

ROARK CAPITAL GROUP

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Form ADV, Part 2A (the “**Brochure**”) provides information about the qualifications and business practices of Roark Capital Management, LLC (“**RCM**”). For more information on the disclosure requirements for Part 2A see the “General Instructions for Part 2 of Form ADV” by visiting www.sec.gov/rules/final/2010/ia-3060.pdf. If you have any questions about the contents of this Brochure, please contact our Chief Compliance Officer, William G. Roche (404-591-5200 / broche@roarkcapital.com). Additional information about RCM is also available on the SEC’s website at: www.adviserinfo.sec.gov.

RCM is registered as an investment adviser with the United States Securities and Exchange Commission (the “**SEC**”) under the Investment Advisers Act of 1940 (the “**Advisers Act**”). Registration as an investment adviser with the SEC does not imply a certain level of skill or training. In addition, the information in this Brochure has not been approved or verified by the SEC or by any state securities authority.

Item 2: Material Changes

This Brochure contains information about RCM. RCM filed its most recent annual amendment on March 30, 2020. RCM is required in this section to identify and discuss any material changes made to the previous Brochure filed on March 30, 2020. Since the Brochure filed on March 30, 2020, no material changes have been made to this Brochure. This annual amendment reflects routine updates to this Brochure.

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Item 4: Advisory Business

RCM is an investment adviser organized as a limited liability company under the laws of the State of Delaware. Neal K. Aronson, managing partner of RCM (the “**Managing Partner**”), founded Roark Capital Group in 2001. RCM is wholly-owned by RCM Manager LLC, of which Neal Aronson is the Managing Member and controlling owner. RCM employs the entire RCM team and provides consulting and advisory services to the Funds (as defined below) and their portfolio companies. The investment activities of RCM are led by the Managing Partner and RCM’s investment committee (the “**Investment Committee**”). Neal K. Aronson, Paul D. Ginsberg, Stephen D. Aronson, Timothy B. Armstrong, Nate Boaz, Kevin Hofmann, Geoff A. Hill, Erik O. Morris, Steven M. Romaniello, Anthony P. Scotto, Sarah Spiegel, Michael R. Thompson, Gregory D. Smith, Clayton D. Harmon and David Wierman comprise all of the members of RCM’s Investment Committee. RCM employs a number of other investment professionals who help RCM execute its investment strategy. RCM’s Chief Compliance Officer is William G. Roche, a partner in the law firm of King & Spalding LLP (“**K&S**”). See Item 10 (Other Financial Industry Activities and Affiliations) for a discussion of the compensation arrangement for Mr. Roche’s services as Chief Compliance Officer.

RCM serves as an investment manager and provides discretionary advisory services to eleven (11) privately offered investment funds (together with any related parallel funds and related alternative investment vehicles a “**Fund**,” and collectively, the “**Funds**”). With respect to a Fund that is an

alternative investment vehicle, an affiliate of RCM may serve as the direct investment manager of such Fund. Within each Fund structure is a designated general partner that is an affiliate of RCM (the “**General Partner(s)**”). Unless and only to the extent that the context otherwise requires, references to RCM includes the General Partner(s) and any affiliate of RCM that serves as the direct investment manager of a Fund that is an alternative investment vehicle.

The Funds are organized to make equity and equity-related investments primarily in companies that have substantial operations, business or customers in North America. Equity investments will typically range from \$50 million to \$1 billion and more, with larger transactions occasionally involving equity co-investments. The Funds primarily invest in industries where the senior members of its investment team have operating and principal investing experience, such as franchising/multi-location, consumer products and services, and business services. As of December 31, 2020 RCM managed \$18,588,462,260 of invested capital and uncalled capital commitments on behalf of the Funds.

In providing services to the Funds, RCM formulates each Fund’s investment objectives, directs and manages the investment of each Fund’s assets, and provides reports to investors. Investment advice is provided directly to the Funds and not individually to the limited partners of the Funds (the “**Limited Partners**”). RCM manages the assets of the Funds in accordance with the terms of each Fund’s partnership agreement and other applicable governing documents. A Fund’s partnership agreement and its other applicable governing documents are referred to herein as the “**Governing Fund Documents**”. All material terms are generally established at the time of the formation of a Fund, but may be amended from time to time in accordance with the terms of the Governing Fund Documents.

Limited partnership interests in the Funds are not registered under the U.S. Securities Act of 1933, as amended (the “**Securities Act**”), and the Funds are not registered under the Investment Company Act of 1940, as amended (the “**Investment Company Act**”). Accordingly, interests in the Funds are offered and sold exclusively to investors satisfying the applicable eligibility and suitability requirements, either in private transactions within the United States or in offshore transactions.

Item 5: Fees and Compensation

RCM provides investment advisory services to each of the Funds pursuant to a separate investment advisory agreement for each Fund (the “**Advisory Agreements**”). The Advisory Agreements, along with the applicable Governing Fund Documents, set forth in detail the fee structure relevant to each such Fund. The terms of the Advisory Agreements are generally established at the time of the formation of the applicable Fund, subject to amendment in accordance with the terms of the Governing Fund Documents. RCM typically receives compensation from: (a) fees based on a percentage of committed capital or actively invested capital; and (b) certain other fees or expenses related to transactions or portfolio companies. The General Partner of each Fund also receives compensation in the form of Carried Interest (as defined below) allocations. Limited Partners should review all fees charged by RCM and others to fully understand the total amount of fees to be paid by a Fund or its portfolio companies and, indirectly, by the Limited Partners.

Management Fee: Most of the Funds pay RCM an annual management fee (the “**Management Fee**”) at rates ranging from 1.75% to 2% (per annum) of committed capital during the commitment period and 1.5% to 2% (per annum) of actively invested capital thereafter, in each case in accordance with each Fund’s Governing Fund Documents. Certain of the Funds pay RCM a Management Fee at a rate of 0.50% (per annum) of actively invested capital (and not on committed capital). The Management Fee typically is payable quarterly in advance. The Management Fee may be paid out of current income and disposition proceeds of the Funds and, to the extent necessary, from drawdowns which will reduce the unfunded capital commitments of a Fund’s partners. Distributions up to any amount drawn down from capital commitments to pay Management Fees may, at the discretion of the General Partner, be added to the unfunded capital commitments and be subject to recall or reinvestment.

As part of RCM’s “management profits interest” program that applies to certain Funds, each of RCM and its affiliates may, in its sole discretion and from time to time, elect to waive, in whole or in part, the Management Fee with respect to any Limited Partner in such Funds, and such waived fee amounts will be invested in the applicable Fund’s investments and will reduce aggregate commitments of the RCM principals and their affiliates and related persons to the applicable Fund. RCM or one of its affiliates, which will be a Limited Partner in the applicable Funds solely for the purposes of the “management profits interest” program, will receive a share of profits, if available, in an amount equal to this notional investment and profit thereon.

Carried Interest Allocations: A portion of each Fund’s net investment profit may be allocated to the capital account of its General Partner as “**Carried Interest**.” The manner of calculation of such Carried Interest is disclosed in the Governing Fund Documents, and may vary by Fund. Generally, however, 20% of the investment profits of the Funds are allocated as Carried Interest to such Fund’s General Partner subject to a preferred return of 8% per annum, and subject to a catch-up and a giveback. As is the case with Management Fees, RCM and its affiliates reserve the right to waive or reduce Carried Interest for certain Limited Partners, including employees, strategic partners, advisors and consultants and others as may be determined in RCM’s sole discretion.

Other Fees Earned by RCM: RCM may receive transaction fees, monitoring fees (including any accelerated or early termination monitoring fees), break-up fees, commitment fees, termination fees, portfolio company management fees, directors’ fees, advisory fees, consulting fees and similar fees, payments or compensation (whether in the form of cash, options, warrants, stock or otherwise) in connection with investments or proposed investments (whether or not consummated), including upon the acquisition, disposition and/or initial public offering of an investment (collectively, “**Other Fees**”). The types of fees that constitute Other Fees may vary among the Funds and from investment to investment. Other Fees may be accelerated and payable upon partial or complete disposition, exit or initial public offering of an asset. A portion of certain of these Other Fees may be applied to reduce all or a portion of the Management Fees payable by a Fund, in each case in accordance with the applicable Governing Fund Documents. As described further in Item 11 (Code of Ethics, Participation or Interest in Client Transactions and Personal Trading), (i) an employee of RCM also receives compensation from a portfolio company of Roark Capital Partners II, LP, and the compensation he receives from that portfolio company does not reduce or offset Management Fees; (ii) an employee of RCM receives board fees from a portfolio company in which Roark Capital Partners IV LP holds a minority interest, and such fees are turned over to RCM and are offset against such Fund’s Management Fees; and (iii) an employee of RCM receives board fees

from a portfolio company in which Roark Capital Partners V (T) LP and its parallel funds hold a minority interest, and such fees are turned over to RCM and are offset against such Fund's Management Fees. Depending on the timing of the payment of Other Fees to RCM and the terms of the relevant Governing Fund Documents, Limited Partners in a Fund may not receive the benefit of a reduction of the Management Fees for such Other Fees to the extent such Fund is no longer charging Management Fees at the time such Other Fees are paid or to the extent that the aggregate amount of Other Fees exceeds the aggregate amounts of Management Fees charged to such Fund. The recipients of this Brochure must refer to the detailed information found in each Fund's Governing Fund Documents for specific information about the reduction of Management Fees as a result of Other Fees earned by RCM, and the fees charged to the Funds.

Other Expenses Charged to the Funds: In addition to the Management Fee and Carried Interest, the Funds pay (or reimburse) RCM for certain fees and expenses. Those fees and expenses will vary by Fund, but typically will include, among other things: fees, costs and expenses incurred in connection with the discovery, investigation, evaluation, development, acquisition, holding, monitoring, financing, licensing, operating, taking public or private or disposition of investments, including, without limitation, expenses paid by a Fund with respect to potential investments that are not consummated, private placement fees, sales commissions, appraisal fees, taxes, brokerage fees, underwriting commissions and discounts, transfer agent fees, clearing, settlement and bank charges, investment sourcing database licenses and fees, mobile device and conference call service fees, costs and expenses, travel and travel-related expenses (including transportation, meal, entertainment and lodging expenses and which may include travel by way of non-commercial aircraft at rates not in excess of customary charter rates), and legal, accounting, investment banking, advisory, consulting, information services and professional fees and expenses (which reimbursement may, subject to the terms of the Fund's Governing Fund Documents, include affiliates of the General Partner or RCM, whether or not such fees, costs and expenses payable to such affiliates exceed the amount customarily charged by third parties for services similar to those actually provided) related to the discovery, investigation, evaluation, development, acquisition, holding, monitoring, financing, licensing, operating, taking public or private or disposition of investments (whether or not consummated); fees, costs and expenses incurred in connection with the carrying or management of investments, including custodial, trustee, actuarial, depositary, transfer agent, accounting, record keeping and other administration fees, as well as portfolio accounting and reporting system licenses and fees and performance management system licenses fees and expenses; fees, costs and expenses incurred in connection with the preparation and distribution of a Fund's financial statements and reports, tax returns, K-1's (or similar schedules) and other communications with a Fund's Limited Partners and a Fund's limited partner advisory board, including expenses incurred in connection with purchasing, licensing or leasing computer software and hardware for such uses and expenses incurred in connection with providing a Fund's partners on-line or electronic access to information and reporting relating to a Fund; fees, costs and expenses with respect to the representation by the "partnership representative" of a Fund and a Fund's Limited Partners; fees and disbursements of attorneys and accountants relating to Fund matters (and, for certain Funds, including allocable compensation for in-house attorneys (other than current in-house attorneys) that may be employed by RCM in connection with a determination by RCM in its discretion that such allocable compensation would be less than fees and disbursements of external counsel otherwise paid to provide similar services); taxes and other governmental authority charges that may be incurred or payable by a Fund; insurance premiums, expenses and brokers' fees and commissions

incurred by a Fund in connection with the activities of a Fund, including errors, omissions, fidelity, crime, general partner liability, fiduciary, directors' and officers' liability, employment practices liability, contingent liability, cybersecurity liability and similar coverage for any indemnified person acting on behalf of a Fund or any related entity; fees, costs and expenses (including legal fees and expenses) incurred to comply with any laws or regulations related to the activities of a Fund (including, without limitation, related to the preparation and filing of Form PF and complying with the reporting requirements of (i) Sections 1471 through 1474 of the U.S. Internal Revenue Code of 1986, as amended, (ii) the Common Reporting Standard issued by the Organization for Economic Cooperation and Development, (iii) similar legislation, regulations or guidance enacted in any other jurisdiction which seeks to implement equivalent tax reporting and/or withholding tax regimes, any regulations, intergovernmental agreement or other guidance issued thereunder or with respect thereto, any legislation, regulations, rulings, notices or guidance implemented to give effect to such matters or any agreement a Fund enters into with respect to such matters, (iv) the European Alternative Investment Fund Managers Directive and (v) the Private Funds Law (as amended) of the Cayman Islands); fees, costs and expenses incurred in connection with any pending or threatened litigation or governmental authority inquiry, investigation or proceeding involving or otherwise applicable to a Fund, the General Partner, RCM or a Fund's Limited Partners in connection with the activities of a Fund or any of its portfolio companies, including fees, costs and expenses incurred in connection with the investigation, prosecution, defense, judgment or settlement of any such inquiry, the amount of any judgments, settlements or fines paid in connection therewith, except, however, to the extent such expenses or amounts have been determined to be excluded from the indemnification provided for in a Fund's Governing Fund Documents; fees, costs and expenses associated with maintaining a Fund and any of its subsidiaries and special purpose investment vehicles, including fees, costs and expenses incurred in connection with the organization, operation, refinancing, recapitalizing and restructuring of such subsidiaries and special purpose investment vehicles; interest on, and fees, costs and expenses arising out of a Fund's borrowing arrangements and guarantees by a Fund or any of its subsidiaries (including the fees, costs and expenses incurred in obtaining or maintaining lines of credit, loan commitments and letters of credit for the account of a Fund or any of its subsidiaries); fees, costs and expenses incurred in connection with the dissolution, winding up or termination of a Fund; fees, costs and expenses related to defaults by a Fund's partners in the payment of any capital contributions; any and all out-of-pocket expenses for transactions that are not consummated; except as provided in a Fund's Governing Fund Documents, fees, costs and expenses incurred in connection with any amendments, modifications, revisions or restatements to the constituent documents of a Fund and related entities, including its General Partner and RCM; fees, costs and expenses incurred in connection with distributions to a Fund's partners; fees, costs and expenses incurred in connection with any meeting of a Fund's partners or the limited partner advisory board of a Fund called by the General Partner; fees, costs and expenses related to a Fund's indemnification obligations (including with respect to indemnified persons pursuant to a Fund's Governing Fund Documents); fees, costs and expenses incurred in connection with the formation of alternative investment vehicles (to the extent such formation is permitted under the Fund's Governing Fund Documents) and any amendments, modifications, revisions or restatements to the constituent documents of such alternative investment vehicles, provided, that, such expenses shall be borne solely by the Fund's partners who invest therein or for whose benefit such alternative investment vehicles have been established; reasonable out-of-pocket expenses incurred by the members of a Fund's limited partner advisory board in connection with the fulfillment of their duties pursuant to a Fund's Governing Fund Documents (including meals,

