements of securities and other investments. There can be no assurance that Onex Falcon will be able to accurately predict these price movements. Although Onex Falcon may attempt to mitigate market risk through the use of long and short positions (in those portfolios permitted to short) or other methods, there may be a significant degree of market risk.
- *Portfolio Company-Specific Changes* – Changes in the financial condition of a portfolio company or counterparty, changes in specific economic or political

conditions that affect a particular type of investment or portfolio company, and changes in general economic or political conditions can increase the risk of default by a portfolio company or counterparty, which can affect a security's or other instrument's value. The value of securities or loans of smaller, less well-known portfolio companies can be more volatile than that of larger portfolio companies. Smaller portfolio companies can have more limited product lines, markets, or financial resources.

- *Interest Rate Risks* – Generally, the value of fixed-income securities changes inversely with changes in interest rates. As interest rates rise, the market value of fixed-income securities tends to decrease. Conversely, as interest rates fall, the market value of fixed-income securities tends to increase. This risk is greater for long-term securities than for short-term securities.
- *Hedging* – There can be no assurances that a particular hedge is appropriate, or that certain risk is measured properly. Further, while Onex Falcon may enter into hedging transactions to seek to reduce risk, such transactions may result in poorer overall performance and increased (rather than reduced) risk for Onex Falcon's investment portfolios than if Onex Falcon did not engage in any such hedging transactions.
- *Available Opportunities and Competitive Marketplace* – The Falcon Funds compete for investment opportunities with a significant number of other credit funds as well as with institutional and other investors. As a result of this competition, there can be no assurance that a Falcon Fund will be able to source suitable investment opportunities, to acquire them on appropriate terms, to achieve its targeted rate of return, or to fully invest its committed capital.
- *Accuracy of Third-Party Information* – Investments may be selected in part on the basis of information and data made available directly or indirectly by third parties or filed by third parties with various government regulators. The relevant Falcon Fund's general partner and Onex Falcon may not be in a position to confirm the completeness, genuineness or accuracy of such information and data, and in some cases, complete and accurate information may not be available.
- *Financial Fraud* – Instances of fraud and other deceptive practices committed by senior management of portfolio companies in which a Falcon Fund invests may undermine Onex Falcon's due diligence efforts with respect to such companies and, if such fraud occurs, negatively affect the valuation of a Falcon Fund's investments. In addition, when discovered, financial fraud may contribute to overall market volatility that can negatively impact a Falcon Fund's investment program.
- *Expedited Transactions* – Investment analyses and decisions by Onex Falcon may be undertaken on an expedited basis in order for a Falcon Fund to take advantage of investment opportunities. In such cases, the information available to a Falcon Fund at the time of an investment decision may be limited, and that Falcon Fund

may not have access to the detailed information necessary for a full evaluation of the investment opportunity.

- *Uncertainty of Financial Projections* – Projected operating results will typically be based primarily on management judgments. In all cases, projections are only estimates of future results that are based upon assumptions made at the time that the projections are developed. There can be no assurance that the projected results will be obtained, and actual results may vary significantly from the projections. General global economic, political and market conditions, which are not predictable, can have a material adverse impact on the reliability of such projections.
- *Early Termination of a Falcon Fund* – It is possible that a Falcon Fund may be dissolved and terminated prematurely, and as a result, may not be able to accomplish its objectives and may be required to dispose of its investments at a disadvantageous time or make an in-kind distribution (resulting in investors not having their capital invested and/or deployed in the manner originally contemplated).
- *Investments Longer than Term* – A Falcon Fund may make investments that may not be advantageously disposed of prior to the date such Falcon Fund will be dissolved, either by expiration of such Falcon Fund's term or otherwise. There can be no assurances with respect to the time frame in which the winding up and the final distribution of proceeds to the investors will occur.
- *Distributions in Kind* – Although, under normal circumstances, the Falcon Funds intend to make distributions in cash, cash equivalents or marketable securities, it is possible that under certain circumstances (including upon the dissolution of a Falcon Fund) distributions may be made in kind and could consist of securities for which there is no readily available public market.
- *Reinvestment* – Under certain circumstances, proceeds distributable (or previously distributed) to the investors that constitute a return of capital contributions may be retained and reinvested (or recalled for reinvestment) by a Falcon Fund or used (or recalled for use) by a Falcon Fund for any other proper purpose. Amounts available for recall will be restored to the investors' respective unfunded capital commitments. Accordingly, investors may be required to fund for investments or expenses during the term of a Falcon Fund in an aggregate amount that significantly exceeds its capital commitment.
- *Indemnification* – Pursuant to the terms of the Fund Agreements, Onex Falcon and certain of its affiliates and related persons will generally be entitled to indemnification from a Falcon Fund, which might ultimately have to be funded by Falcon Fund investors and may even result in an obligation to return distributions.
- *Risks Relating to Admission of Benefit Plan Investors to the Falcon Funds* – It is possible that the assets of a Falcon Fund could be deemed to constitute "plan assets"

of investors which are subject to the fiduciary provisions of the U.S. Employee Retirement Income Security Act or the prohibited transaction rules of Section 4975 of the Internal Revenue Code. In that case, the operations of a Falcon Fund could be materially affected and transactions into which that Falcon Fund might enter in the ordinary course of business may be deemed to constitute prohibited transactions under such laws.

- *Lack of Portfolio Diversification* – Falcon Funds may not be diversified among a wide range of types of securities, countries or industry sectors. Accordingly, Falcon Funds may be subject to more rapid change in value than would be the case if Onex Falcon were required to maintain a wider diversification among types of securities and other instruments.
- *Lack of Business Diversification* – The companies in which the Falcon Funds invest are expected to be mostly companies in the lower middle market which often rely upon concentrated business strategies, products or services for their economic viability. A Falcon Fund's investment performance may be adversely affected by the failure of any or all of these potentially concentrated business strategies, products or services.
- *Non-North America Investments* – A Falcon Fund may make investments outside North America. Investments outside North America or denominated in non-U.S. currencies pose currency exchange risks (including restrictions on repatriation of proceeds of investments, exchange rate fluctuation, devaluation and non-exchangeability), as well as a range of other potential risks that may include (depending on the country involved) expropriation, confiscatory taxation, political or social instability, illiquidity, difficulty in taking legal action and market manipulation. A Falcon Fund's exposure to such investments is limited to a certain extent by the Fund Agreement of such Falcon Fund which, by its terms, may limit investments in securities of companies formed in jurisdictions outside North America to not more than a certain percentage of such Falcon Fund's committed capital.
- *Failure to Make Capital Contributions* – If a Falcon Fund investor fails to satisfy its contractual funding obligations, the Falcon Fund's ability to complete its investment program or otherwise continue operations may be impaired or otherwise affected. Further, the defaulting investor may suffer meaningful adverse consequences as set forth in the Fund Agreements.
- *Mandatory Withdrawal* – A Falcon Fund investor could be required to withdraw from a Falcon Fund prior to the termination and liquidation of that Falcon Fund if Onex Falcon determines that continued participation could materially adversely affect that Falcon Fund or in certain other circumstances as further described in the relevant Fund Agreements (for example, by causing a Falcon Fund to be registered as an investment company under the Investment Company Act or causing a Falcon Fund's assets to be treated as plan assets). Falcon Fund investors required to

withdraw early under these circumstances could suffer a diminution of return or material loss on their investments.