entertainment, lodging and other similar expenses, and which may include reasonable travel expenses incurred by the limited partner advisory board member travelling to and from limited partner advisory board meetings called by the General Partner); compensation and other similar expenses (including retainers) of consultants (including industry executives, advisors, operating executives, subject matter experts or other persons acting in a similar capacity) who provide services to a Fund or its investments (including with respect to potential investments); fees, costs and expenses incurred in connection with the valuation of the assets of a Fund (including with respect to the acquisition, implementation, onboarding and ongoing use of valuation software); fees, costs and expenses relating to transfers of limited partner interests in a Fund (and admission of a substitute Partner) or a permitted withdrawal of a Fund's partner (but only to the extent not paid or otherwise borne by the relevant transferring partner and/or the assignee or the withdrawing partner, as applicable) or relating to regulatory matters or disclosure requests pertaining to a Fund's partner; fees, costs and expenses incurred in connection with complying with side letters and, for certain Funds, complying with the most-favored nations processes associated with side letters; fees, costs and expenses incurred in connection with meetings called by the General Partner in the ordinary course for the chief executive officers, chief financial officers, chief marketing officers, chief information officers and other senior managers of the portfolio companies of any Fund or any affiliate of the General Partner (including meals, entertainment, lodging and other similar expenses, and which may include reasonable travel expenses incurred by such persons travelling to and from such meetings); fees, costs and expenses of any third party administrator hired to provide fund administration services to a Fund; fees, costs and expenses incurred in connection with any market data, relevant news or third-party research services and related terminals for the delivery of such services; and fees, costs and expenses (excluding compensation of RCM's employees) incurred in connection with RCM's data analytics efforts, including subscription services, data storage and database management costs and systems design and implementation costs. In addition to the full-time investment professionals of RCM, the Funds and their portfolio companies may engage the services of certain advisers to provide strategic and operational consulting services. These advisers are not full-time employees of RCM or any of its affiliates, but rather advisors and/or consultants engaged by RCM, a portfolio company, or a Fund. RCM seeks to allocate the compensation of such individuals in a manner it deems fair and reasonable and that reflects the work such advisers perform for the various portfolio companies, for the Fund(s), and for RCM, as applicable.

The General Partner of a Fund may, in its discretion, call capital for the expenses described above or pay them out of current income and disposition proceeds of the Fund. At the discretion of the General Partner, any amount drawn down from unfunded capital commitments to pay the expenses described above may, to the extent a Fund's partners receive distributions, be added to the unfunded capital commitments and be subject to recall or reinvestment.

To the extent practicable, any third party expenses relating to consummated investments will be charged to the relevant portfolio company. If such expenses are not charged to such portfolio company, then they will be paid by the applicable Fund and included in the cost of investment. Any third party expenses relating to unconsummated investments will be borne by the Fund. If any related partnership or other entity is participating in the same transaction as the Fund, then the expenses of such transaction that are not borne by a portfolio company, including any expenses relating to an unconsummated transaction, will be borne by the Fund and such participating investor pro rata to the amounts of funds invested or to be invested by each of the foregoing in such

investment, unless, subject to a Fund's Governing Fund Documents, RCM reasonably determines for equitable reasons that such costs will be borne in different proportions. For purposes of the foregoing sentence, a potential co-investor is deemed a "participating investor" only to the extent such potential co-investor has agreed to bear its share of expenses relating to an unconsummated transaction. A Fund may bear, either directly or indirectly pursuant to its obligation to reimburse RCM, expenses relating to unconsummated transactions that are in excess of its pro rata share of the funds that the Fund planned on investing in the co-investment.

RCM may from time to time enter into arrangements with service providers that provide fee discounts for services provided to the Funds and/or the portfolio companies. If such service providers also provide services to RCM, generally RCM will not itself receive discounts with respect to services provided to it unless the applicable Funds and/or portfolio companies are charged similar discounted rates. A portfolio company may not enjoy such discounts to the extent it engages such service provider on its own behalf and on independent terms. Any rebates earned in connection with such arrangements will be allocated to the portfolio companies based upon their buying volumes and will not be retained by RCM (except to the extent related to RCM's buying volumes.)

The recipients of this Brochure must refer to the detailed information found in each Fund's Governing Fund Documents for specific information about the expenses charged to the Fund(s).

Organizational Expenses: Each Fund will be responsible for: all legal, accounting, filing and other out-of-pocket expenses of organizing and raising capital ("**Organizational Expenses**"). Organizational Expenses will typically include: fees and expenses of counsel to, accountants for and agents of the Fund, the Fund's General Partner and RCM; travel and travel-related expenses (including transportation, meal, business entertainment and lodging expenses and which may include travel by way of non-commercial aircraft at rates not in excess of customary charter rates) of personnel of the Fund's General Partner and its advisors; and other expenses, in each case, incurred in connection with the formation of the Fund and related entities, the preparation of a Fund's Governing Fund Documents, compliance with applicable laws or regulations and the offering of limited partner interests in the Fund. Organizational Expenses for certain Funds do not include expenses related to complying with the most favored nations processes associated with side letters, in which case those expenses are part of the on-going expenses charged to the Fund as described above under the heading "Other Expenses Charged to the Fund". Organizational Expenses in excess of amounts as set forth in the applicable Fund's Governing Fund Documents will reduce the Management Fees otherwise payable by the Fund by an identical amount.

At the discretion of the General Partner, any amount drawn down from unfunded capital commitments to pay Organizational Expenses may, to the extent a Fund's partners receive subsequent distributions, be added to the unfunded capital commitments and be subject to recall or reinvestment.

Placement Fees: All fees due to placement agents engaged to raise investor capital for the Fund will not be subject to the limitation set forth in "Organizational Expenses" above. Subject to a Fund's Governing Fund Documents, such placement agent fees for a Fund will reduce the Management Fees otherwise payable by the Limited Partners of such Fund by an identical amount.

Overhead Expenses: Each Fund's General Partner and RCM will pay all of their respective ordinary administrative and overhead expenses in managing Fund investments, including salaries, benefits and rent.

Certain RCM Related Investment Vehicles: Investment vehicles owned by RCM's investment professionals, employees and related persons may invest in certain Funds. In RCM's sole discretion, such persons may not be required to pay Management Fees and/or Carried Interest in connection with their investment in a Fund.

See Item 11 (Code of Ethics, Participation or Interest in Client Transactions and Personal Trading) below for discussion of allocation of expenses.

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

As described above, the General Partner receives performance-based compensation in the form of Carried Interest from the Funds, which is calculated based on the profits generated from the recapitalization, sale or disposition of Fund assets, in each case in accordance with each Fund's Governing Fund Documents. Although Carried Interest is a method of compensation that is generally used to align the General Partner's interests with those of its Funds' Limited Partners, it may also create an incentive for the General Partner or RCM to make investments on behalf of the Funds that are more speculative than would be the case in the absence of such compensation. In addition, compensation in the form of Carried Interest may incentivize the General Partner to make different decisions regarding the timing and manner of the realization of its Funds' portfolio investments than would be the case if such Carried Interest were not part of its overall compensation structure. RCM seeks to address these conflicts through careful vetting of investment opportunities by its investment professionals and disclosure of investments to Limited Partners through capital call notices and periodic reports. Additionally, certain affiliates of the General Partner and certain of RCM's investment professionals will often invest in the Funds indirectly (e.g., through sponsor commitments) intended to align the interests of RCM and those of the Funds. In addition, the Governing Fund Documents of the Funds provide for after-tax "claw back" arrangements if the performance-based compensation results in an over distribution of the agreed upon amount of Carried Interest.

Detailed information regarding the Carried Interest to be borne by the Limited Partners in each Fund is contained in the relevant Fund's Governing Fund Documents. Investors should not consider an investment in a Fund without fully understanding the Fund's Carried Interest structure.

It is likely that multiple Funds may have capital available for investment at the same time and that a prospective investment or a follow-on investment may fit within the investment mandate of more than one Fund. In such case, RCM will allocate the opportunity, including any related co-investment opportunities, in accordance with methodology set forth in the applicable Funds' Governing Fund Documents and RCM's policies and procedures. In cases where the Funds' Governing Fund Documents do not specifically address allocations, RCM will make the allocation determination in its sole discretion, but may discuss the allocation with the applicable Funds' limited partner advisory boards.

The Funds may participate in, and certain Funds have participated in, the same investment opportunities. In such case, RCM will take measures set forth in the applicable Funds' Governing Fund Documents and in RCM's policies and procedures in order to address potential conflicts of interest between the Funds relating to the terms of the investment, the allocation of expenses and fee income, the purchase price of the investment and the availability of exit opportunities.

RCM has adopted policies and procedures governing co-investment opportunities pursuant to which RCM may, to the extent it believes in its sole discretion that it is appropriate to do so, offer any Limited Partner or any third party the opportunity to co-invest in any transaction in which a Fund has made, or will make, an investment, subject in all cases, to the provisions of the Fund's Governing Fund Documents. The structure and terms of any co-investment opportunity to be offered by RCM to any Limited Partner shall be determined by RCM, subject to the restrictions, if any, set forth in the Funds' Governing Fund Documents. RCM or any of its affiliates may (or may not) in their discretion charge performance based carried interest, management fees or other similar fees to co-investors.

Item 7: Types of Clients

RCM provides discretionary management and advisory services to the Funds directly, subject to the direction and control of the General Partner of each Fund, and not individually to the Limited Partners. Investors in the Funds may include, but are not limited to, high net worth individuals, pension plans (corporate, state and foreign), sovereign wealth funds, endowments, foundations, banks, pooled investment vehicles (e.g., funds-of-funds), trusts, estates or charitable organizations, and corporate or business entities.

The minimum commitment for a Limited Partner is outlined in the Governing Fund Documents; however RCM maintains discretion to accept less than the minimum investment threshold. Investors will be required to meet certain suitability qualifications, such as being an "accredited investor" within the meaning set forth in Rule 501(a) of Regulation D under the Securities Act, a "qualified purchaser" or "knowledgeable employee," each as defined in the Investment Company Act, or a "non-U.S. person," as defined under Rule 902 under the Securities Act. Also, investors will be required to make certain representations when investing in a Fund, including, but not limited to representations that: (i) they are acquiring an interest for their own account, (ii) they received or had access to information they deem relevant to evaluate the merits and risks of the prospective investment, and (iii) they have the ability to bear the economic risk of an investment in the Funds. Details concerning applicable investor suitability criteria are set forth in the respective Governing Fund Documents and subscription materials, which are furnished to each Limited Partner.

RCM, the Funds and/or the General Partners may enter into separate agreements, commonly referred to as "side letters", or other similar agreements with a particular Limited Partner in connection with its admission to one of the Funds without the approval of any other Limited Partner, which would have the effect of establishing rights under, altering or supplementing the terms of, or confirming the interpretation of, the applicable Fund's partnership agreement or such Limited Partner's subscription agreement with respect their applicability to such Limited Partner, without entitling any other Limited Partner to the benefits of such rights, alterations, supplements or confirmations. Such rights or terms in any such side letter or other similar agreement may include,

without limitation: (i) excuse rights applicable to particular investments (which may increase the percentage interest of other Limited Partners in, and contribution obligations of other Limited Partners with respect to, such investments), (ii) reporting obligations, (iii) waiver of certain confidentiality obligations, (iv) consent to certain transfers by such Limited Partner, or (v) rights or terms requested or necessary in light of particular investment, legal, regulatory or public policy characteristics of a Limited Partner.

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

Methods of Analysis and Investment Strategies

Each Fund's investment objective is to achieve long-term capital appreciation primarily through investments in companies in which the Fund will generally have significant influence on the management, operations and strategic direction of the business. The Funds' investments are primarily in the form of control positions in companies, achieved through leveraged acquisitions, recapitalizations, restructurings and growth equity transactions.

RCM researches, targets and actively pursues companies that meet its investment criteria. RCM's investment strategy is to generate attractive risk-adjusted returns by identifying companies in targeted industries and business models where RCM seeks to capitalize on its industry insight and operating experience to source investments, drive growth and create value. These companies are typically characterized by: predictable, stable and recurring revenues, strong and sustainable competitive positions, attractive cash flow characteristics, actionable growth opportunities and talented and committed management teams.

RCM is dedicated to acting in accordance with the highest ethical and professional standards in its business and is committed to considering material environmental, social, and governance ("**ESG**") factors throughout the investing lifecycle. RCM believes investing responsibly by assessing, monitoring and addressing material ESG risks and opportunities is consistent with its objectives of driving equity value creation for its investors. In 2018, RCM adopted a revised Responsible Investment Policy, including the formation of a cross functional Responsible Investment Committee ("**RIC**"), chaired by a senior investment professional and composed of representatives from investor relations, Strategic Resource Group and RCM's Head of Diversity and Social Responsibility. The RIC is tasked with ensuring implementation and adherence to the Responsible Investment Policy as well as continuously advancing its approach. RCM's investment objective is to promote the growth of profitable businesses that deliver attractive risk-adjusted returns to its investors. A thoughtful approach to ESG factors is aligned with RCM's core values and will help RCM to achieve its investment objectives. RCM has adopted ESG principles to guide its approach in consideration of the UN Principles for Responsible Investment, as well as guidance from the American Investment Council and the Institutional Limited Partners Association.