- *Public Disclosure Obligations* – Certain affiliates of Onex Falcon and/or portfolio companies of a Falcon Fund may be publicly-traded companies. Public company status could give rise to disclosure obligations in respect of a Falcon Fund or its operations or investments, which may result in the disclosure of information that would otherwise be considered confidential. There may be additional disclosure obligations imposed by applicable law or regulation in respect of Onex Falcon, the Falcon Funds, their affiliates, or Falcon Fund investors that may be viewed by any particular Falcon Fund investor as adverse.
- *Freedom of Information Act* – Onex Falcon may withhold all or any part of the information otherwise to be provided to a Falcon Fund investor under certain circumstances in order to prevent public disclosure of such information under the Canadian Access to Information Act, the U.S. Freedom of Information Act (“FOIA”), any governmental public records access law, any state, provincial or other jurisdiction’s laws similar in intent or effect to FOIA, or any other similar statutory or regulatory requirement.
- *Loss of Limited Liability* – Falcon Fund investors may lose limited liability in certain circumstances if they are deemed to have taken part in the control or management of the business of a Falcon Fund. Limited liability may also be lost as a result of false statements in documents filed under, or other non-compliance with, legislation governing limited partnerships and in jurisdictions where there is a risk of non-recognition of the protection of limited liabilities with respect to creditors of the Falcon Funds whose claims derive from liabilities incurred in such jurisdictions.
- *Liability for Return of Distributions* – Under applicable law, Falcon Fund investors could be required to return distributions previously made by a Falcon Fund if it is determined that such distributions were wrongfully made or in certain other circumstances set forth in the Fund Agreements.
- *Legal, Tax and Regulatory Risks* – The regulatory considerations affecting the ability of a Falcon Fund to achieve its investment objectives are complicated and subject to change and can result in significant compliance costs and expenses. In addition to the risks and complications arising under applicable tax laws and other laws specifically addressed in the Falcon Funds’ Offering Memorandum or Fund Agreements, further legal, tax and regulatory circumstances could arise during the term of a Falcon Fund that may adversely affect a Falcon Fund or its investors.
- *Other Regulatory Concerns* – The Falcon Funds are not required to be, and are not, registered as investment companies under the Investment Company Act; thus, its provisions are not applicable. Onex Falcon intends that the Falcon Funds and their activities will not become subject to that statute but should that nonetheless occur, the activities and performance of the Falcon Funds could be materially adversely

affected. Neither Onex Falcon nor its counsel can assure investors that the Falcon Funds may not become subject to such regulation. In addition, Section 13 of the Bank Holding Company Act of 1956, as amended (together with the rules, regulations and published guidance thereunder, the “Volcker Rule”), generally prohibits certain “banking entities” from engaging in proprietary trading, or from acquiring or retaining an ownership interest in, sponsoring or having certain relationships with “covered funds”, unless pursuant to an exclusion or exemption under the Volcker Rule. Each purchaser of the interests of the Falcon Funds must make its own determination as to whether it is subject to the Volcker Rule and, if applicable, the potential impact of the Volcker Rule on its ability to purchase or retain any such interests. Investors in the interests of the Falcon Funds are responsible for analyzing their own regulatory position and none of the Falcon Funds or any of their affiliates make any representation to any prospective investor or purchaser of such interests regarding the treatment of the Falcon Funds under the Volcker Rule, or to such investor’s investment in the interests of the Falcon Funds on the date of issuance or at any time in the future.

- *Regulatory Status* – Onex Falcon is registered as an investment adviser pursuant to the Advisers Act and, as such, is subject to the provisions of the Advisers Act. Failure to comply with the requirements imposed on Onex Falcon as a consequence of its current registrations or requirements that may be imposed as a result of future registrations may have a significant adverse effect on Onex Falcon’s ability to perform its duties to the Falcon Funds. Onex Falcon’s ability to source and execute transactions for the Falcon Funds may also be adversely affected by negative publicity arising from any regulatory compliance failures or other inappropriate behavior attributed to or any other publicity related to Onex Falcon, any affiliate of Onex Falcon or any of their respective investment professionals.
- *Changes in Applicable Law* – The Falcon Funds must comply with various legal requirements, including requirements imposed by laws governing anti-money laundering, bribery and corruption, securities, commodities, tax and pensions. A failure to satisfy the requirements of those laws or changes in the applicable law over the life of a Falcon Fund or of any of its investments could have material adverse consequences on that Falcon Fund and/or its investors.
- *Withdrawal of the United Kingdom from the European Union* – The United Kingdom (“UK”) withdrew from the European Union (the “EU”) on January 31, 2020 (“Brexit”). In connection with Brexit the UK and the EU agreed the Trade and Cooperation Agreement (“TCA”) that governs the future trading relationship between the UK and the EU in specified areas. The TCA took effect from 1 January 2021 following a transition period that commenced immediately following the Brexit date. The UK is no longer in the EU customs union and is outside of the EU single market. As a result, logistical disruption is expected whilst the UK and EU implement the new relationship under the TCA. Notably, the TCA does not include an EU-wide cooperation arrangement for financial services, with UK firms instead having to negotiate individual EU member state regulations and cooperation/recognition arrangements. The initial timeframe set to

agree a financial services cooperation framework may be subject to extension and a cooperation agreement on financial services is not guaranteed. The uncertainty surrounding the implementation of the TCA and the outcome of ongoing negotiations may have economic, tax, fiscal, legal, regulatory and other implications for the asset management industry, the broader European and global financial markets generally and for private funds, such as the Falcon Funds. This uncertainty is likely to continue to impact the global economic climate and may impact opportunities, pricing, availability and cost of bank financing, regulation, values or exit opportunities of companies or assets based, doing business, or having service or other significant relationships in, the UK or the EU.

The future application of EU-based legislation and/or taxation to the private fund industry in the United Kingdom will depend, among other things, on how the United Kingdom negotiates its relationship with the EU as regards financial services. There can be no assurance that any negotiated laws, taxation and/or regulations will not have an adverse impact on the Falcon Funds and their investments, including the ability of the Falcon Funds to achieve their investment objectives. The ongoing effects of Brexit may result in market dislocation, heightened counterparty risk, an adverse effect on the management of market risk and, in particular, asset and liability management (due in part to redenomination of financial assets and liabilities), an adverse effect on the ability of Onex Falcon to manage, operate and invest the Falcon Funds and increased legal, regulatory or compliance burden for Onex Falcon or the Falcon Funds, each of which may have a negative impact on the operations, financial condition, returns or prospects of the Falcon Funds.

Whilst the most immediate impacts of Brexit on corporate transactions will likely continue to relate to changes in market conditions, the development of new regulatory regimes and parallel competition law enforcement may have an adverse impact on transactions, particularly those occurring in, or impacted by conditions in, the United Kingdom and Europe.

- *Applicability of EU law in the United Kingdom* – As a result of a withdrawal from the EU by the UK, and subject to agreement on the terms of any future United Kingdom-EU relationship, EU law (or its incorporated equivalent) may cease to apply in the United Kingdom in the future. However, many EU laws have been transposed into English law and these transposed laws will continue to apply until such time that they are repealed, replaced or amended. As a result, depending on the terms of the United Kingdom's future relationship with the EU, substantial amendments to English law may occur. At this time it is not possible to predict the consequential impact of such changes on the Falcon Funds or their investments, business, financial condition, results of operations or prospects, or whether such consequential impact will be materially detrimental to investors.
- *Effect of Fees and Expenses on Returns* – A Falcon Fund will pay management fees and will bear expenses as described in Item 5 above and in each Falcon Fund's Fund Agreements, which may reduce the actual returns to investors. Such

management fees and expenses are payable whether or not the investments of the Falcon Funds are profitable.