Although RCM seeks investments in targeted industries in proprietary transactions or limited auctions, RCM will also consider investments in industries other than those described in the Funds' Governing Fund Documents and this Brochure and will evaluate transactions sourced from investment banking firms conducting wide scale auctions.

Allocation of Investment Opportunities: Through the end of a Fund's commitment period, if an investment opportunity is presented to RCM, and RCM believes, in good faith, that such investment

is suitable for the Fund, then such investment will be offered to the Fund; provided, however, that the foregoing obligation to offer investment opportunities to the Fund will not apply to the following types of investment opportunities (it being understood that, although such investment opportunities are not required to be offered to the Fund, nothing in the Fund's Governing Fund Documents will prevent such investment opportunities from being offered to the Fund): (i) investment opportunities related to current portfolio holdings of RCM or its affiliates (including another Fund); (ii) investment opportunities anticipated to require less than a defined amount of equity investment (as set forth in each Fund's Governing Fund Documents); (iii) investment opportunities suitable for any pre-existing investment fund sponsored by the RCM principals or their respective affiliates or any other investment fund permitted to be organized by the RCM principals or their respective affiliates under a Fund's Governing Fund Documents; (iv) investments intended to protect or enhance the value of investments included in paragraphs (i) through (iii) above; (v) investment opportunities presented to the RCM principals in their capacity as directors of public or private companies and in similar circumstances where pre-existing fiduciary duties apply; and (vi) as otherwise provided in such Fund's Governing Fund Documents.

Reinvestment of Capital: As set forth in each Fund's Governing Fund Documents, at the discretion of RCM, a Fund may retain or recall for reinvestment the (x) invested capital portion of any proceeds received by such Fund from the sale, refinancing or recapitalization of any investment that is realized within 18 months after the capital contributions in respect of such investment were originally made (or such other period of time as set forth in the Fund's Governing Fund Documents) and (y) without duplication, an amount of distributed proceeds equal to the Fund's expenses (including Management Fees) and Organizational Expenses.

Co-Investment: Where appropriate, RCM intends, but will not be obligated, to provide co-investment opportunities to Limited Partners and/or third parties subject to the provisions described in the Funds' Governing Fund Documents and in accordance with RCM's policies and procedures. RCM may allocate the available investment among the Funds, the Limited Partners and/or any third party as RCM may, in its sole discretion, determine.

Follow-On Investments: After a Fund's commitment period has expired, such Fund may make additional investments in existing investments ("**Follow-On Investments**"); provided, that after the end of the Fund's commitment period calls for capital contributions with respect to Follow-On Investments will not in the aggregate exceed 20% of such Fund's capital commitments (or such other amount set forth in such Fund's Governing Fund Documents).

Exclusion from Certain Investments: Limited Partners will not be obligated to contribute capital toward any investment if the making of such investment, in the opinion of counsel satisfactory to RCM, would be illegal or is otherwise prohibited by statute or regulation for such Limited Partner(s), and/or if a Limited Partner is excused from participating in such investment under the Limited Partner's side letter with the Fund. Limited Partners may be excluded from an investment if RCM determines that participation in such investment is reasonably likely to violate any regulatory requirements or have financial, legal or other material adverse effects on the Funds, any Limited Partner or any portfolio company. If one or more Limited Partners are excused from participation in an investment, RCM may either elect to have the Funds not make the investment or elect to have the Funds make the investment without the participation of such Limited Partner(s).

The undrawn capital commitment of an excused or excluded Limited Partner will not be reduced as a result of any excuse or exclusion. RCM may make additional capital calls to replace the capital contributions not made by any excused or excluded Limited Partners, but Limited Partners will not be required to fund amounts in excess of their undrawn capital commitments.

Risk of Loss: An investment in the Funds involves significant risks, certain of which are described in more detail in each Fund's Governing Fund Documents. An investment in the Funds should be undertaken only by investors capable of evaluating the risks of the Funds and bearing the risks they represent. Prospective investors must rely upon their own examination of and ability to understand the nature of the investment, including the risks involved, in making a decision to invest in the Funds. There can be no assurance that the Funds will be able to achieve their investment objectives or that Limited Partners will receive a return on their capital or that any returns will occur in a timely manner; investment results may vary substantially on a quarterly and annual basis. Each prospective investor should make its own inquiries and consult its own advisors as to the Funds and as to legal, tax and related matters concerning an investment in interests in a Fund.

The descriptions contained below are a brief overview of different risks related to RCM's investment strategy; however, it is not intended to serve as an exhaustive list or a comprehensive description of all risks and conflicts that may arise in connection with the management and operations of the Funds. A more detailed list of risks is provided in the confidential memoranda relating to each of the Funds.

Dependence on Key Personnel: The success of the Funds will be highly dependent on the expertise and performance of the RCM principals. The loss of the services of one or more of these individuals could have a material adverse effect on the performance of the Funds. There can be no assurance that the RCM principals will continue to be associated with RCM or any of its affiliates throughout the life of the Funds, as they are under no contractual obligation to remain with RCM or any of its affiliates for all or any portion of the terms of the Funds. In addition, in the event that the RCM principals cannot agree on decisions affecting the Funds, the investment results of the Funds may be adversely affected. Furthermore, although investment professionals employed by RCM intend to devote a significant portion of their time and attention to the management of the Funds, they are not required to devote all of their business time to the Funds' affairs.

Illiquidity of Investments; Availability of Exit Opportunities: An investment in the Funds requires a long term commitment with no certainty of return. It is unlikely there will be near term cash flow available to the Limited Partners. Many of the Funds' investments will be highly illiquid, and there can be no assurance that the Funds will be able to realize such investments at attractive prices or otherwise be able to effect a successful realization or exit strategy. The ability of the Funds to achieve successful and profitable exits of their portfolio investments may be impacted by a number of factors prevailing at the time, including general economic conditions, interest rates, availability of capital, interest levels of strategic and financial buyers and cyclical trends. It is difficult to predict with any certainty whether there will be a ready and willing market of buyers for any particular portfolio company at the time a Fund seeks a realization. Partial or complete sales, transfers or other dispositions of investments that may result in a return of capital or the realization of gains, if any, may not occur for a number of years after an investment is made. Further, dispositions of such investments may require a lengthy time period or may result in distributions in kind to the Limited

Partners. Furthermore, the Funds may acquire securities that cannot be sold except pursuant to a registration statement filed under the Securities Act, or in accordance with Rule 144 promulgated under the Securities Act. There can be no assurance that private purchasers can be found for the Funds' investments. The sale of restricted securities often requires more time and results in higher brokerage charges or dealer discounts and other selling expenses than does the sale of securities eligible for trading on national securities exchanges or in the over-the-counter markets. As such, restricted securities may sell at a price lower than similar securities that are not subject to restrictions on resale. Such illiquidity may continue even if a Fund's portfolio company obtains a listing on a securities exchange and/or after the term of a Fund has ended or a Fund has commenced dissolution. In addition, there can be no assurance that the disposition of a portfolio company will occur in one transaction. If a Fund effects a disposition of a portfolio company by means of a multi-step disposition (such as a first-step cash tender offer or stock sale followed by a merger or in the case of a simultaneous acquisition and concurrent merger of two separate companies), there can be no assurance that the remainder can be successfully sold. A multi-step disposition may result in a Fund holding a non-controlling interest in a portfolio company, which will result in the Fund having a limited ability to protect its position in such portfolio company.

Portfolio Concentration: Although the Funds' Governing Fund Documents may set forth certain concentration limits, diversification of investment is not a mandated objective of the Funds. The Funds' portfolios may include a small number of large positions, and for certain Funds, include a singular position. While this portfolio concentration may enhance total returns to the Limited Partners, if any large position has a material loss, then returns to the Limited Partners may be lower than if they had invested in a more diversified portfolio. Because the Funds may make a limited number of investments and such investments generally will involve a high degree of risk, poor performance by even a single investment could severely affect the total returns to the Limited Partners.

Over-Commitment: In order to facilitate an investment, a Fund may make (or commit to make or borrow funds to make) such investment with a view to selling a portion of such investment to co-investors or other persons or obtaining third-party financing prior to or within a reasonable time period after the closing of the acquisition. In such event, the Fund will bear the risk that any or all of the excess portion of such investment may not be sold or financed or may only be sold or financed on unattractive terms and that, as a consequence, the Fund may bear the entire portion of any breakup fee or other fees, costs and expenses related to such investment, hold a larger than expected investment or may realize lower than expected returns from such investment. In addition, the Fund may be unable to make a different investment that it otherwise would have made had it not committed its capital to make such investment that would ultimately be sold-down. Further, if the sale occurs at a price equal to the Fund's original cost for such investment, then such sales would not reflect any appreciation in the value of the investment transferred. The General Partner of a Fund endeavors to address such risks by requiring such investments to be in the best interests of the Fund, regardless of whether any sell-down or financing ultimately occurs. In addition, as further described in the applicable Governing Fund Documents, the General Partner of a Fund may determine to impose a cost of carry on the purchase price for the interest in such investment to be acquired by the co-investors participating in such sale or disposition by the Fund.

Advisory Board Approvals or Consultations for Certain Investments: Certain Funds have made, and may continue to make, investments in a portfolio company in which another Fund has made an investment. With respect to these investments, the Governing Fund Documents of certain of these Funds require the prior approval of, or consultation with, such Funds' limited partner advisory boards.

General Nature of the Funds' Investments: A substantial portion of the Funds' investments will be in equity or equity related investments which by their nature involve business, financial, market and/or legal risks. While such investments offer the opportunity for significant capital gains, they also involve a high degree of risk that can result in substantial losses. There can be no assurance that the RCM principals will correctly evaluate the nature and magnitude of the various factors that could affect the value of such investments. Prices and market movements of the Funds' investments may be volatile, and a variety of other factors that are inherently difficult to predict, such as domestic or international economic and political developments, may significantly affect the results of the Fund's activities and the value of the Fund's investments. As a result, the Funds' performance over a particular period may not necessarily be indicative of the results that may be expected in future periods and may not show any return for a considerable period of time, if at all. Given the nature of the targeted companies, there is a likelihood that one or more investments of the Funds may result in losses or fail to yield any returns. Such investments could, in certain circumstances, subject the Funds to certain additional potential liabilities that may exceed the value of the Funds' original investments therein.

A portion of the Funds' investments may involve under performing companies or companies identified by RCM as being in need of additional capital. The financial condition of such companies may be weak or their balance sheets highly leveraged, and any investment in them may involve a high degree of risk.

The Funds may co-invest in a company with financial, strategic or other third-party investors. Such investments will involve additional risks not present in investments where a third party is not involved, including the possibility that the co-investor may have interests or objectives that are inconsistent with those of the Funds or may be in a position to take action contrary to the Funds' investment objectives. In addition, the Funds may in certain circumstances be liable for actions of its third party co-investors or partners.

Although the Funds intend to make primarily control-oriented investments, the Funds may make minority investments in companies where they may have limited influence. Although the Funds will seek certain minority shareholder protections, the Funds' control over the investment policies of these companies may be limited. The management or other shareholders of such companies may have economic or business interests or goals that are inconsistent with those of the Funds.

Environmental Hazards: Some of the Funds' portfolio companies may generate, emit, store, transport and arrange for disposal of hazardous materials as a consequence of their operations, and therefore could be subject to numerous and extensive environmental, health and safety laws and regulations in respect of their operations. In addition, under environmental laws enacted by the United States and various states, owners of property may be liable for the cleanup and removal of hazardous substances even where the owner was not responsible for placing the hazardous

substances on the property or where the property was contaminated prior to the time the owner took title. Compliance with these laws and regulations and obtaining necessary operating permits and licenses can be costly, and failures to comply can result in material monetary civil and criminal sanctions. The costs of removal and cleanup of hazardous substances and wastes can be extremely expensive and, in some cases, can exceed the value of a property. Furthermore, changes in environmental laws or regulations or the environmental condition of an investment may create liabilities that did not exist at the time of its acquisition and that could not have been foreseen. Community and environmental groups may protest about the development or operation of portfolio company assets, which may induce government action to the detriment of the Funds. New and more stringent environmental or health and safety laws, regulations and permit requirements, or stricter interpretations of current laws, regulations, or requirements, could impose substantial additional costs on a portfolio company, or could otherwise place a portfolio company at a competitive disadvantage compared to other companies, and failure to comply with any such requirements could have an adverse effect on a portfolio company. Even in cases where a Fund is indemnified by the seller with respect to an investment against liabilities arising out of violations of environmental laws and regulations, there can be no assurance as to the financial viability of the seller to satisfy such indemnities or the ability of a Fund to achieve enforcement of such indemnities.

Regulated Industries: The Funds may invest in companies that operate in regulated industries. Examples include, without limitation, franchising and financial services. The operations of such companies will be subject to compliance with applicable regulations, and such companies may be subject to increased regulations resulting from both new requirements and re-regulation of previously de-regulated markets. Prices may be artificially controlled, and regulatory burdens may increase costs of operations. New or increased regulations could adversely affect the performance of the companies in which the Funds invest. Additionally, such companies may be highly dependent on government contracts, which could further increase the risks of investing in such companies.

Contingent Liabilities on Acquisition or Disposition of Investments: Much of the Funds' investments are expected to involve private securities. In connection with an investment in private securities, the Funds may assume, or acquire, a portfolio company subject to contingent liabilities. These liabilities may be material and may include liabilities associated with pending litigation, regulatory investigations or environmental actions, among other things. To the extent these liabilities are realized, they may materially adversely affect the value of a portfolio company. In addition, if the Funds have assumed or guaranteed these liabilities, the obligation would be payable from the assets of the Funds, including the unfunded capital commitments of Limited Partners. In connection with the disposition of an investment in private securities, the Funds may be required to make representations and warranties about the business and financial affairs of the 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 law. The Funds also may be required to indemnify the purchasers of such investment or underwriters to the extent that any such representations and warranties or disclosure documents turns out to be inaccurate, incorrect or misleading. These arrangements may result in the incurrence of accrued expenses, liabilities or contingencies for which the Limited Partners may be required to make capital contributions, even after the Fund's commitment period has expired, or for which RCM may establish reserves or escrow accounts. In that regard, distributions, including final distributions, to Limited Partners will be subject to any such reserves or holdbacks and Limited Partners may be required to return amounts distributed to

them to fund the Fund's indemnification obligations or other Fund obligations arising out of any legal proceeding against the Fund.