- *Global Economic Conditions; Market Dislocation* – General global economic conditions may affect the Falcon Funds’ activities. Interest rates, general levels of economic activity, fluctuations in the market prices of securities and participation by other investors in the financial markets may affect the value of investments made by the Falcon Funds. Market conditions affecting, for example, liquidity and volatility, credit availability and financial conditions generally, could change at any time. These changes could have a material adverse effect on the ability of Onex Falcon to complete the Falcon Funds’ investment programs and to realize on investments, on the terms of those investments, or on the business, operations, condition or prospects of the portfolio companies. National and global market and economic conditions may deteriorate during the term of the Falcon Funds, and such conditions could deteriorate materially and for an extended period of time.
- *Market Discussion and Economic Outlook* – The market outlook, trends, opportunities and other matters presented in the relevant Offering Memorandum are based on various estimates and assumptions, including about future events. There can be no assurance that such market outlook, trends, opportunities and other matters will materialize.
- *Public Health Concerns and Epidemics* – The impact of disease and epidemics, or fear of the impact of disease and epidemics, may have a negative impact on Onex Falcon, the Falcon Funds, Falcon Fund investments and/or the performance and financial position of any of the foregoing. Coronavirus, renewed outbreaks of other epidemics or the outbreak of new epidemics could result in health or other government authorities requiring the closure of offices or other businesses and could also result in a general economic decline. A resulting negative impact on economic fundamentals and consumer confidence may negatively impact market value, increase market volatility, cause credit spreads to widen, and reduce liquidity, all of which could have a material adverse effect on Onex Falcon, the Falcon Funds or Falcon Fund investments. The duration of the business disruption and related financial and social impact caused by a widespread health crisis cannot be reasonably estimated.
- *COVID-19* – The duration of the business disruption and related financial impact caused by a widespread health crisis cannot be reasonably estimated. In December 2019, a novel strain of coronavirus surfaced in Wuhan, China (“COVID-19”) and has spread around the world, with resulting business and social disruption. COVID-19 was declared a Public Health Emergency of International Concern by the World Health Organization on January 30, 2020. The speed and extent of the spread of COVID-19 and the duration and intensity of resulting business disruption and related financial and social impact, are uncertain and such adverse effects may be material. The COVID-19 outbreak has materially reduced the demand for oil & gas products. Onex Falcon’s operations and business results, including with respect to the Falcon Funds and their respective portfolio companies, could be materially

adversely affected by the COVID-19 outbreak. The extent to which COVID-19 (or any other disease or epidemic) impacts business activity or investment results will depend on future developments, which are highly uncertain and cannot be predicted, including new information which may emerge concerning the severity of COVID-19 and the actions required to contain COVID-19 or treat its impact, among others.

- *Investors Will Not Participate in Management of the Falcon Funds* – Investors in the Falcon Funds generally will not have the right to participate in the management of the Falcon Funds or in decisions made by Onex Falcon with respect to a Falcon Fund on its behalf. As a result, investors will have almost no control over their investments in a Falcon Fund or their prospects with respect thereto.
- *Limited Access to Information* – Investors' rights to information regarding the Falcon Funds will be specified, and strictly limited, in the Fund Agreements, although certain investors may have the right to additional information pursuant to rights in side letters or similar agreements. In particular, it is anticipated that Onex Falcon and its affiliates will obtain certain types of material information related to a Falcon Fund's investments and prospective investments that will not be disclosed to investors because such disclosure is prohibited by contractual, legal or other obligations or Onex Falcon determines not to disclose such information for other reasons. Decisions to withhold information may have adverse consequences for investors in a variety of circumstances. Additionally, it is expected that investors who designate representatives to participate on an advisory committee to certain funds may, by virtue of such participation, have more information about a Falcon Fund and investments in certain circumstances than other investors generally and may be disseminated information in advance of communication to other investors generally. In addition, due to the fact that potential investors in a Falcon Fund may ask different questions and request different information, Onex Falcon may provide certain information to one or more prospective investors that it does not provide to all prospective investors.
- *Unspecified Use of Proceeds* – The Falcon Funds and their investors will be dependent upon the judgment and ability of Onex Falcon in investing and managing the capital of the Falcon Funds.
- *Lack of Registration under the U.S. Securities Exchange Act of 1934* – Onex Falcon is not registered as a broker-dealer under the Securities Exchange Act of 1934, as amended, or with the Financial Industry Regulatory Authority and is consequently not subject to the recordkeeping and specific business practice provisions of those statutory regimes to the extent they vary from the applicable provisions of the Advisers Act.
- *Difficulty in Valuing Investment Portfolio* – The valuation of a Falcon Fund's portfolio of investments, which will affect the Falcon Fund's performance results, involves uncertainties and subjective determinations. As a result, valuation of a Falcon Fund's investments may not reflect the price at which a Falcon Fund could

dispose of its investments at any given time. The process of valuing investments for which reliable market quotations are not available is based on inherent uncertainties and the resulting values may differ from values that would have been determined had a ready market existed for such investments and may differ from the prices at which such securities may ultimately be sold. Because Onex Falcon determines in its discretion the value of certain Falcon Fund assets, potential conflict of interest exists in making valuation determinations given the potential impact of such valuations on a Falcon Fund's performance, particularly with respect to an account that pays performance fees.

- *Anti-Corruption Laws* – Onex Falcon, the Falcon Funds and/or portfolio companies may be subject to the U.S. Foreign Corrupt Practices Act, the U.K. Bribery Act, the Canadian Corruption of Foreign Public Officials Act and other anticorruption laws, anti-bribery laws and regulations, as well as anti-boycott regulations (collectively, the “Anti-Corruption Laws”). Any determination that Onex Falcon, the Falcon Funds and/or any portfolio company has violated any Anti-Corruption Law could subject it to, among other things, civil and criminal penalties, material fines, profit disgorgement, injunctions on future conduct and/or securities litigation, any one of which could adversely affect Onex Falcon, the Falcon Funds and/or the portfolio companies.
- *Alternative Investment Fund Managers Directive (“AIFMD”)* – Neither the general partners of the Falcon Funds nor Onex Falcon are authorized as alternative investment fund managers (“AIFMs”) pursuant to the AIFMD or any implementing legislation in relation thereto in any EEA member state. None of the general partners of the Falcon Funds, Onex Falcon or the Falcon Funds are subject to the provisions of the AIFMD and the protections and rights afforded to investors pursuant to the AIFMD do not apply. The AIFMD imposes significant regulatory requirements on investment managers operating within the European Economic Area, which could potentially impose significant additional costs on the operation of the businesses or investments of Onex Falcon and/or the Falcon Funds in the European Union and could limit their operating flexibility within the relevant jurisdictions.
- *Cyber Security Breaches* – Information and technology systems of Onex Corporation, Onex Falcon and any service providers for the foregoing may be vulnerable to damage or interruption from computer viruses, network failures, computer and telecommunication failures, infiltration by unauthorized persons and security breaches, usage errors by their respective professionals, power outages and catastrophic events such as fires, tornadoes, floods, hurricanes and earthquakes. If any systems designed to manage such risks are compromised, become inoperable for extended periods of time or cease to function properly, Onex Falcon or a Falcon Fund may have to make a significant investment to fix or replace them. The failure of these systems and/or of disaster recovery plans for any reason could cause significant interruptions in Onex Falcon's and/or the Falcon Funds' operations and result in a failure to maintain the security, confidentiality or privacy of sensitive data, including personal information relating to investors (and the beneficial owners

of investors). Such a failure could harm Onex Falcon or the Falcon Funds' reputation, subject them and their respective affiliates to legal claims and/or regulatory investigation and otherwise affect their business and financial performance. Although Onex Corporation and Onex Falcon take various measures and has made, and will continue to make, significant investments to ensure the integrity of information systems and to safeguard against such failures or security breaches, there can be no assurance that these measures and investments will provide adequate protection. Despite security measures, information technology networks may be vulnerable to attacks by third parties or breached due to employee error, malfeasance or other disruptions.