General Economic Risks: General economic conditions, interest rates, and the availability of alternate sources of financing may affect the Funds' results, including the value of its companies and its ability to sell them for a profit. Investments in portfolio companies of the type targeted by the Funds may be adversely affected by changes in technological developments, political events, inflation, governmental policies, taxation, housing starts, petroleum prices, commodity prices, unemployment rates, organized labor activities, minimum wage laws (at the federal, as recently contemplated by the Biden administration, state and local levels), laws about restrictions on non-compete contractual provisions, elimination of, or restrictions on, mandatory arbitration agreements for employment disputes, family and medical leave laws, minimum wage laws, health insurance laws (e.g., the Affordable Care Act of 2010), other laws and regulations and currency fluctuations. The Funds' strategy in some portfolio investments may be based, in part, on the premise that appropriate businesses and assets will be available for purchase by the Funds at prices that the General Partner considers favorable. Furthermore, the Funds' strategy relies, in part, on the existence of market conditions conducive to generating favorable prices during the term of the Funds. Instability in the securities markets, labor markets and economic conditions generally may also increase the risks inherent in the Fund's investments. No assurance can be given, however, that appropriate businesses and assets can be acquired at favorable prices as this will depend, in part, on events and factors outside the control of the General Partner.

Middle-Market Companies: The Funds are expected to invest in, among others, middle-market companies. Investments in middle-market companies may entail more risks than are customarily associated with investments in larger companies. Middle-market companies often have more limited product lines, smaller marketing, research and development budgets, fewer customers and more limited financial resources than larger companies. Middle-market companies may be more dependent on a smaller and less experienced management group than larger companies. They may also have a higher concentration of sales with a smaller number of customers. As a result, such middle-market companies may be more vulnerable to general economic trends, competition, and changes in markets and technology. In addition, future growth may be dependent on additional financing, which may not be available on acceptable terms when required. Further, there is ordinarily a more limited marketplace for the sale of interests in smaller, private companies, which may make realizations of gains more difficult. In addition, the relative illiquidity of private equity investments generally, and the somewhat greater illiquidity of private investments in middle-market companies, could make it difficult for the Fund to respond effectively to negative economic or political developments.

Effects of Regulatory Efforts on Franchise Business Models: The Funds target as an area of investment focus investments in companies employing a franchise business model. Potential changes in law could be adverse to the franchise business model as an investment opportunity. For example, franchisors and franchisees are currently subject to various regulatory efforts to enforce employment laws, such as efforts to categorize franchisors as the co-employers of their franchisees' employees; legislation to categorize individual franchised businesses as large employers for the purposes of various employment benefits; and other legislation or regulations that may have a disproportionate impact on franchisors and/or franchised businesses. These changes may impose

greater costs and regulatory burdens on franchising, and negatively affect a franchisor's ability to sell new franchises. As a result of these changes, the franchise business model could become less attractive.

Risks Associated with Franchisors Being Held as Joint Employer with its Franchisees: The Funds expect to target as an area of investment focus investments in companies employing a franchise business model. One of the legal foundations fundamental to the franchise business model has been that, absent special circumstances, a franchisor is generally not responsible for the acts, omissions or liabilities of its franchisees, whether with respect to the franchisees' employees or otherwise. There have been significant policy and legal battles over the last two presidential administrations over when two or more otherwise unrelated employers may be found to be joint employers. In August 2015, the National Labor Relations Board ("**NLRB**") under the Obama administration adopted a very broad rule for determining joint employment under the National Labor Relations Act. Franchise relationships were not excluded from the new rule. If this new rule were applied to the Funds' portfolio companies, it could have caused them to be liable or held responsible for unfair labor practices and other violations of law and subjected such portfolio companies to other liabilities, and required such portfolio companies to conduct collective bargaining negotiations, regarding employees of totally separate, independent employers. In such event, the Funds' portfolio companies' operating expenses could increase as a result of modifications to their respective business practices, increased litigation, governmental investigations or proceedings, administrative enforcement actions, fines and civil liability. Furthermore, it could subject such portfolio companies and/or their respective franchisees to liability for the unfair labor practices, wage-and-hour law violations, employment discrimination law violations, Occupational Safety and Health Act violations and other employment-related liabilities of one or more franchisees. If expansive joint employer standards are expanded outside of the employment context, such portfolio companies could be held liable for other claims against franchisees such as personal injury claims by guests at franchised locations. Any regulatory actions or court decisions expanding the vicarious liability of franchisors could impact the Funds' portfolio companies' ability or desire to grow their franchised base and have a material adverse impact on their respective business, financial condition and results of operations. After years of litigation, the NLRB under the Trump administration issued a rule that became effective in April 2020 reinstating the old rule. However, if the August 2015 standard is restored or if a more expansive standard is adopted by the NLRB under the Biden administration, it would likely increase the risk that the Funds' portfolio companies could be subjected to the types of obligations, claims and liabilities that were of concern under the August 2015 standard. The Obama administration also took broad views of joint employer liability under the Fair Labor Standards Act ("**FLSA**"). The Trump administration issued a final rule to narrow such joint liability which became effective in March 2020. Under the rule, the test for assessing whether a party can be deemed a joint employer is based upon whether that party (i) hires or fires the employee, (ii) supervises and controls the employee's work schedule or conditions of employment, (iii) determines the employee's rate and method of payment and (iv) maintains the employee's employment records. The rule described instances in which joint employment will not ordinarily be found to exist under the FLSA, including the relationships that exist under the typical franchise business model. The rule likely would reduce a franchisor's risk of liability under the FLSA. The Department of Labor's rule was struck down partially by a court in September 2020 and litigation over the standard continues. Further, the Biden administration's Department of Labor issued a notice of proposed rulemaking on March 11, 2021 to rescind the Trump administration's joint employer rule. The Biden

administration is likely to revert to the more expansive interpretations of joint employer liability of the Obama administration under the FLSA and/or interpretations that could result in the Funds and/or their portfolio companies being liable for FLSA violations by franchisees. The increased likelihood of any such liabilities under the National Labor Relations Act and the FLSA could also make it more difficult or expensive for the Funds and/or their portfolio companies to obtain and/or maintain relevant insurance. There are ongoing legislative, administrative and legal battles at the federal and state levels regarding the scope of joint employer liability which could impact the franchise business model and the franchisor/franchisee relationship.

In 2019, California passed Assembly Bill 5 (“**AB 5**”) which went into effect on January 1, 2020. AB 5 codifies and expands a 2018 decision by the California Supreme Court abandoning the longstanding “economic realities test” used to determine worker classification and, instead, adopting the “ABC test.” Under the ABC test, workers are presumed to be employees unless the entity engaging the individual can prove all of the following conditions are met: (a) the worker is free from its control and direction; (b) the worker is performing work outside the usual course of its business; and (c) the worker is customarily engaged in an independently established business, trade or occupation of the same nature as the work performed. While there are many enumerated professions that are excepted from the application of the ABC test, the law does not address or carve out an exception for franchisor/franchisee contractual relationships. Thus, under AB 5, the franchisor could be liable to its franchisees (and potentially their employees) based upon the rights and remedies available to employees and, as a result, could be required to treat its franchisees (and their employees) as the franchisor’s employees. On March 19, 2021, the U.S. House of Representatives again passed the Protecting the Right to Organize or “PRO” Act (H.R. 842), which would, among other sweeping changes, expand California’s AB 5 standard nationwide. The PRO Act has been referred to a committee in the U.S. Senate. Given opposition from Republicans and some conservative Democrats, there likely will not be enough votes to overcome a filibuster. The International Franchise Association and other groups have requested amendments to, and/or clarifications of, AB 5 from lawmakers. Recently, Assembly Bill 2257 (“**AB 2257**”) was enacted as urgency legislation in California, effective September 4, 2020, revamping AB 5. AB 2257 exempts additional occupations and certain business-to-business transactions from the ABC test but did not directly address franchise relationships. Proposition 22, which was passed on the November 2020 California ballot, exempts rideshare and delivery drivers from the ABC test. Litigation over AB 5 and AB 2257 and their impact continues in various courts. While active efforts to narrow the reach of AB 5 continue, a bill (SB 967), which was introduced specifically to exempt the relationship between a franchisor and franchisee from the scope of AB 5, died in the legislature.

Risks Associated with “No-Poaching” Clauses in Franchise Agreements: Governmental authorities and private litigants have recently asserted claims against franchisors for provisions in their franchise agreements which restrict franchisees from soliciting and/or hiring the employees of other franchisees or the applicable franchisor. Claims against franchisors for such “no-poaching” clauses include allegations that these clauses violate state and federal antitrust and unfair practices laws by restricting the free movement of employees of franchisees or franchisors (including both corporate employees and the employees of company-owned stores), thereby depressing the wages of those employees. If any such other matters result in increases in the operating expenses and/or modifications to the business practices of the Funds’ portfolio companies, such increases and/or

modifications may each reduce the profitability of such portfolio companies, thereby reducing returns to the Funds.

Unions: Elements of organized labor and other representatives of labor unions have recently embarked on “corporate campaigns” targeting private equity firms on a variety of matters of interest to organized labor, including with respect to affording favorable treatment or significant deference to organized labor and labor unions in dealings with businesses. These campaigns include tactics such as organizing boycotts, filing of mass lawsuits and other regulatory complaints and interfering with a company’s customer and vendor relationships. Further, there has recently been an increase in aggressive action by unions in their organizing activity, including by exerting pressure on private equity fund sponsors through their associated pension and benefit plans. Specifically, union-associated pension and benefit plans both (i) use their influence as investors in private equity funds to pressure fund sponsors and their portfolio companies to enter into card-check / neutrality agreements with the union and (ii) withhold capital commitments to private equity fund sponsors whose funds’ portfolio companies refuse to enter into card-check / neutrality agreements with the union. While unions often frame these card-check / neutrality agreements as a company simply agreeing not to interfere in its employees’ desire to unionize, these agreements often also allow the union to present a one-sided argument in favor of unionization and pressure employees into signing authorization cards. The likelihood of unionization following the entry into card-check / neutrality agreements is significantly higher than in those circumstances that proceed through the standard NLRB process. Further, the involvement of a private equity fund sponsor in the decisions regarding, or execution by the sponsor of, a card-check / neutrality agreement could be argued as an admission that the fund sponsor is a joint employer of its funds’ portfolio companies’ employees, opening up risk that the fund could be held liable for wages and other employment liabilities of the portfolio company. There can be no assurance that RCM will not be targeted by unions or other elements of organized labor, which may divert time and attention from portfolio management activities.

Systems Risk: The Funds depend on RCM to develop and implement appropriate systems for their activities. RCM relies heavily on computer programs and systems (and may rely on new systems and technology in the future) for various purposes in connection with its activities on behalf of its investors, including, without limitation, to trade, clear and settle transactions, to evaluate certain financial instruments, to monitor its portfolio and net capital, and to generate risk management and other reports that are critical to oversight of such investors’ activities. Certain of RCM’s and the Funds’ activities will be dependent upon systems operated by third parties, including prime brokers, market counterparties and other service providers, and RCM may not be in a position to verify the risks or reliability of such third-party systems. The failure, corruption or breach of one or more systems (including as a result of the occurrence of a disaster such as a cyber-attack, a natural catastrophe, an industrial accident, a terrorist attack or war, events unanticipated in RCM’s disaster recovery systems, or a support failure from external providers) or the inability of such systems to satisfy investor’s needs, including, without limitation, the execution of orders, could have a material adverse effect on RCM’s ability to conduct business and thus, the Funds, particularly if those events affect RCM’s computer-based data processing, transmission, storage and retrieval systems or destroy RCM’s data. If a significant number of RCM’s personnel were to be unavailable in the event of a disaster, RCM’s ability to effectively conduct the Funds’ businesses could be severely compromised. In any of the foregoing or similar instances, there are increased risks relating to the

Funds' (and their portfolio companies' and service providers') reliance on their computer programs and systems if their personnel are required to work remotely for extended periods of time as a result of events such as the outbreak of infectious disease or other adverse public health developments or natural disasters, including an increased risk of cyber-attacks and unauthorized access to their computer systems.

Increased Supply of Capital and Competition: There is an increasing number of private equity firms and other well capitalized firms that are pursuing companies similar to those targeted by the Funds. This competition includes hedge funds, business development companies, special purpose acquisition corporations, and direct investments by firms that have historically been limited partners in private equity firms. In addition, there has been a significant increase in the number of lenders interested in providing financing to middle market companies. These factors have resulted in an increase in the supply of equity and debt capital available to acquire companies that would be of interest to the Funds. As a result, purchase price multiples may increase and the Funds may encounter increased competition.

No Assurance of Returns; Relation to Other Investments Results: RCM cannot provide assurance that it will be able to choose, make and/or realize investments in any particular company or portfolio of companies. An investment in the Funds requires a long-term commitment. There most likely will be little or no near-term cash flow available to the Limited Partners. There is no assurance that the Funds will be able to generate returns for their investors or that the returns will be commensurate with the risks of investing in the types of companies and transactions described herein. There can be no assurance that the Funds' investment objectives will be achieved or that there will be any return of capital. Therefore, an investor should only invest in the Funds if the investor can withstand a total loss of its investment. The past investment performance of the entities with which the principals of RCM have been associated cannot be taken to guarantee future results of any investment in the Funds.

Financial Leverage: The Funds expect to maintain financial leverage within each of their portfolio companies and may re-leverage an investment in order to achieve this goal. Such leverage may be substantial. Utilization of leverage will result in fees, expenses and interest costs to the Funds. If a Fund is unable to refinance a portfolio company in order to maintain the desired amount of financial leverage, the Fund may realize lower than expected returns from the relevant investment and may hold a larger than expected equity investment in that investment. Although RCM will seek to use financial leverage in a manner that they believe to be appropriate, the leveraged capital structure of such portfolio companies and investments may significantly increase their exposure to adverse economic factors, such as rising interest rates, downturns in the economy, changes in commodity prices or deterioration in the condition of such portfolio companies or investments or their respective industries, each of which may impair such portfolio companies' ability to finance their future operations and capital needs, result in the imposition of restrictive financial and operating covenants and result in such portfolio companies experiencing financial difficulties, becoming insolvent or filing for bankruptcy protection. If a portfolio company cannot generate adequate cash flow to meet debt obligations, for example, a Fund may suffer a partial or total loss of capital invested in the portfolio company.

The instruments and borrowing utilized by a Fund to leverage investments may be collateralized by any assets of the Fund (and may be cross-collateralized with the assets of any parallel partnership, if any, or alternative investment vehicle of the Fund or with the assets of any other Fund) or any of the Fund's portfolio companies, and such entities may be held jointly and severally liable for the full amount of the obligations arising out of such instruments and borrowings). The amount of borrowings which a Fund may have outstanding at any time may be substantial in relation to its capital, subject to the terms of the applicable Fund's Governing Fund Documents. A Fund's assets, including any investments made by the Fund and any capital held by the Fund, may be available to satisfy all liabilities and other obligations of the Fund. If a Fund or a portfolio company (or, to the extent a Fund's assets are cross-collateralized with the assets of any parallel Fund or alternative investment vehicle of a Fund or with the assets of any other Funds, such parallel Fund, alternative investment vehicle or other Fund defaults on secured indebtedness, for example, the lender may foreclose and the Fund could lose its entire investment in the security for such loan. Further, any cross-default provisions in a financing agreement could magnify the effect of an individual default. If a Fund itself becomes subject to a liability, parties seeking to have the liability satisfied may have recourse to the Fund's assets generally and will not be limited to any particular asset, such as the investment giving rise to the liability. In addition, there can be no guarantee that debt facilities will be available at commercially attractive rates throughout the term of a Fund or when due for refinancing such that the Fund or the applicable portfolio company will be exposed to less favorable terms or rates upon a refinancing, or that any facilities negotiated will be fully utilized. Borrowings may be secured by assignment of the obligations of the Limited Partners to make capital contributions to a Fund and a security interest in a Fund's investments. The inability of a Fund to repay borrowings under a credit facility secured by the capital commitments of Limited Partners could enable a lender to take action against its Limited Partner to the extent of their then remaining capital commitment to the Fund. Also, a Fund or any of its portfolio companies may, in the future, enter into financing arrangements that contain financial covenants that could require it to maintain certain financial ratios. If a Fund or a portfolio company were to breach the financial covenants contained in any such financing arrangement, it might be required to repay such debt immediately in whole or in part, together with any attendant costs, and a Fund might be forced to sell portfolio investments or to call capital commitments from Limited Partners. A Fund might also be required to reduce or suspend distributions. Such financial covenants would also limit the ability of RCM to adopt the financial structure (e.g., by reducing levels of borrowing) which it would have adopted in the absence of such covenants. Further, financial leverage incurred by a Fund and/or its portfolio companies may be in the form of securitizations and other structured finance techniques. These techniques may prevent a Fund and/or its portfolio companies from availing themselves of the benefits of the U.S. Bankruptcy Code and similar statutes that prohibit creditors from taking actions to enforce their creditor claims.

Changes in Credit Markets: A decrease in the availability of financing (or an increase in the interest cost) for leveraged transactions (e.g., due to adverse changes in economic or financial market conditions or a decreased appetite for risk by lenders) could impair, potentially materially, the Funds' ability to consummate or profit from these transactions. More specifically, the ability of the Funds' portfolio companies to finance or refinance debt securities may depend on their ability to sell new securities in the high-yield debt or bank financing markets. Uncertainty in the global financial system generally, has made it significantly more difficult than it had been in the past for sponsors or potential buyers to obtain favorable financing for investments. The deterioration of the

global debt markets (particularly the U.S. debt markets), the failure of certain U.S. financial services companies and a significant rise in market perception of counterparty default risk has significantly reduced investor demand and liquidity for investment grade, high yield and senior bank debt, which in turn has led some investment banks and other lenders to be unwilling or significantly less willing to finance new investments or to only offer committed financing for investments on less favorable terms than had been prevailing in the past. In addition, to the extent that such marketplace events continue (or worsen), this may have an adverse impact on the availability of credit to businesses generally and could lead to an overall weakening of the U.S. and global economies. Further economic downturn could adversely affect the financial resources of the Funds' portfolio companies and their ability to make principal and interest payments on, or refinance, outstanding debt when due. In the event of such defaults, the Funds could lose both invested capital in and anticipated profits from the affected investment. Such a marketplace may impair the Funds' ability to consummate certain transactions or cause the Funds to enter into certain transactions on less attractive terms. If any one of a Fund's portfolio companies is unable to obtain favorable financing terms for its investments, refinance its indebtedness or maintain a desired or optimal amount of financial leverage, a Fund may hold a larger than expected equity investment in such portfolio company and may realize lower than expected returns from such portfolio company that would adversely affect a Fund's ability to generate attractive investment returns for the Limited Partners. Any failure by lenders to provide previously committed financing could also expose the Funds to potential claims by sellers of businesses which the Funds may have been contracted to purchase.

Whole Business Securitizations: Many of the Funds' portfolio companies are franchised businesses. As franchisors typically have recurring revenues in the form of royalties and other income from their franchisees, the Funds' portfolio companies have entered, and are expected to continue to enter, into whole business securitizations ("**WBS**"). A WBS is considered to be lower cost term financing (versus unsecured high yield debt) and a structure that supports increased leverage which may facilitate a recapitalization or shareholder distribution. In a WBS deal, the sponsoring entity conveys the revenue-generating assets arising from its intellectual property (franchise fees, royalties, etc.) into a bankruptcy remote, special purpose vehicle, which serve as collateral for the offered notes. By placing the assets into a bankruptcy remote entity, such assets will be isolated from the credit risk of the parent entities of such portfolio company so that the lender to such bankruptcy remote entity is relying primarily on the value of such assets in making a loan. A WBS typically has extensive covenants and representations with the indenture trustee and the lenders that are generally focused on maintaining the value of assets so that debt service coverage is maintained. A unique feature of a WBS is its parent entity's ongoing involvement in managing the bankruptcy remote special purpose entity's business as franchisor to generate expected cash flow, maintain asset value and nurture the brand. An evaluation of the management team, growth strategy and competitive position is thus central to the analysis. If the pool of franchise fees and royalties underperforms expectations, there could be a breach of the debt service and other financial covenants of a WBS. This in turn could result in a variety of adverse events for the applicable portfolio company, including cash trapping, cash sweeping, increased and early amortization of principal, limitations on the incurrence of additional debt, defaults and foreclosure, all of which could have a material adverse impact on the business, financial condition and results of operations of a Fund and the applicable portfolio company. Because of the bankruptcy remote structure of a WBS, the applicable portfolio company will not be able to avail itself of the benefit of the protections afforded a debtor by the U.S. Bankruptcy Code and similar statutes that prohibit

creditors from taking actions to enforce their creditor claims. No previous success by any of the Funds with WBS transactions is any guarantee of the success of any other Fund, or the continued success of such Fund, in respect of any WBS.

Difficulty of Locating Suitable Investments: There can be no assurance that there will be a sufficient number of suitable investment opportunities to enable the Funds to invest all of their capital commitments in opportunities that satisfy the Funds' investment objectives, or that such investment opportunities will lead to completed investments by the Funds. The activity of identifying, analyzing, completing and realizing an attractive investment opportunity is highly competitive and involves a high degree of uncertainty. The Funds will compete for the acquisition of investments with other investors. Some of these competitors may have more relevant experience, greater financial, technical, marketing, and other resources, more personnel, higher risk tolerances, different risk assessments, lower return thresholds, lower cost of capital, a greater ability to achieve synergistic cost savings than the Funds, a need to invest expiring capital commitments, a longer investment horizon than the Funds and access to funding sources unavailable to RCM. Such competitors may include other private investment funds, business development companies, special purpose acquisition corporations, firms that have historically been limited partners in private equity firms, venture capital firms, individuals, financial institutions, strategic or scaled acquisition firms, family offices and other institutional investors. In addition, the availability of investment opportunities generally will be subject to market conditions as well as, in some cases, the prevailing regulatory or political climate. Therefore, identification of attractive investment opportunities is difficult and involves a high degree of uncertainty, and competition for such opportunities may become more intense. There can be no assurance that the General Partner of each Fund will be able to identify a sufficient number of investment opportunities for the Funds to enable them to invest fully the capital commitments in opportunities that satisfy the Funds' investment objectives, or that such investment opportunities will lead to completed investments by the Funds.

Fund Expenses / Broken Deal Expenses: The Funds' investments require extensive due diligence, legal, and other costs and expenses prior to their consummation and may be subject to broken deal expenses if they are not consummated. Such costs may include payment to third parties for successfully sourcing deals or other services and could be in the form of cash or equity in the portfolio company, which would likely dilute the Fund's investment. The Fund will pay any fees, costs and expenses incurred in connection with the discovery, investigation, evaluation, development, acquisition, holding, monitoring, financing, licensing, operating, taking public or private or disposition of any investment opportunities it pursues, whether or not such investments are ultimately consummated, including investments pursued by RCM prior to the initial closing of the Fund that are intended to become Fund investments. Additionally, the Fund may enter into agreements that involve payments by the Fund, such as reverse break-up fees, if it does not consummate the transaction. These expenses can be significant and may be material to the Fund. The Fund may incur, either directly or pursuant to its obligation to reimburse the General Partner, RCM or any of their respective affiliates for any such expenses advanced by them, significant expenses in connection with proposed investments that are not consummated without the opportunity for gain or recoupment of such expenses. In addition, co-investors may not agree to pay or otherwise bear fees, costs or expenses related to unconsummated co-investments. In such event, such fees, costs and expenses will be considered Fund expenses.

Need for Additional Investments: The Funds may be called upon to provide follow on funding for its portfolio companies or have the opportunity to increase its investment in portfolio companies. There can be no assurance that the Funds will be able to make such additional investments or that the Funds will have sufficient funds to do so. Any decision not to make such additional investments or the inability to make them may have a substantial negative impact on a portfolio company in need of such an investment or may diminish the respective Fund's ability to influence the portfolio company's future development, including due to a dilution of a Fund's investment in such portfolio company.

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

Investments Longer Than Term: The Funds may invest in investments which may not be advantageously disposed of prior to the date that the Funds will be dissolved, either by expiration of each Fund's term or otherwise. Although RCM expects that investments will be either disposed of prior to dissolution or suitable for in-kind distribution at dissolution, the Funds may have to sell, distribute or otherwise dispose of investments at a disadvantageous time as a result of dissolution.

Uncertainty of Financial Projections: RCM will generally establish the capital structure of portfolio companies on the basis of financial projections for such portfolio companies. Projected operating results will normally be based primarily on judgments of RCM. 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 achieved, and actual results may vary significantly from the projections. The inaccuracy of certain assumptions, the failure to satisfy certain financial requirements and the occurrence of other unforeseen events could impair the ability of a portfolio company to realize projected values. General economic conditions, which are not predictable, can also have a material adverse impact on the reliability of such projections.

Expedited Transactions: Investment analyses and decisions by RCM will sometimes be undertaken on an expedited basis in order for the Funds to take advantage of available investment opportunities. In such cases, the information available to RCM at the time of an investment decision may be limited and RCM may not have access to the detailed information necessary for a full evaluation of the investment opportunity. In addition, the financial information available to a General Partner may not be accurate or provided based upon accepted accounting methods, and a General Partner will sometimes rely upon independent consultants or advisors in connection with the evaluation of proposed investments. There can be no assurance that these consultants or advisors will accurately evaluate such investments. Further, a Fund may conduct its due diligence activities in a very brief period and may assume the risks of obtaining certain consents or waivers under contractual obligations, incurring liabilities (including from contractual provisions and other sources that survive the transaction) or violating representation or warranties entered into by a Fund in connection with its investments. While it is expected that RCM will negotiate purchase price adjustments, termination rights and other protections, such rights may not be available or, if

available, RCM may elect not to exercise them. Any of the foregoing risks will likely be exacerbated with respect to investments by the Funds in securities of public companies.

Valuation Of Assets and Changing Accounting Standards: The Funds will own securities that are not publicly traded, and will be required to be fairly valued by RCM in accordance with its valuation policies and procedures. Valuations are subject to multiple levels of review for approval. Investors should review a Fund's Governing Fund Documents to understand the risks and potential conflicts of interest that may arise in connection with valuation of assets. The valuation of the assets of a Fund will likely affect the Fund's reported performance. The Funds' investments generally will have no, or a limited, liquid market, and the fair value of such investments may not be readily determinable. There is no assurance that the value assigned to an investment at a certain time will accurately reflect the value that will be realized by a Fund upon the eventual disposition of the investment and the performance of a Fund could be adversely affected if such valuation determinations are materially higher than the value ultimately realized upon the disposition of the investment. RCM may change its valuation procedures and methods from time to time (within the framework of GAAP) to reflect market practice, regulatory requirements, or other factors deemed appropriate by RCM.

Control Position Risk: The Funds intend to primarily make investments that allow the Funds to acquire control or exercise influence over management and the strategic direction of a portfolio investment as described in the Governing Fund Documents. The exercise of control over a company imposes additional risks of liability for environmental damage, product defects, pension liabilities, failure to supervise management, violation of governmental regulations and other types of liability in which the limited liability characteristic of business operations may be ignored. The exercise of control over a portfolio investment could expose the assets of the Funds to claims by the portfolio companies underlying such investments, its security holders and its creditors. While RCM intends to manage the Funds to minimize exposure to these risks, the possibility of successful claims cannot be precluded.