- *ESG Investment* – Onex Falcon's ESG investment policy may limit the types and number of investment opportunities available to the Falcon Funds and, as a result, the Falcon Funds may underperform other funds that do not have an ESG focus. The ESG investment strategy of the Falcon Funds may result in a Falcon Fund making investments that underperform the market as a whole or underperform other funds screened for ESG standards, or may cause a Falcon Fund to pass on investments that such Falcon Fund would have made absent ESG considerations.
- *Benchmark Risk* – Products in which a Falcon Fund may invest may issue obligations and may be backed by loans or other instruments that pay interest based on the London Interbank Offered Rate ("LIBOR"). As a result, a significant decline in LIBOR or the determination by LIBOR's administrator to phase out and eventually discontinue calculation and publication of LIBOR could negatively impact the expected return on a Falcon Fund's portfolio and/or the availability of instruments designed to hedge a Falcon Fund's exposure to LIBOR, and such impacts may be material. The markets for debt obligations and their underlying investments have not yet universally adopted any replacement rate. Therefore, in the case of investments to be made by the Falcon Funds, there is a risk of interest rate mismatch where the benchmark rates on the underlying portfolio of assets may differ from the benchmark rates applicable to the debt obligations issued by such underlying investments.
- *Natural Disasters, Terrorist Acts and Similar Dislocations* – Upon the occurrence of a natural disaster, or upon an incident of war, riot or civil unrest, the impacted country may not efficiently and quickly recover from such event, which can have a materially adverse effect on portfolio companies and other developing economic enterprises in such country. Terrorist attacks and related events can result in increased short-term economic volatility. The effects of future terrorist acts (or threats thereof), military action or similar events on the economies and securities markets of countries cannot be predicted. Such disruptions of the global financial markets could affect interest rates, ratings, credit risk, inflation and other factors relating to a Falcon Fund's investments.
- *General Partner Carried Interest* – The existence of incentive fees, carried interest or performance allocations with respect to the Falcon Funds may create an incentive for Onex Falcon or its affiliates to make riskier or more speculative investments on

behalf of the Falcon Funds than they might otherwise make in the absence of these arrangements. In addition, the terms applicable to incentive fees, carried interest distributions or performance allocations could incentivize Onex Falcon and its affiliates to make decisions regarding the timing and structure of realizations of investments that may not be in the best interests of the Falcon Funds. Further, Onex Falcon or its affiliates may be incentivized to hold on to investments that have poor prospects for improvement in order to receive, potentially, a more likely or larger carried interest distribution if such asset's value appreciates in the future. Under the recent U.S. tax reform bill, in order for gains that are attributable to Onex Falcon or an affiliate's incentive fee or carried interest distribution to qualify as long-term capital gain, the holding period for the asset giving rise to such gains generally must exceed three years. For the investors in a Falcon Fund, gains in respect of assets held for more than one year may qualify as long-term capital gain. Long-term capital gain recognized by non-corporate U.S. taxpayers may be subject to U.S. federal income tax at preferential rates. These disparate holding period requirements may give rise to conflicts of interest. Onex Falcon may have an incentive to take actions intended to maximize the amount of gains from assets held for more than three years, even though Falcon Fund investors may not derive any additional U.S. federal income tax benefit from the longer holding period.

- *Use of Subscription Lines* – The Falcon Funds may fund the making of investments with proceeds from drawdowns under one or more revolving credit facilities (the collateral for which can be, for example, the undrawn capital commitments of investors, i.e., subscription lines) prior to calling capital commitments. The interest expense and other costs of any such borrowings will be borne by the applicable Falcon Fund and, accordingly, may decrease net returns of such Falcon Fund. It is expected that interest will accrue on any such outstanding borrowings at a rate lower than the preferred return, which will begin accruing when capital contributions to fund such investments, or repay borrowings used to fund such investments, are actually made to the applicable Falcon Fund. In light of the foregoing, Onex Falcon has an incentive to cause such vehicle to borrow in this manner in lieu of drawing down capital commitments, subject to the Fund Agreements of each Falcon Fund.
- *Allocation of Personnel* – Conflicts may arise in the allocation of time, services and function among the Falcon Funds and such other persons to which Onex Falcon, the Principals or their affiliates provide services.
- *Tax Liability* – Although the relevant Offering Memorandum seeks to address the reasonably identifiable and material tax considerations for potential Falcon Fund investors, it is possible that investors may have unexpected or unwelcome tax obligations as a result of a Falcon Fund's activities or their status or actions in respect thereof.
- *Limited Partner Advisory Committee* – Each Falcon Fund has an advisory committee, which acts as a representative of the investors in that Falcon Fund in respect of certain matters, including reviewing valuations of a Falcon Fund's assets

and addressing potential conflicts of interest (including being authorized to provide consent on behalf of a Falcon Fund in connection with certain affiliate transactions, Advisers Act “assignments” or as otherwise requested by Onex Falcon). The advisory committees may not have the same interests as investors in the Falcon Fund. In addition, members of the advisory committee may have conflicts of interest that do not disqualify them from voting on or consenting to matters submitted for consideration or review. Each Falcon Fund indemnifies the members of the advisory committee, except for actions taken in bad faith or the commission of a felony.

- *Material Non-Public Information* – Certain personnel of Onex Falcon may acquire confidential or material non-public information or be restricted from initiating transactions in certain securities. The Falcon Funds will not be free to act upon any such information. Due to these restrictions, the Falcon Funds may not be able to initiate a transaction that it otherwise might have initiated and may not be able to sell an investment that it otherwise might have sold.
- *Limited Remedies Against the General Partner* – There can be no assurance that adequate remedies will be available to any investors if the general partners of the Falcon Funds, Onex Falcon or the principals of the general partners of the Falcon Funds or Onex Falcon fail to perform their respective duties, and the Fund Agreements do not afford the investors rights to remove a Falcon Fund’s general partner other than for specified cause events as described in the applicable Fund Agreement. The Fund Agreements include provisions for exculpation and indemnification of the general partners, Onex Falcon and each of their respective affiliates and the members, partners, managers, officers, directors, shareholders, employees, agents, representatives, investors, affiliates, advisors and other personnel of the general partners, Onex Falcon and their respective affiliates. Therefore, Falcon Fund investors may have more limited rights of action than they would have absent such limitation.
- *Risk Management Failures* – Although Onex Falcon attempts to identify, monitor and manage significant risks, these efforts do not take all risks into account and there can be no assurance that these efforts will be effective. Moreover, many risk management techniques, including those employed by Onex Falcon, are based on historical market behavior, but future market behavior may be entirely different and, accordingly, the risk management techniques employed on behalf of clients may be incomplete or altogether ineffective. Similarly, Onex Falcon may be ineffective in implementing or applying risk management techniques. Any inadequacy or failure in risk management efforts could result in material losses to clients.
- *Systems and Operational Risk* – Onex Falcon relies on certain financial, accounting, data processing and other operational systems and services that are employed by Onex Falcon and by third party service providers, including prime brokers, third-party administrators, market counterparties and others. Many of these systems and services require manual input and are susceptible to error. These programs or

systems may be subject to certain defects, failures or interruptions. For example, Onex Falcon and its clients could be exposed to errors made in the confirmation or settlement of transactions, from transactions not being properly booked, evaluated or accounted for or related to other similar disruptions in the clients' operations. In addition, despite certain measures established by Onex Falcon and third-party service providers to safeguard information in these systems, Onex Falcon, clients and their third-party service providers are subject to risks associated with a breach in cybersecurity which may result in damage and disruption to hardware and software systems, loss or corruption of data and/or misappropriation of confidential information. Any such errors and/or disruptions may lead to financial losses, the disruption of the client trading activities, liability under applicable law, regulatory intervention or reputational damage.