Integration of Acquisitions: The Funds or any one of their portfolio companies may acquire one or more companies with the intent of integrating the business and operations of such company into such portfolio company. The integration activities associated with any such acquisition are complex, and such portfolio company may encounter unexpected difficulties or incur unexpected costs as a consequence, including, without limitation: (i) the diversion of the attention of such portfolio company's management to integration matters; (ii) difficulties in the integration of the operations and systems of such portfolio company and such acquired companies; (iii) difficulties in the assimilation of the employees of such portfolio company and such acquired companies; and (iv) challenges in attracting and retaining key personnel of such portfolio company and such acquired companies. As a result, RCM or such portfolio company's management team may be required to devote additional resources to integration activities that would otherwise be spent on additional investment activities that could benefit the Funds.

Operating and Financial Risks of Portfolio Companies: Any one portfolio company and/or one or more of the businesses that such portfolio company acquires or that is integrated with the business and operation of such portfolio company could deteriorate as a result of, among other factors, an adverse development in their business, a change in their competitive environment, or an economic

downturn. As a result, business that may have expected to be stable may operate at a loss or have significant variations in operating results, may require substantial additional capital to support their operations or to maintain their competitive positions, or may otherwise have a weak financial condition or be experiencing financial distress. In some cases, the success of the Funds' investment strategies and approaches will depend, in part, on the ability of RCM and such portfolio company's management teams to effect improvements in the operations of such portfolio company and businesses that such portfolio company acquires. The activity of identifying and implementing operating improvements and capturing synergies entails a high degree of uncertainty. There can be no assurance that RCM or such portfolio company's management team will be able to successfully identify and implement such operating improvements and capture synergies. In addition, the Funds may cause portfolio companies to bear certain fees, costs and expenses that such portfolio companies would not otherwise bear, including the fees, costs and expenses incurred in developing, investigating, negotiating, structuring or consummating the Funds' investments in such portfolio companies. The payment of such fees, costs and expenses by such portfolio company may reduce the amount of cash that such portfolio company has on hand.

Cybersecurity: The Fund, the General Partner, RCM, their affiliates and their service providers are subject to risks associated with a security breach, which may occur due to a cybersecurity attack (e.g., through hackers and data thieves), insider threat, or other intentional or unintentional action affecting privacy or security. Such an attack or security breach could threaten networks, hardware and systems, computers, programs, loss or corruption of data, and misappropriation of confidential information, consumers', users', or employees' personal information, which could result in media attention, damage consumer and customer opinions about the brands, damage to employee and business relationships, litigation or regulatory fines, all of which could subject the Funds and their portfolio companies to losses and harm the Funds and their portfolio companies. Information and technology systems are 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. Such damage or interruptions to information technology systems may cause losses to the Fund or Limited Partners, without limitation, by interfering with the processing of transactions, affecting the Fund's ability to conduct valuations or impeding or sabotaging trading. The Fund may also incur substantial costs as the result of a cybersecurity breach, including those associated with forensic analysis of the origin and scope of the breach, increased and upgraded cybersecurity, identity theft, unauthorized use of proprietary information, litigation, adverse investor reaction, the dissemination of confidential and proprietary information and reputational damage. Any such breach could expose the Fund, the General Partner and RCM (which, in turn, may be indemnified by the Fund) to civil liability as well as regulatory inquiry and/or action. Investors could also be exposed to losses resulting from unauthorized use of their personal information. Similar types of cybersecurity risks also are present for portfolio companies, which could affect their business and financial performance, resulting in material adverse consequences for such issuers, and causing the Fund's investment in such portfolio companies to lose value. The use of personal information by the Funds and their portfolio companies is regulated by foreign, federal and state laws, as well as by certain third-party agreements. As privacy and information security laws and regulations change or as new laws are enacted, the Funds and their portfolio companies may incur additional costs to ensure that they remain in compliance with those laws and regulations.

Toehold Investments: The Funds and/or any one portfolio company may accumulate minority positions in the outstanding voting stock, or securities convertible into the voting stock, of potential target companies. The Funds and/or such portfolio company may be unable to accumulate a sufficiently large position in a target company to execute its strategy. In such circumstances, the Funds and/or such portfolio company may dispose of its position in the target company within a short time of acquiring it and there can be no assurance that the price at which such stock is sold will not have declined since the time of acquisition. This may be exacerbated by the fact that stock of the companies that such portfolio company may target may be thinly traded and that the position held may nevertheless have been substantial and its disposal may depress the market price for such stock.

Risks of Multi-Step Acquisitions. In the event that the Funds and/or any one portfolio company choose to effect a transaction by means of a multi-step acquisition (such as a first-step cash tender offer or stock purchase followed by a merger or in the case of a simultaneous acquisition and concurrent merger of two separate companies), there can be no assurance that the remainder can be successfully acquired. This could result in the Funds or such portfolio company, as applicable, having only partial control over the investment or partial access to its cash flow to service debt incurred in connection with the acquisition.

Non-Control Investments and/or Investments with Third Parties in Joint Ventures and Other Entities: A Fund may hold a non-controlling interest (including in the form of debt and/or equity) in certain portfolio companies and, therefore, may have a limited ability to protect its position in such portfolio companies. Further, the Fund may have no right to appoint a director and a limited ability to protect its interests in such companies and to influence such companies' management. Similarly, the Fund may co-invest in a company with financial, strategic or other third-party investors and/or through partnerships, joint ventures or other entities, thereby acquiring non-controlling interests in certain investments. In such cases, the Fund will be significantly reliant on the existing management and board of directors of such companies, which may include representation of other financial investors with whom the Fund is not affiliated and whose interests may be inconsistent with or conflict with the interests of the Fund. Moreover, in the case where a Fund may co-invest, such investments will involve additional risks not present in investments where a third party is not involved, including the possibility that a third party partner or co-venturer may have financial difficulties resulting in a negative impact on such investment, may have economic or business interests or goals which are inconsistent with those of the Fund, or may be in a position to take (or block) action contrary to the Fund's interests or goals. For example, in certain situations, including where the businesses are in bankruptcy or undergoing a reorganization, minority investors may be subject to the decisions taken by majority investors, and the outcome of a Fund's investment may depend on such majority controlled decisions, which decisions may not be consistent with the Fund's objectives. In addition, the Fund may in certain circumstances be liable for the actions of its third party partners or co-venturers. Investments made with third parties in joint ventures or other entities also may involve carried interests and/or other fees payable to such third-party partners or co-venturers. Although a Fund may not have control over these investments and, therefore, may have a limited ability to protect its position therein, a Fund generally expects that appropriate minority investor rights will be obtained to protect its interests to the extent possible. There can be

no assurance that such minority investor rights will be available, however, or that such rights will provide sufficient protection of a Fund's interests.

Investments in Less Established Companies: A Fund may invest a portion of its assets in less established companies, or early stage companies. Investments in such early stage companies may involve greater risks than those generally associated with investments in more established companies.

Investments in Public Companies: A Fund may invest in securities of public companies (including by way of private investments in public equities ("**PIPEs**") (subject to restrictions in its Governing Fund Documents) or take private portfolio companies public. Investments in public companies offer the opportunity for significant gains, but also involve a high degree of risk, including the complete loss of capital, and may subject a Fund to risks that differ in type or degree from those involved with investments in privately held companies. Such risks include, without limitation, movements in the stock market and trends in the overall economy, greater volatility in the valuation of such companies, increased obligations to disclose information regarding such companies, limitations on the ability of a Fund to dispose of such securities at certain times (including due to the possession by a Fund of material non-public information), increased likelihood of shareholder litigation against such companies' board members, which may include RCM personnel, regulatory action by the SEC and other U.S. and non-U.S. regulators and increased costs associated with each of the aforementioned risks. If any one of a Fund's portfolio companies becomes a public company, it may incur significant legal, accounting, insurance and other expenses. As a public company, such portfolio company will be required, among other things, to establish and periodically evaluate procedures with respect to its internal controls over financial reporting. Reporting obligations as a public company are likely to place a considerable strain on such portfolio company's financial and management systems, processes and controls, as well as on its personnel.

Back Leverage: A Fund may (i) create an investment vehicle, contribute a Fund's assets to such investment vehicle (or make such investments directly through such investment vehicles), and cause such investment vehicle to incur borrowings which may be secured by the investment vehicle's assets or (ii) cause multiple such investment vehicles to engage in joint borrowings and/or secure any such borrowings on a cross-collateralized basis. Any arrangements entered into by such vehicle or entity (and not the Fund itself), shall not be considered borrowings by the Fund for purposes of the Fund-level limits on borrowings (or any limits on issuing additional interests) by the Fund that are set forth in the Governing Fund Documents. The use of back leverage potentially enhances the return profile of these investments and the Fund overall, but also increases the risk of the applicable investment, including the risks associated with collateralized investments held through the same leverage facilities. If the Fund were to create one or more of such investment vehicles, the Fund would depend on distributions from an investment vehicle's assets out of its earnings and cash flows to enable the Fund to make distributions to its Limited Partners. The ability of such an investment vehicle to make distributions could be subject to various limitations, including the terms and covenants of the debt it issues. For example, tests (based on interest coverage or other financial ratios or other criteria) may restrict the Fund's ability, as the holder of an investment vehicle's common equity interests, to receive cash flow from these investments. There is no assurance any such performance tests will be satisfied. Also, an investment vehicle may take actions that delay

distributions in order to preserve ratings and to keep the cost of present and future financings lower. As a result, there may be a lag, which could be significant, between the repayment or other realization on a loan in, and the distribution of cash out of, such an investment vehicle, or cash flows may be completely restricted for the life of the relevant investment vehicle.

Financial Fraud: Instances of fraud and other deceptive practices committed by senior management or owners of portfolio companies in which a Fund invests or other third parties may undermine RCM's due diligence efforts with respect to such companies and, if such fraud is discovered, materially negatively affect the valuation of the Fund's investments. In addition, when discovered, financial fraud may contribute to overall market volatility that can negatively impact the Fund's investment program. In the event of fraud by any portfolio company in which the Funds invest, the Funds may suffer a partial or total loss of its capital investment in that company. In addition, the employees and third-party service providers of RCM or a portfolio company in which the Funds invest may improperly use or disclose confidential information, which could result in litigation or serious financial harm, including limiting the Funds' business prospects or future marketing activities. No assurances can be given that the due diligence performed by RCM will identify or prevent any such misconduct. Outside consultants, legal advisors, accountants, investment banks and other third parties may be involved in the due diligence process to varying degrees depending on the type of investment. Such involvement of third-party advisors or consultants may present a number of risks primarily relating to the General Partners' reduced control of the functions that are outsourced. In addition, if the General Partners and/or RCM are unable to timely engage third-party providers, their ability to evaluate and acquire more complex targets could be adversely affected.

Distributions: There can be no assurance that the operation of the Funds will be profitable, that the Funds will be able to avoid losses or that cash from their investments will be available for distributions to the Limited Partners. The Funds will have no source of funds from which to pay distributions to the Limited Partners other than income and gain received on their investments and the return of capital. In addition, while each Fund intends to make distributions in cash, it is possible that certain distributions may be made in kind and could consist of securities for which there is no readily available public market and with respect to which there are substantial transfer restrictions or of securities of entities unable to perform under contractual obligations.

Geographic Concentration Risk: A Fund may have geographic concentration limitations set forth in its Governing Fund Documents which prohibit the Fund from investing more than a certain percentage of its capital commitments at any time in portfolio companies that are domiciled or headquartered outside of North America. Due to such restrictions, the Fund will have a restricted ability to mitigate against market-specific risks in North America by diversifying its portfolio investments across geographic regions outside of North America. Additionally, the economy of a particular country in which the Fund may invest is influenced by economic and market considerations in other countries in the region. Investors' reactions to events in one country can have adverse effects on the securities of companies and the value of property and related assets in other countries in which the Fund may invest. Further, if the geographic areas in which a Fund invests experience weakened financial positions (including high unemployment rates, disease, high poverty rates, high foreclosure rates and low incomes), this may decrease the likelihood of success of a Fund's investments or the ability of a Fund's portfolio companies to achieve financing or

refinancing. Consequently, a Fund's performance may be worse than the performance of other funds that invest more broadly geographically.

Investments in Emerging Markets: While RCM intends to focus on investments in businesses that have substantial operations, business or customers in North America, the Funds will be permitted to make investments in emerging markets throughout the world. Investing in emerging markets involves risks and special considerations not typically associated with investing in more established economies or markets including, among other things: (i) higher dependence on exports and the corresponding importance of international trade; (ii) greater risk of inflation, interest rate volatility, stock market volatility and lack of financial liquidity; (iii) inability to exchange local currencies for U.S. dollars; (iv) increased likelihood of governmental involvement in and control over the economy; (v) governmental decisions to cease support of economic reform programs or to impose centrally planned economies; (vi) less developed compliance culture; (vii) risks associated with differing cultural expectations and norms regarding business practices; (viii) longer settlement periods for transactions and less reliable clearance and custody arrangements; (ix) less developed, reliable, or independent judiciary systems for the enforcement of contracts or claims, including bankruptcy claims; (x) greater regulatory uncertainty; (xi) maintenance of the Fund's investments with non-U.S. brokers and securities depositories; (xii) greater risks regarding repatriation of income and capital; (xiii) threats or incidents of corruption or fraud; and (xiv) less developed or reliable capital and credit markets, which may make it more difficult to acquire, finance or dispose of investments, all of which may adversely affect the return on the Funds' investments. Repatriation of investment income, assets and the proceeds of sales by investors foreign to such markets, such as the Funds, may require governmental registration and/or approval in some emerging markets. The Funds could be adversely affected by delays in or a refusal to grant any required governmental registration or approval for such repatriation or by withholding taxes imposed by emerging market countries on interest or dividends. In emerging markets, there is often less government supervision and regulation of business and industry practices, stock exchanges, over-the-counter markets, brokers, dealers, counterparties and issuers than in other more established markets. Any regulatory supervision that is in place may be subject to manipulation or control. Some emerging market countries do not have mature legal systems comparable to those of more developed countries. Moreover, the process of legal and regulatory reform may not be proceeding at the same pace as market developments, which could result in investment risk. Legislation to safeguard the rights of private ownership may not yet be in place in certain areas, and there may be the risk of conflict among local, regional and national requirements or authorities. In certain cases, the laws and regulations governing investments in securities may not exist or may be subject to inconsistent or arbitrary application or interpretation. Both the independence of judicial systems and their immunity from economic, political or nationalistic influences remain largely untested in many countries. The Funds may also encounter difficulties in pursuing legal remedies or in obtaining and enforcing judgments in non-U.S. courts.