- *Risks of Certain Investments* – A Falcon Fund may acquire securities of companies formed for specific transactions (such as holding companies) or of companies that are highly leveraged, with significant burdens on cash flow resulting from debt service. Such companies' securities and the ability of such companies to pay their debts could be adversely affected by interest rate movements, changes in the general economic climate or the economic factors affecting a particular industry, changes in tax law or specific developments within such companies. In connection with the disposition of an equity investment in a portfolio company, a Falcon Fund may be required to make representations about the business and financial affairs of the portfolio company typical of those made in connection with the sale of a business or may be responsible for the contents of disclosure documents under applicable securities laws. It may also be required to indemnify the purchasers of such investment to the extent that any such representations or disclosure documents turn out to be inaccurate. These arrangements may result in the incurrence of contingent liabilities, which might ultimately have to be funded by investors in a Falcon Fund to the extent of their unpaid capital commitments to such Falcon Fund or through the return by investors of certain prior distributions.
- *Security Types* – Onex Falcon's investments, by the nature of the portfolio companies' leveraged capital structures, will involve a high degree of financial risk. Debt investments will typically be unsecured and/or subordinated to substantial amounts of senior indebtedness, all or a significant portion of which may be secured. In addition, these investments may not be protected by financial covenants or limitations upon additional indebtedness and may have limited liquidity. Preferred stock and common stock investments made by Onex Falcon are more speculative than the debt investments and all of these security types often reflect a greater possibility that adverse changes in the financial condition of the underlying obligor or in general economic conditions (including, for example, a substantial period of rising interest rates or declining earnings) or both may impair the ability of the underlying obligor to make payments of principal and interest. These investments are often issued in connection with leveraged acquisitions or recapitalizations, in which the issuer incurs a substantially higher amount of indebtedness than the level at which it had previously operated. Some issuers of a Falcon Fund's investments may be highly leveraged, and their relatively high debt-

to-equity ratios increase the risk that their operations might not generate sufficient cash flow to service their debt obligations or offer any return to the preferred and/or common stock classes. Both the debt and equity securities in general are also subject to other risks including (among others): (a) limited liquidity and secondary market support, (b) the possibility that earnings of the relevant obligor may be insufficient to meet its debt service, (c) the declining creditworthiness and potential for (or actual) insolvency of the relevant obligor of such debt during periods of economic downturn, (d) that the relevant obligor is often a small or mid-size company serving only local or regional interests, and (e) if subordinated, subordination to the prior claims of other debt or senior lenders. These instruments are generally subject to market value volatility that may not be apparent from historical volatility studies and that could be significant at times. An economic downturn could severely disrupt the market for these instruments and adversely affect the value of outstanding debt and the ability of the portfolio companies thereof to repay principal and interest or offer a return to the preferred and/or common stock securities.

- *Lender Liability Considerations* – A number of judicial decisions have upheld the right of borrowers to sue lending institutions on the basis of various legal theories (collectively termed “lender liability”). Generally, lender liability is founded upon the premise that an institutional lender has violated a duty (whether implied or contractual) of good faith and fair dealing owed to the borrower or has assumed a degree of control over the borrower resulting in a creation of a fiduciary duty owed to the borrower or its other creditors or shareholders. While believed to be unlikely, because of the nature of certain of the Falcon Fund’s investments, a Falcon Fund could become subject to lender liability claims. Any such claim, if determined adversely to a Falcon Fund, could have a material adverse effect on such Falcon Fund’s returns to investors.
- *Allocation of Investment Opportunities* – Onex Falcon manages two portfolios concurrently with separate risk profiles. Onex Falcon’s investment committee and allocation committee govern the investment allocation process across all portfolios. Investment opportunities are allocated based on the security composition of each transaction at the time of initial investment. Investment opportunities where at least 75% of the initial cost of investment is attributable to preferred or common stock securities will be allocated to Onex Falcon’s structured equity portfolio. Investment opportunities where less than 75% of the initial cost of investment is attributable to preferred or common stock securities will be allocated to Onex Falcon’s private credit portfolio. As a result, it is expected that certain Falcon Funds may be over weighted toward debt investments, while others may emphasize preferred and common stock investments.
- *Active Management* – In certain cases, a Falcon Fund may designate directors to serve on the boards of portfolio companies. The designation of directors and other protective provisions negotiated by a Falcon Fund could expose the assets of a Falcon Fund to claims by a portfolio company, its security holders and its creditors that such Falcon Fund is a controlling person and thus is liable for securities laws

violations and other actions of the portfolio company. These protective measures also could result in certain liabilities in the event of the bankruptcy or reorganization of the portfolio company; could result in claims against a Falcon Fund if the designated directors violate their fiduciary and other duties to the portfolio company or fail to exercise appropriate levels of care under the federal securities laws, environmental laws and other legal principles; and could expose a Falcon Fund to claims that it has interfered in management to the detriment of the portfolio company.

Item 9. Disciplinary Information

Onex Falcon and its management persons have not been the subject of any material legal or disciplinary proceeding required to be disclosed in response to this item.

Item 10. Other Financial Industry Activities and Affiliations

Registered Broker-Dealers

Neither Onex Falcon nor any of its management persons are registered as a broker-dealer or a registered representative of a broker-dealer.

Registered Futures Commission Merchants, Commodity Pool Operators and Commodity Trading Advisors

Neither Onex Falcon nor any of its management persons are registered as a registered futures commission merchant, commodity pool operator or commodity trading advisor.

Relationships with Related Persons

Except as described below, neither Onex Falcon nor any of its “management persons” have relationships or arrangements with related persons who are financial industry participants that are material to the business of Onex Falcon or that create a material conflict of interest with the Falcon Funds or their investors.

In December 2020, Onex Corporation indirectly acquired control of Onex Falcon. Onex Corporation is a public company listed on the Toronto Stock Exchange under the symbol ONEX. Onex Corporation manages over \$36 billion in assets and invests capital in its private equity, credit and wealth management platforms on behalf of shareholders, institutional investors and high net worth families from its offices in Toronto, New York, New Jersey, Boston and London. Onex Corporation sponsors a number of private equity funds (the “Onex Partners Funds”) and holds controlling interests in two registered investment advisers, Onex Credit Partners, LLC (“Onex Credit”) and Onex Partners Manager LP (“OP Manager”). Onex Credit’s investment advisory services focus on investing in non-investment grade debt through pooled investment vehicles and managed accounts intended for sophisticated investors and institutional investors, and structured debt vehicles consisting of collateralized loan obligations. OP Manager serves as investment manager of and provides administrative services to the Onex Partners Funds, to the special purpose vehicles established to implement certain of their investments, and

to certain co-investment vehicles established in connection with and invested alongside the Onex Partners Funds. Onex Corporation also controls Gluskin Sheff + Associates Inc., a large Canadian wealth management firm serving high net worth families and institutional investors with a focus on public securities investing. Onex Corporation may in the future seek to expand its activities in real estate and credit, and may also seek to engage in additional investment or asset management businesses that are complimentary to its existing platforms.

Onex Falcon understands that actual or perceived conflicts of interest may exist between Onex Falcon and Onex Corporation and its affiliates. In general, each of the affiliated advisers described above have their own dedicated investment teams and typically pursue investment opportunities that are different in nature from those sought by Onex Falcon for the Falcon Funds. In particular, the Onex Partners Funds and the other private equity strategies managed within Onex Corporation typically pursue differentiated investment opportunities than those pursued by Onex Falcon with regard to the investment objectives and restrictions of the Falcon Funds. Nonetheless, those affiliations and relationships, the potential avenues for the growth and development of the company business and its investment platforms, as well as the fact that more than one of the Falcon Funds may be making investments at any particular time, may lead or be perceived to lead to certain conflicts of interest around, among other things, the devotion of time and the allocation of investment opportunities. Further, it is possible that Onex Credit, OP Manager and the managers of other investment products advised by advisers controlled by Onex Corporation may seek to work together, with a view to the relevant fund from each fund family potentially investing together, in certain circumstances, as a result of, for example, industry expertise or relationships, prior investment experience or other factors in respect of the opportunity. Additionally, clients of affiliated advisers and investors in investment products advised by affiliated advisers of Onex Falcon may be referred to clients advised by Onex Falcon, and Onex Falcon may from time to time refer Falcon Fund investors to investment products advised by affiliated advisers. The Falcon Funds are currently separately managed by Onex Falcon, with the exception of Jason New and Blair Fleming. Jason New, Co-CEO of Onex Credit, will serve on the operating committee and investment committee of Onex Falcon. In addition, Blair Fleming, Managing Director and Co-Head of Direct Lending at Onex Credit, will act as Co-Head of Onex Falcon and serve on its operating committee and investment committee. Onex Falcon expects to adopt policies and procedures intended to minimize any potential conflicts associated with the dual roles of Blair Fleming and Jason New. Onex Corporation will indirectly receive management fees paid by investors in the Falcon Funds and a portion of the carried interest of Falcon Private Credit Opportunities VI, LP, which may lead or be perceived to lead to certain conflicts of interest with respect to Onex Falcon and Onex Credit.

If permitted by the applicable Fund Agreement and the relationship terms, Falcon Funds may make debt or equity investments in companies in which Onex Corporation (or its affiliates) has made or is proposing to make an equity or debt investment or to which Onex Corporation (or its affiliates) has made or is proposing to make a loan (each an “Onex Portfolio Company” or collectively, “Onex Portfolio Companies”). Investing in Onex Portfolio Companies may present certain conflicts of interest and/or present certain

regulatory issues to a Falcon Fund. For example, if a Falcon Fund invests in an Onex Portfolio Company and the Onex Portfolio Company enters bankruptcy, the Falcon Fund could be deemed an “insider” for purposes of the Bankruptcy Code of the United States (the “Bankruptcy Code”). Insider status under the Bankruptcy Code could adversely affect the Falcon Fund’s ability to collect on the loan by subjecting the Falcon Fund to equitable subordination (i.e., the threshold of inequitable conduct that needs to be shown to invoke this remedy is lower when the holder of the claim is an insider and the burden of proof to show that any particular transaction was fundamentally fair will be on the Falcon Fund, not the bankruptcy trustee), increased exposure to preference suits (i.e., more transactions will be potentially avoidable as preferential as the reach-back period will be one year rather than 90 days) and other restrictions under certain circumstances. Further, due to its affiliation with Onex Corporation, Onex Falcon may become aware of material non-public information concerning certain companies and as a result of such knowledge, or as a result of certain internal policies adopted by Onex Falcon, Onex Falcon may at times be precluded from acquiring or disposing of investments it would otherwise wish to acquire or dispose. There may also be other areas of overlap between Onex Corporation’s or its affiliates’ activities or customers and the Falcon Fund or portfolio companies in which the Falcon Fund is invested. Finally, Onex Falcon may determine not to invest in Onex Portfolio Companies or may adopt procedures intended to minimize potential conflicts and/or regulatory or tax issues, which procedures may have the effect of limiting the Falcon Fund’s ability to acquire or dispose of investments in Onex Portfolio Companies.

Certain of the limited partnerships or private funds for which Onex Falcon or one of its related persons serves as general partner or investment manager has and may in the future enter into agreements, or side letters, with certain prospective or existing limited partners or shareholders whereby such limited partners or shareholders may be subject to terms and conditions that are more advantageous than those set forth in the Fund Agreement for the partnership or fund. For example, such terms and conditions may provide for special rights to make future investments in the partnership, other investment vehicles or managed accounts; special redemption rights, relating to frequency or notice; a waiver or rebate in fees or redemption penalties to be paid by the limited partner or shareholder and/or other terms; rights to receive reports from the partnership or fund on a more frequent basis or that include information not provided to other limited partners or shareholders (including, without limitation, more detailed information regarding portfolio positions) and such other rights as may be negotiated by the partnership or fund and such limited partners or shareholders. The modifications are solely at the discretion of the partnership or fund and may, among other things, be based on the size of the limited partner’s or shareholder’s investment in the partnership or fund or affiliated investment entity, an agreement by a limited partner or shareholder to maintain such investment in the partnership or fund for a significant period of time, or other similar commitment by a limited partner or shareholder to the partnership or fund.

On any issue involving conflicts of interest, the general partner of the relevant fund and Onex Falcon will be guided by their respective good faith judgment. In certain circumstances, the general partner may present potential conflicts of interest to the applicable Falcon Fund’s board of directors, advisory committee or conflicts committee, if

any, for approval. By acquiring an interest in the Falcon Funds and executing the subscription agreements relating thereto, each investor expressly acknowledges the existence of actual or potential conflicts of interest described in the applicable Fund Agreement and waives any claim with respect to any liability arising from the existence of any such conflict of interest and also any conflicts of interest on the part of the general partner of the relevant Falcon Fund, Onex Falcon or any of their affiliates arising from participation in the activities described in the Fund Agreement (to the fullest extent permissible under applicable law).

Generally, Onex Falcon addresses conflicts of interest by way of avoidance or disclosure and informed consent. The Offering Memorandum and the Fund Agreement for the Falcon Funds address in detail the conflicts of interest that may arise as a result of the affiliations and relationships described above. They also address the manner in which notification, consent or approval requirements may arise and any restrictions or prohibitions that may apply.

None of Onex Falcon or its principals or employees are registered as a broker-dealer or a registered representative of a broker-dealer. None of Onex Falcon or any of its principals or employees are registered as or affiliated with a registered futures commission merchant, commodity pool operator or commodity trading advisor.

Onex Falcon is registered under the Advisers Act and, together with certain affiliates, serve as managers or general partners to certain pooled investment vehicles and managed accounts. Onex Falcon and its affiliates managing those funds are under common control and are subject to Onex Falcon's code of ethics and compliance program adopted pursuant to the requirements of the Advisers Act.

Employees of Onex Falcon and its affiliates serve as directors, board observers or committee members for certain portfolio companies in which the Falcon Funds invest, or provide other services to portfolio companies, and may receive compensation in connection therewith, provided that such compensation will generally be used to offset the advisory or management fee payable by the relevant Falcon Fund to Onex Falcon. Employees of Onex Falcon and its affiliates may be given access to confidential information relating to companies in which the Falcon Funds invest. As a result, a Falcon Fund may, under certain circumstances, be prohibited for a period of time from engaging in transactions with respect to the debt or equity securities of such a portfolio company, which prohibition may have an adverse effect on such Falcon Fund.

The above individuals may spend a substantial portion of their time with these related activities.

In addition to the foregoing protections, Onex Falcon's investment personnel make significant investments in the Falcon Funds. Onex Falcon believes that this strong alignment of interests between Falcon Fund investors and those charged with investing their capital further mitigates the risks associated with any potential conflicts.

For a further discussion of Onex Falcon's allocations and conflicts of interests policies, see Item 11 below.

Selection or Recommendation of Other Advisers

Onex Falcon does not recommend or select other investment advisers for its clients and receive compensation from such advisers in a manner that would create a material conflict of interest. Onex Falcon does not have other business relationships with other advisers that create a material conflict of interest.