Provision of Managerial Assistance and Control: The Funds typically will designate directors (and non-executive chairman) to serve on the boards of directors of portfolio companies. Moreover, in its efforts to avoid having the assets of the Fund constitute "plan assets" of any plan subject to Title I of ERISA (as defined herein) or Section 4975 of the U.S. Internal Revenue Code of 1986, as amended, the General Partner of each Fund may, in this regard, elect to operate the Fund as a "venture capital operating company" ("VCOC") under the U.S. Department of Labor plan asset

rules. Operating the Fund as a VCOC would require that the Fund obtain rights to participate substantially in or influence the conduct of the management of a number of the Fund's portfolio companies. The designation of directors and other measures contemplated could expose the assets of the Fund to claims by a portfolio company, its security holders and its creditors. The exercise of control over a company imposes additional risks of liability for environmental damage, product defects, pension liabilities, failure to supervise management, violation of government regulations and other types of liability. If these liabilities were to occur, the Fund could suffer significant losses in its investments. While RCM intends to manage the Funds in a way that will minimize exposure to these risks, the possibility of successful claims cannot be precluded.

Illiquidity of Limited Partner Interests: An investment in the Funds requires a long term commitment with no certainty of return. It is unlikely there will be near term cash flow available to the Limited Partners. Many of the Funds' investments will be highly illiquid, and there can be no assurance that the Funds will be able to realize such investments at attractive prices or otherwise be able to effect a successful realization or exit strategy. The ability of the Funds to achieve successful and profitable exits of their portfolio investments may be impacted by a number of factors prevailing at the time, including general economic conditions, interest rates, availability of capital, interest levels of strategic and financial buyers and cyclical trends. It is difficult to predict with any certainty whether there will be a ready and willing market of buyers for any particular portfolio company at the time a Fund seeks a realization. Consequently, dispositions of such investments may require a lengthy time period or may result in distributions in kind to the Limited Partners. Additionally, the Funds may acquire securities that cannot be sold except pursuant to a registration statement filed under the Securities Act, or in accordance with Rule 144 promulgated under the Securities Act. There can be no assurance that private purchasers can be found for the Funds' investments. Furthermore, such illiquidity may continue even if a Fund's portfolio company obtains a listing on a securities exchange and/or after the term of a Fund has ended or a Fund has commenced dissolution. In addition, there can be no assurance that the disposition of a portfolio company will occur in one transaction. If a Fund effects a disposition of a portfolio company by means of a multi-step disposition (such as a first-step cash tender offer or stock sale followed by a merger or in the case of a simultaneous acquisition and concurrent merger of two separate companies), there can be no assurance that the remainder can be successfully sold. A multi-step disposition may result in a Fund holding a non-controlling interest in a portfolio company, which will result in the Fund having a limited ability to protect its position in such portfolio company.

No Right to Control the Fund's Operations: Limited Partners will have no opportunity to control the day to day operations of the Funds, including investment and disposition decisions. In order to safeguard their limited liability from the liabilities and obligations of the Funds, Limited Partners must rely entirely on the General Partners and RCM to conduct and manage the affairs of the Funds.

Enhanced Scrutiny and Regulations of the Private Equity and Financial Services Industries: In response to the global financial crisis, there have been unprecedented legislative and regulatory actions taken by numerous governments and their agencies, including the enactment of The U.S. Dodd-Frank Wall Street Reform and Consumer Protection Act (the "**Dodd-Frank Act**"). The Dodd-Frank Act is comprehensive in scope (including the Volcker Rule, providing significant changes to the structure of federal financial regulation and substantive requirements that apply to a

broad range of market participants, including private investment funds). Significantly, the Dodd-Frank Act also mandates significant changes to the authority of the Federal Reserve, the Commodities Futures Trading Commission and the SEC, as well as enhanced oversight and regulation of investment advisers, banks and non-bank financial institutions. Among other things, such uncertainty may result in enhanced compliance risks. While it will likely be quite some time until the Dodd-Frank Act reforms are broadly implemented and the direct and indirect impact of this legislation is fully understood, industry observers generally agree that most advisors to private investment funds and other private pools of capital will be affected. Further, and in particular in light of the changing global regulatory climate, the Funds may be required to register under certain foreign laws and regulations, and need to engage distributors or other agents in certain non-U.S. jurisdictions in order to market Interests to potential investors. The effect of any future regulatory change on the Funds could be substantial and adverse. In addition, as alternative asset managers are, or are perceived to be influential participants in the U.S. and global financial markets and economy generally, the private funds industry has been subject to criticism by some politicians, regulators, market commentators, academics, activists and traditional and social media. It is anticipated that, in the normal course of business, the General Partners and RCM will have contact with governmental authorities and/or may be subjected to responding to questionnaires or examinations. The Funds may also be subject to regulatory inquiries concerning their positions and trading. Furthermore, various federal, state, and local agencies have been examining the role of placement agents, finders, and other similar service providers in the context of investment by public pension plans and other similar entities, including investigations and requests for information, and in connection therewith, new and/or proposed rules and regulations in this arena may increase the possibility that the General Partners and their affiliates may be exposed to claims and/or actions that could require a Limited Partner to withdraw from the Funds.

Litigation Risks: The transactional nature of the business of the Funds, in addition to other activities of RCM, exposes the Funds, the General Partners and RCM generally to the risks of third-party litigation. Under the applicable Governing Fund Document, a Fund will generally be responsible for indemnifying the General Partner, RCM and their respective related parties for costs that they may incur with respect to such litigation not covered by insurance. The outcome of litigation may materially adversely affect the value of the Funds and may continue without resolution for long periods of time. Any litigation may consume substantial amounts of the time and attention of RCM and its professionals, and that time and the devotion of these resources to litigation may, at times, be disproportionate to the amounts at stake in the litigation.

Bankruptcy Risks: A portfolio company in which a Fund invests may experience financial difficulties and become insolvent or file for bankruptcy protection. A portfolio company that becomes distressed or any distressed asset received by a Fund in a restructuring would require active monitoring. Various U.S. federal and state and non-U.S. laws in connection with such bankruptcy proceedings could operate to the detriment of a Fund. Bankruptcy proceedings involve a number of significant risks. Many of the events within a bankruptcy litigation are adversarial and often beyond the control of the creditors. There is also a risk that a court may subordinate a Fund's equity investment to other creditors or require a Fund to return amounts previously paid to it by the portfolio company that became insolvent or files for bankruptcy, a risk that increases if a Fund has management rights in the portfolio company. Involvement by the RCM in a company's reorganization proceedings could result in the imposition of restrictions limiting a Fund's ability to

liquidate its position therein. Even after the end of bankruptcy proceedings there may remain contingent liabilities, which may involve disputes or litigation requiring payment to third parties.

Portfolio Company Management Team: Each portfolio company's day-to-day operations will be the responsibility of such company's management team. Although the General Partner will be responsible for monitoring the performance of each of a Fund's investments and intends to invest in companies operated by strong management, there can be no assurance that the existing management team, or any successor management team, will be able to operate the portfolio company in accordance with the Fund's plans or expectations.

Hedging Policies/Risks: In connection with certain investments, the Funds and/or a portfolio company may employ hedging strategies (whether by means of derivatives or otherwise and whether in support of financing techniques or otherwise) that are designed to reduce the risks to the Fund and/or such portfolio company of fluctuations in interest rates or currency exchange rates. In particular, the Funds may use a foreign exchange hedging strategy for non-U.S. dollar denominated investments to mitigate currency risk. While the transactions implementing such hedging strategies may reduce certain risks, such transactions themselves may entail certain other risks, such as the risk that counterparties to such transactions may default on their obligations and the risk that the prices and/or cash flows being hedged behave differently than expected, and would limit the opportunity for gain if the relevant interest rates or currency exchange rates increase. In addition, it is not possible to hedge fully or perfectly against all interest rates and currency exchange risks, and hedging entails its own costs. Thus, while the Funds and/or a portfolio company may benefit from the use of these hedging strategies, unanticipated changes in interest rates or currency exchange rates or other events related to hedging activities may result in a poorer overall performance for a Fund and/or its portfolio companies than if it or its portfolio companies had not implemented such hedging strategies. RCM may determine in its sole discretion not to hedge against certain foreign exchange risks or commodity price risks.

Non-United States Investments: In accordance with a Fund's investment objectives and limitations, the Fund may invest in companies outside of the United States. Investing outside the United States may involve substantially greater risks than investing in the United States. In particular, the value of the Fund's investments in foreign securities may be affected by changes in currency exchange rates, which may be volatile. Additional risks include: (i) differences between U.S. and non-U.S. securities markets, including potential price volatility in, and relative illiquidity of, some foreign securities markets; (ii) the absence of uniform accounting, auditing and financial reporting standards, practices and disclosure requirements and less government supervision and regulation in some countries; (iii) certain economic, social and political risks, including potential exchange control regulations and restrictions on foreign investment and repatriation of capital, the risks of political, economic, or social instability and the possibility of confiscatory taxation or expropriation; (iv) the possible imposition of non-U.S. taxes on income and gains recognized with respect to such securities and withholding taxes on dividends, interest, and gains; (v) less developed corporate laws regarding, among other things, fiduciary duties and the protection of investors; (vi) the unpredictability of international trade patterns, and the viability of international trade agreements; (vii) the imposition of restrictions on and/or heightened regulatory burdens with respect to non-U.S. investments by the U.S. and/or the imposition of tariffs by the U.S. on non-U.S. goods (e.g., the U.S.'s imposition of tariffs on Chinese goods); (viii) the possibility of non-U.S. governmental

actions such as expropriation, nationalization, confiscatory taxation, the imposition of restrictions on inbound capital (e.g., from the U.S.), and/or the imposition of tariffs on U.S. goods; (ix) the imposition or modification of exchange controls or currency pegs; (x) less developed compliance infrastructure, regarding, among others, anti-money laundering protections; (xi) less developed cybersecurity and technology infrastructure and greater risk of misappropriation of intellectual property and/or personal information; (xii) less developed transportation infrastructure and supply chain logistics; (xiii) greater social unrest and market uncertainty; and (xiv) the possibility of non-U.S. governmental actions such as expropriation, nationalization, confiscatory taxation, the imposition of restrictions on inbound capital (e.g., from the U.S.), and/or the imposition of tariffs on U.S. goods. Further, as compared to U.S. entities, non-U.S. entities generally disclose less financial and other information publicly, and they are subject to less stringent and less uniform accounting, auditing, and financial reporting standards. Also, it may be more difficult to obtain and enforce legal judgments against non-U.S. entities than against U.S. entities. The Funds are not obligated to engage in any currency hedging operations, and there can be no assurance as to the success of any hedging operations that the Funds may implement. Additionally, in some countries there is the possibility of expropriation of value, including through confiscatory taxation, limitations on the repatriation or sale of securities, debt obligations, property or other assets of the Funds, political or social instability or diplomatic developments, each of which could have an adverse effect on the Funds' investments in such non-U.S. countries. The General Partner and RCM will analyze risks in applicable countries before making such investments, but no assurance can be given that the General Partner and RCM will be able to evaluate these risks accurately or that a political or economic climate, or that particular legal or regulatory risks might not adversely affect an investment by a Fund.

Withdrawal of the United Kingdom from the European Union: On January 31, 2020, the U.K. withdrew from the European Union (commonly referred to as "**Brexit**"). As a result, the U.K. entered a transition period which started on January 31, 2020 and ended on December 31, 2020, during which the U.K. was for most purposes treated as though it were a member of the European Union, and European Union law broadly continued to apply in and to the U.K. New European Union legislation that took effect before the end of the transition period also applies to the U.K. The U.K. and the European Union have now agreed to a framework for trading arrangements for the period following the transition period. Under the agreed arrangements, U.K. goods will continue to have tariff-free access to the European Union but other barriers will apply. These new arrangements may adversely affect the return on the Funds and their investments. There may be detrimental implications for the value of certain of the Funds' investments, their ability to enter into transactions or to value or realize such investments or otherwise to implement its investment program. Furthermore, the deterioration of the sovereign debt of several Eurozone countries, together with the risk of contagion to other, more stable, countries, has exacerbated the global economic crisis. There is a continued possibility that Eurozone countries could be subject to an increase in borrowing costs. This situation as well as Brexit have raised a number of uncertainties regarding the stability and overall standing of the European Economic and Monetary Union. The departure or risk of departure from the Euro by one or more Eurozone countries could lead to the reintroduction of national currencies in one or more Eurozone countries or, in more extreme circumstances, the possible dissolution of the Euro entirely. As a result, the long-term effects of Brexit are unknown, but Brexit is expected to have significant political, economic and trade ramifications, regardless of the terms (if any) that may be agreed. There is likely to be considerable

uncertainty in the financial markets as a result of Brexit, as market participants assess its impact and as the U.K.'s future relationship with the European Union develops. Brexit is also likely to have serious, but as yet unknown and unquantifiable, implications for legal, regulatory and tax regimes in the U.K. and the European Union. The full effect of Brexit on the Funds and their underlying investments is therefore impossible to predict; however, it is possible that, during the life of the Funds, the General Partners and RCM may need to reassess their business structures, as well as the structure of the Funds and their underlying investments. If the General Partners think it appropriate, the Funds and/or their respective holding of investments may need to be restructured as a result of Brexit and investors may be liable for some or all of the associated expenses.