Item 11. Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

Onex Falcon has adopted a code of ethics under Rule 204A-1 of the Advisers Act ("Code of Ethics") expressing Onex Falcon's commitment to ethical conduct. Onex Falcon's Code of Ethics describes fiduciary duties of Onex Falcon and its supervised persons and their responsibilities to Onex Falcon's clients. Under Onex Falcon's Code of Ethics, Onex Falcon has a duty of utmost good faith to act only in the best interests of the Falcon Funds and all Onex Falcon supervised persons are required to promptly report all suspected or apparent violations of the Code of Ethics to Onex Falcon's Chief Compliance Officer ("CCO"). All supervised persons must acknowledge receipt of the Code of Ethics and any amendments thereto. A copy of the Code of Ethics can be obtained by a Falcon Fund investor or qualified prospective investor (if applicable) upon written request.

The Code of Ethics contains specific policies and procedures dealing with such matters as personal trading and political contributions. The Code of Ethics is accompanied by a broader compliance manual that further supports Onex Falcon's adherence to law, and more generally to prudent and appropriate processes and conduct, in the investment, management and safeguarding of the Falcon Funds' assets, preventing insider trading, the giving and receipt of gifts and entertainment, communications with investors and prospective investors, public and media communications, the prevention, detection and handling of concerns relating to money-laundering, bribery and corruption, and record-keeping policies and procedures.

Certain of Onex Falcon's related persons act as a general partner to partnerships for which Onex Falcon acts as investment adviser and solicits investors. Finally, Onex Falcon may make investments for its clients in portfolio companies of the Onex Partners Funds, as described further in Item 10. These practices create a conflict of interest because Onex Falcon has an incentive to recommend securities from (or sell securities to) clients based on its, or its related persons, own financial interests, rather than solely the interests of a client.

Onex Falcon engages in transactions that are considered principal or cross transactions in which one of Onex Falcon's clients, including clients that are owned by related persons, may sell assets to another one of Onex Falcon's clients. All such transactions are done in compliance with the requirements of the Advisers Act.

From time to time, certain principals, employees, officers, directors and other related personnel of Onex Falcon and its affiliates may make passive investments in other private vehicles managed by other investment advisers, including investment advisers that are related persons.

As discussed, the general partners of the Falcon Funds, Onex Falcon and/or their respective affiliates may enter into side letters or other agreements with a particular investor in connection with its investment without the approval of any other investor. This would have the effect of establishing rights under or supplementing the terms of the Fund Agreement in respect of such investor in a manner potentially more favorable to such investor than those applicable to other investors. Such rights or terms in any such side letter or other similar agreement may include, without limitation: (i) rights to designate a member of, to the extent applicable, an advisory committee; (ii) excuse rights applicable to particular investments (which may increase the percentage interest of other investors in, and contribution obligations of other investors with respect to, such investments); (iii) reporting obligations of the general partners of the Falcon Funds; (iv) waiver of certain confidentiality obligations; (v) consent to certain transfers by such investor; (vi) rights or terms necessary in light of particular legal, regulatory or public policy characteristics of an investor; (vii) adjustments to fees or other economics (including, without limitation, management fees, carried interest, or distributions); (viii) access to certain information; (ix) consent rights of the investor; (x) co-investment rights; (xi) tax and structuring matters; and (xii) other representations, warranties or diligence confirmations. The general partners of the Falcon Funds and Onex Falcon may not be required to notify the other investors of any such side letters or of any of the rights or terms or provisions thereof, and some or all of the other investors in that Falcon Fund may not be entitled to receive such additional benefits or other rights. The general partners of the Falcon Funds, Onex Falcon and/or their respective affiliates may enter into such side letters with any party as the relevant general partner may determine, in its sole and absolute discretion, at any time. Fund investors will not necessarily have most-favored-nation rights in respect of all or any of the more favorable terms provided to others and investors will have no recourse against the Falcon Funds, the general partners of the Falcon Funds or Onex Falcon or any of their respective affiliates in the event that certain investors receive additional benefits or other rights pursuant to side letters that are more favorable than the terms received by other investors. As a result of certain side letters, investors holding the same interests may have different returns, or receive different information, depending on any arrangements applicable to a given investor's interest in a Falcon Fund.

The Fund Agreement and any such side letters related to each Falcon Fund are detailed agreements that establish complex arrangements among Onex Falcon, the Falcon Fund, its general partner and the investors. Questions will arise from time to time under these agreements regarding the parties' rights and obligations in certain situations, some of which the parties may not have considered while drafting and executing these agreements. In these instances, the applicable provisions of the agreements, if any, may be broad, general, ambiguous, or conflicting, and may permit more than one reasonable interpretation. At times, there may not be provisions directly applicable to the situation at hand. While Onex Falcon will construe the relevant agreements in good faith and in a manner consistent with

its legal obligations, the interpretations it adopts may not necessarily be, and need not be, the most favorable interpretations for the Falcon Funds or their investors.

In addition, Onex Falcon or its related persons may invest in the same securities (or related securities, e.g., warrants, options or futures) that Onex Falcon or a related person recommends to Falcon Funds. Such practices present a conflict where, because of the information Onex Falcon has, Onex Falcon or its related person are in a position to trade in a manner that could adversely affect clients (e.g., place their own trades before or after client trades are executed in order to benefit from any price movements due to the clients' trades). In addition to affecting Onex Falcon's or its related person's objectivity, these practices by Onex Falcon or its related persons may also harm clients by adversely affecting the price at which the clients' trades are executed. Onex Falcon has adopted the following procedures in an effort to minimize such conflicts:

Before Onex Falcon makes a recommendation that a Falcon Fund buys or sells a security, Onex Falcon will determine whether its related persons' hold a direct or indirect ownership interest in such security. If Onex Falcon or its related persons holds an interest in such security, the applicable Falcon Fund advisory committee is required to approve such investment, provided that this requirement shall not apply to follow-on investments by the applicable Falcon Fund.

In addition, Onex Falcon and/or certain members, employees or related persons of Onex Falcon may, directly or through one or more entities, sell securities in which they have a direct or indirect ownership interest to certain Falcon Funds in connection with certain "warehousing" transactions, provided that the sale is consistent with Onex Falcon's fiduciary obligations to the Falcon Funds and appropriate consents are obtained. Such transactions will be fully disclosed in writing and the written consent of the appropriate Falcon Fund (which, in certain circumstances, may be provided by the advisory committee of such Falcon Fund) will be obtained prior to the consummation of any such transactions in accordance with Section 206(3) of the Advisers Act.

While Onex Falcon endeavors at all times to act in the best interests of the Falcon Funds, investors should be aware that the entitlement to disproportionate distributions from the Falcon Funds creates a potential conflict of interest with respect to such transactions.

Also see Onex Falcon's discussion of its asset allocation rules in Item 6 and Item 16.

Item 12. Brokerage Practices

With respect to those limited instances in which the Falcon Funds purchase, sell or distribute publicly traded securities through a broker-dealer, Onex Falcon seeks to satisfy its best execution obligation by considering all relevant facts and circumstances, including the price and size of the order, the trading characteristics of the securities involved, which investment bank or banks have a relationship with the issuer of the securities and their knowledge of the market, the value of research provided by each broker, the broker's execution abilities, commission rates, and financial responsibility and responsiveness.

Onex Falcon policy is that the CCO or a designee evaluate, on a periodic basis as deemed appropriate by the Company, broker-dealers that provide services to Onex Falcon (or that are under consideration by Onex Falcon) to determine whether such broker-dealers continue to provide services that maximize value for Onex Falcon's clients.

Research and Soft Dollar Benefits

Onex Falcon does not generally have any soft dollar arrangements with any brokers whereby Onex Falcon can direct a broker to pay for external research services from a soft dollar account.

Brokerage for Client Referrals

Subject to Onex Falcon's obligation to seek best execution of all transactions for its clients, Onex Falcon may consider referrals of investors in determining its selection of broker-dealers or other third party service providers. Accordingly, Onex Falcon may have an incentive to select or recommend a broker-dealer or other service provider based on its interest in receiving investor referrals, rather than on its clients' interest in receiving the most favorable execution. Any such determinations will be made in accordance with Onex Falcon's fiduciary obligations to the Falcon Funds and Onex Falcon's compliance policies and procedures.

Directed Brokerage

Onex Falcon has discretionary authority to select the brokers or dealers in connection with securities transactions of the Falcon Funds, and investors are not permitted to direct Onex Falcon to use a particular broker or dealer to execute portfolio transactions on behalf of a Falcon Fund.

Trade Aggregation

Onex Falcon will use its good faith discretion in allocating investment opportunities among the Falcon Funds, taking into account: (i) the nature and size of the opportunity (including projected follow-on financing requirements); (ii) the amount of capital the Falcon Funds have available for investment; (iii) whether a Falcon Fund has an existing investment in the applicable company (i.e., the investment opportunity is a follow-on investment) and, if so, the existing ownership percentage of the Falcon Fund in such company; (iv) liquidity needs; (v) portfolio construction and diversification; (vi) the age or life of the particular Falcon Funds; (vii) any restrictions or other investment opportunity allocation provisions in the Fund Agreement of each Falcon Fund and such other factors as the General Partner and its affiliates may determine to be relevant.

Onex Falcon's investment committee and allocation committee govern the investment allocation process across Onex Falcon's private credit and structured equity investment portfolios. Investment opportunities are allocated based on the security composition of each transaction at the time of initial investment. Unless otherwise approved by the applicable Falcon Funds' advisory committees, investment opportunities where at least

75% of the initial cost of investment is attributable to preferred or common stock securities will be allocated to Onex Falcon's structured equity funds and investment opportunities where less than 75% of the initial cost of investment is attributable to preferred or common stock securities will be allocated to Onex Falcon's private credit funds.

To the extent that multiple clients (e.g., more than one Falcon Fund) hold an interest in the same issuer, it is Onex Falcon's policy that disposition opportunities with respect to that investment shall, to the extent practicable, be allocated among such Falcon Funds on a basis that is fair and equitable to each Falcon Fund relative to the other Falcon Funds, taking into account all relevant facts and circumstances, including (without limitation): (i) the strategies, guidelines and restrictions of each Falcon Fund; (ii) relevant provisions in the Fund Agreement of a Falcon Fund or in other agreements related to the Falcon Funds' investment in such issuer; (iii) the ownership percentage of each applicable entity in the portfolio company; (iv) the amount of gain (or loss), realized and unrealized, on each applicable Falcon Fund's investment in the portfolio company at the time of such disposition opportunity; (v) liquidity needs for each Falcon Fund and the investment cycle of a particular Falcon Fund; (vi) respective holding periods for the investment; (vii) the nature of the disposition opportunity, including the size and source of the opportunity; (viii) current and anticipated market conditions; and (ix) tax, legal or regulatory considerations.

Item 13. Review of Accounts

Review of Client Accounts

Onex Falcon's policy is that all investment decisions made or recommended for any Falcon Fund and all transactions entered into on behalf of any Falcon Fund must be appropriate for such client as a whole based upon such Falcon Fund's financial situation. In addition, Onex Falcon's investment decisions and recommendations for a Falcon Fund must be consistent with any investment policies, objectives or restrictions in the Fund Agreement of such Falcon Fund and any applicable regulatory requirements. Onex Falcon's policy is that all client accounts be reviewed regularly by the CCO.

Reports to Clients

The general partner or manager of each Falcon Fund distributes quarterly and annual written reports to the limited partners of such Falcon Fund. Annual reports generally contain a listing of investments held by the Falcon Fund at the end of the fiscal year and the audited financial statements of the Falcon Fund and are accompanied by an individual capital account statement as of the end of such fiscal year. The quarterly reports generally contain unaudited financial statements of the Falcon Fund for the fiscal quarter. In addition to the information provided to all investors, Onex Falcon may provide certain investors with additional information or more frequent reports that other investors will not receive.

Please refer to the Fund Agreement of the relevant Falcon Fund for further information on the reports provided by a particular Falcon Fund to its investors.

Item 14. Client Referrals and Other Compensation

Economic Benefits Received from Third Parties

Onex Falcon does not receive any economic benefits from third parties in connection with its advisory services.

Third Party Compensation for Client Referrals

Onex Falcon and its related persons enter into cash compensation arrangements with unaffiliated placement agents or third parties for introducing investors to a Falcon Fund. Any sales charge associated therewith will ultimately be payable by Onex Falcon and/or its related persons, either directly or through an offset of the advisory or management fee payable by the relevant Falcon Fund to Onex Falcon. An investor will not be charged any additional amount or bear any additional charges as a result of an introduction through a placement agent or other unaffiliated third party.

Item 15. Custody

Onex Falcon will not have physical custody of any client assets (other than certain privately offered uncertificated securities to the extent permitted by the Advisers Act). Nevertheless, Onex Falcon will generally be deemed to have custody of the assets of the Falcon Funds as a result of its position as an affiliate of the general partner or manager of each Falcon Fund. Accordingly, Onex Falcon maintains assets and securities of the Falcon Funds with qualified custodians in a separate account for the Falcon Funds under the Falcon Funds' name, or in accounts that contain only funds and securities owned by the Falcon Funds under Onex Falcon's name, as agent or trustee for the Falcon Fund or Falcon Funds. Custodians will generally be banks, trust companies or broker-dealers unaffiliated with Onex Falcon.

It is Onex Falcon's general policy to cause each Falcon Fund with assets over which Onex Falcon is deemed to have "custody" to distribute audited financial statements, prepared in accordance with U.S. generally accepted accounting principles ("GAAP") and audited by an accountant subject to regular inspection by the Public Company Accounting Oversight Board, to investors annually and no later than 90 days after the end of each fiscal year.

Item 16. Investment Discretion

Subject to the investment objectives, policies and restrictions of each Falcon Fund as set forth in the Fund Agreement of such Falcon Fund, Onex Falcon has discretionary authority to determine the type, amount and price of securities and investments to be bought and sold on behalf of each Falcon Fund, including the selection of, and commissions paid to, broker-dealers.

Item 17. Voting Client Securities

Because Onex Falcon has, or will accept, authority to vote securities held by a Falcon Fund, Onex Falcon has adopted policies and procedures (the "Proxy Voting Policies and

Procedures”) which have been designed to ensure that Onex Falcon complies with the requirements of Rule 206(4)-6 and Rule 204-2(c)(2) under the Advisers Act, and reflect Onex Falcon’s commitment to vote all client securities for which it exercises voting authority in a manner consistent with the best interest of its clients.

Onex Falcon’s clients are not permitted to direct Onex Falcon’s vote in any particular solicitation.

Prior to exercising its voting authority, Onex Falcon, in consultation with Onex Falcon’s investment committee, the CCO and outside counsel, as appropriate, reviews the relevant facts and determines whether or not a material conflict of interest may arise due to business, personal or family relationships of Onex Falcon or its supervised persons, with persons having an interest in the outcome of the vote. If a material conflict exists, Onex Falcon takes the necessary steps to ensure that its voting decision is based on the best interests of the client and is not a product of the conflict.

Onex Falcon will deliver to each limited partner of a Falcon Fund, upon written request, a complete copy of its Proxy Voting Policies and Procedures and/or information on how it voted proxies for the applicable Falcon Fund.

Item 18. Financial Information

Item 18A is not applicable.

Registered investment advisers are required to provide you with certain financial information or disclosures about their financial condition. Onex Falcon has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients, and has not been the subject of a bankruptcy proceeding.

Item 19. Requirements for State-Registered Advisers

Onex Falcon is not registered with any state securities authorities.