Debt Investments: The Funds may make investments in debt instruments or convertible debt securities or other debt-like securities (such as structured equity) or may make debt investments that have an expected return comparable to equity or equity-related securities, in each case, including in connection with investments in equity or equity-related securities (including as additional capital). Such debt may be unsecured and structurally or contractually subordinated to substantial amounts of senior indebtedness, all or a significant portion of which may be secured. Moreover, such debt investments may not be protected by financial covenants or limitations upon additional indebtedness and there is no minimum credit rating for such debt investments. Other factors may materially and adversely affect the market price and yield of such debt investments, including investor demand, changes in the financial condition of the applicable issuer, government fiscal policy and domestic or worldwide economic conditions. It is likely that many of the debt instruments in which the Funds may invest may be unrated, and whether or not rated, the debt instruments may have speculative characteristics including features converting such debt instruments into equity. The issuers of such instruments may face significant ongoing uncertainties and exposure to adverse conditions that may undermine the issuer's ability to make timely payment of interest and principal. Such instruments are regarded as predominantly speculative with respect to the issuer's capacity to pay interest and repay principal in accordance with the terms of the obligations and involve major risk exposure to adverse conditions. In addition, an economic recession could severely disrupt the market for most of these instruments and may have an adverse impact on the value of such instruments. It also is likely that any such economic downturn could adversely affect the ability of the issuers of such instruments to repay principal and pay interest thereon and increase the incidence of default for such instruments.

U.S. Dollar Denomination of Interests: Interests in the Funds are denominated in U.S. dollars. Investors subscribing for interests in the Funds in any country in which U.S. dollars are not the local currency should note that changes in the value of exchange between U.S. dollars and such currency may have an adverse effect on the value, price or income of the investment to such investor. There may be foreign exchange regulations applicable to investments in foreign currencies in certain jurisdictions.

General Risks Associated with Changes in Laws and Regulations: The Funds, their portfolio companies, the General Partners, RCM and/or their respective affiliates are subject to risks associated with changes that may generally occur with respect to U.S. federal, state or local laws and regulations, developing interpretations of such laws and regulations, and increased scrutiny by U.S. federal, state and local regulators and law enforcement authorities. Such changes, interpretations and increased scrutiny could result in claims against the Funds, their portfolio

companies, the General Partners, RCM, and/or their respective affiliates, directly, or indirectly, for actions taken or not taken by the Funds, their portfolio companies, the General Partners, or RCM, and/or their respective affiliates. Thus, the Funds, their portfolio companies, the General Partners, RCM and/or their respective affiliates face the continuing risk of potential litigation and regulatory action. These risks are often difficult or impossible to predict, avoid or mitigate in advance and may make some investments unavailable to the Funds. The effect on the Funds, their portfolio companies, the General Partners, RCM or any affiliate of any such legal risk, litigation or regulatory action could be substantial and adverse.

Natural Disasters, Epidemics, Acts of God and Force Majeure Risk: Force majeure events (i.e., events beyond the control of the party claiming that the event has occurred, including, without limitation, “Acts of God,” fire, hurricanes, tropical storms, floods, earthquakes or other natural disasters, outbreaks of an infectious disease, pandemic or any other serious public health concern, war, terrorism, labor strikes, electricity shortages, civil unrest, protests, riots, looting or property damage or other national or local emergencies or any combination of the foregoing) that are beyond the control of, and are not easily foreseeable by RCM, may impact the Funds’ investments and the business, financial condition and results of operations of the Funds’ portfolio companies. Some force majeure events may adversely affect the ability of a party (including the Funds or their portfolio companies or a counterparty to the Funds or their portfolio companies) to perform its obligations until it is able to remedy the force majeure event. In addition, the cost to the Funds or their portfolio companies of repairing or replacing damaged assets resulting from such force majeure event could be considerable. Certain force majeure events (such as war or an outbreak of an infectious disease) could have a broader negative impact on the world economy and international business activity generally, or in any of the countries in which the Funds may invest specifically. Additionally, a major governmental intervention into industry, including the nationalization of an industry or the assertion of control over one or more companies or its assets, could result in a loss to the Funds, including if their investments in their portfolio companies are canceled, unwound or acquired (which could be without what the Funds consider to be adequate compensation). Any of the foregoing could have a material adverse effect on the Funds’ investments and the business, financial condition and results of operations of the Funds’ portfolio companies.

Climate Change: The Funds may acquire investments that are located in areas which are subject to climate change. Any portfolio companies, and their franchisees, located in coastal regions may be affected by any future increases in sea levels or in the frequency or severity of hurricanes and tropical storms, whether such increases are caused by global climate changes or other factors. There may be significant physical effects of climate change that have the potential to have a material effect on the Funds’ business and operations. Physical impacts of climate change may include increased storm intensity and severity of weather (e.g., floods or hurricanes), sea level rise and extreme temperatures. As a result of these physical impacts from climate-related events, the Funds may be vulnerable to the following: risks of property damage to the Funds’ investments; indirect financial and operational impacts from disruptions to the operations of the Funds’ investments from severe weather; increased insurance premiums and deductibles or a decrease in the availability of coverage, for investments in areas subject to severe weather, decreased net migration to areas in which investments are located, resulting in lower than expected demand for the products and services of the investments, increased insurance claims and liabilities, increase in energy cost impacting operational returns, changes in the availability or quality of water or other natural resources on

which the business depends, decreased consumer demand for consumer products or services resulting from physical changes associated with climate change (*e.g.*, warmer temperature or decreasing shoreline could reduce demand for residential and commercial properties previously viewed as desirable); incorrect long-term valuation of an equity investment due to changing conditions not previously anticipated at the time of the investment and economic distributions arising from the foregoing.

Public Health Emergencies: There is an outbreak of a novel and highly contagious form of coronavirus (“**COVID-19**”), which the World Health Organization publicly characterized as a pandemic on March 11, 2020. On March 13, 2020, the President of the United States declared the COVID-19 outbreak a national emergency. The outbreak of COVID-19 has adversely impacted global commercial activity and contributed to significant volatility in certain equity and debt markets. The global impact of the outbreak is rapidly evolving, and many countries, including the United States and various European countries, have reacted by instituting quarantines, prohibitions on travel and the closure of offices, businesses, schools, retail stores, restaurants, gyms, concert halls, museums, theaters, stadiums, non-essential stores, malls, entertainment facilities, commercial buildings and other public venues. Businesses also are implementing protective measures, such as work-from-home arrangements, partial or full shut downs (and partial or full reopenings) of operations, furlough or termination of employees and cancellation of customer, employee or industry events. Such measures, as well as the general uncertainty surrounding the dangers and impact of COVID-19, are creating significant disruption in supply chains and economic activity and are having a particularly adverse impact on transportation, hospitality, tourism, entertainment, restaurant, fitness, education and other industries. As COVID-19 continues to spread, the potential impacts, including a global, regional or other economic recession, are increasingly uncertain and difficult to assess. There are no comparable recent events in the United States that provide guidance as to the effect of the spread of COVID-19 and a potential pandemic on the economy as a whole and the specific sectors in which the Funds invest. While the U.S. Food and Drug Administration and other similar regulators globally have approved several COVID-19 vaccines for emergency use, and U.S. federal, state and local governments have begun to roll-out the vaccine distribution to the general public, due to limited supply, this roll-out has been implemented in phases. Accordingly, the vaccines are not expected to be fully available to the general public in the U.S. until late spring or early summer 2021 (and potentially later in many non-U.S. jurisdictions). Furthermore, a substantial proportion of the population may simply elect to wait before getting vaccinated, and a portion of vaccinated individuals may not be fully protected against the disease, including due to recent and future mutant strains of the COVID-19 virus, both of which could prolong the effects of the COVID-19 pandemic even following greater availability of the vaccines to the general public. Therefore, the economic and social impacts of the COVID-19 pandemic on the U.S. and global economy as a whole, and on the specific sectors in which the Funds invest, can be expected to continue through 2021 and potentially thereafter. Further, while there have been proposed, and in some cases enacted, economic stimulus measures aimed at curbing the negative economic impacts to the U.S. and other countries as a result of COVID-19, it cannot be determined at this time whether such stimulus measures will have a stabilizing economic effect. The effect of the COVID-19 outbreak on the economy and on the public has been, and will continue to be, severe and will likely exacerbate other pre-existing political, social, economic, market and financial risk. There is substantial uncertainty of the COVID-19 pandemic’s potential effect on the Funds and the portfolio companies in which the Funds may invest, which could have a material adverse effect on the Funds’

investments and on the business, financial condition and results of operations of the portfolio companies in which the Funds may invest. There is also substantial uncertainty regarding the ability of the Funds and their investments to recover from a decline in business, financial and operational performance caused by the COVID-19 pandemic following such period of disruption, or that any such recovery will be sustained. Due to port closures and other restrictions resulting from the coronavirus outbreak, suppliers of the Funds' portfolio companies may have limited supply of materials used by such portfolio companies in the ordinary course of business, which will cause the price of such materials to increase. These and other disruptions, as well as poor economic conditions generally, may lead to a decline in the sales and operating results of the Funds' portfolio companies. Additionally, many of the Funds' portfolio companies are expected to be franchised business. A decline in the sales and operating results of a franchisee could in turn materially and adversely affect the ability of such franchisee to pay royalties or amounts owed to franchisors, which could have a material adverse impact on the business, financial condition and results of operations of the Fund and their portfolio companies. Government regulations or legislation enacted in direct or indirect response to the COVID-19 pandemic may increase the compensation of, and benefit offerings for, employees of the Funds' portfolio companies, which could adversely affect the financial condition and performance of such portfolio companies. In addition, a spike in COVID-19 rates in communities where portfolio companies have locations, changes in public sentiment, increased unemployment benefits or other government stimulus and/or other factors will likely make it more difficult, expensive and/or otherwise burdensome for portfolio companies to retain employees, hire employees or bring back furloughed, or re-hire terminated, employees. Furthermore, a continued economic downturn could result in a reduction in the demand for the products and services provided by the portfolio companies in which the Funds invest, longer payment cycles, slower adoption of new technologies and/or increased price competition, each of which, in turn, could adversely affect the financial resources of such portfolio companies, particularly if they were already highly leveraged or distressed prior to such economic downturn, and their ability to make principal and interest payments on, or refinance, outstanding debt when due. Failure to meet any such financial obligations could result in the Funds and their portfolio companies being subject to margin calls or being required to repay indebtedness or other financial obligations immediately in whole or in part, together with any attendant costs, and the Funds and their portfolio companies could be forced to sell some of their assets, and Limited Partners could be subject to drawdowns of their unfunded capital commitments, to fund such costs. In the event of any such consequences, the Funds could lose both invested capital in and anticipated profits from the affected investments. Furthermore, a counterparty's ability to meet or willingness to honor its financial obligations (including, without limitation, its ability to extend credit or otherwise to transact with the Funds or any of the portfolio companies in which they may invest) may be negatively impacted. Current conditions may affect how counterparties interpret their obligations (and the obligations of the Funds and/or the portfolio companies in which the Funds invest) pursuant to counterparty arrangements such that the applicability, or lack thereof, of force majeure or similar provisions could also come into question and ultimately could work to the detriment of the Funds. These circumstances also may hinder the General Partners', RCM's and/or the Funds' ability to conduct their affairs and activities as they normally would, including by impairing usual communication channels and methods, hampering the performance of administrative functions such as processing payments and invoices and diminishing their ability to make accurate and timely projections of financial performance. Any public health emergency, including any outbreak of COVID-19, SARS, H1N1/09 flu, avian flu, other coronavirus, Ebola or other existing or new

epidemic diseases, or the threat thereof, could have a significant adverse impact on the Funds and their investments and could adversely affect the Funds' ability to fulfill their investment objectives. The extent of the impact of any public health emergency on the Funds' and their investments' operational and financial performance will depend on many factors, including the duration and scope of such public health emergency, the extent of any related travel advisories and restrictions implemented, the impact of such public health emergency on overall supply and demand, goods and services, investor liquidity, consumer confidence and levels of economic activity and the extent of its disruption to important global, regional and local supply chains and economic markets, all of which are highly uncertain and cannot be predicted. The effects of a public health emergency may materially and adversely impact the value and performance of the Funds' investments, the Funds' ability to source, manage and divest investments and the Funds' ability to achieve their investment objectives, all of which could result in significant losses to the Funds. In addition, the operations of the Funds, their investments, and RCM may be, and in some cases have been and may continue to be, significantly impacted, or even temporarily or permanently halted, as a result of government quarantine measures, voluntary and precautionary restrictions on travel or meetings and other factors related to a public health emergency, including its potential adverse impact on the health of any such entity's personnel. No previous success by RCM or the Funds in dislocated markets or during the COVID-19 pandemic is any guarantee of the Funds' success in respect of investing and managing any investment during and after the COVID-19 pandemic.

ESG Considerations. The regulatory regimes applicable to ESG standards within the European Economic Area (including the Regulation (EU) 2019/2088 of the European Parliament and of the Council of 27 November 2019 on sustainability-related disclosures in the financial services sector) are evolving and are expected to be subject to substantial future changes. In December 2019, the European Parliament and the Council of the European Union approved the Regulation on the Establishment of a Framework to Facilitate Sustainable Investment, which sets forth a general framework for the development of an EU-wide classification system for environmentally sustainable economic activities, with certain provisions scheduled to take effect in 2021 and 2022, including the Sustainable Finance Disclosure Regulation (the “**SFDR**”) which went into effect on March 10, 2021. There is a risk that a significant reorientation in the market could be adverse to the Funds' investment businesses, at least in the short term. In this respect, the entry into force of the ESG-related regulatory regimes and further developments in regulatory expectations and best practices under such regimes, as well as any subsequent changes to the regulatory frameworks applying to ESG standards, reporting and compliance obligations, as applicable to RCM, the Funds or their investments, may impose additional costs on the Funds and the Funds may require additional resources to monitor, report and comply with wide ranging ESG-related requirements.

Special Purpose Acquisition Companies: A special purpose acquisition company (“**SPAC**”) is a publicly traded company formed for the purpose of raising capital through an initial public offering (“**IPO**”) to fund the acquisition, through a merger, capital stock exchange, asset acquisition or other similar business combination, of one or more undervalued operating businesses. The Funds may invest in a SPAC that, at the time of investment, has not selected or approached any prospective target businesses with respect to a business combination. In such circumstances, there may be limited basis for the Funds to evaluate the possible merits or risks of such SPAC's investment in any particular target business. To the extent that a SPAC completes a business combination, it may be affected by numerous risks inherent in the business operations of the acquired company or

companies. For these and additional reasons, investments in SPACs are speculative and involve a high degree of risk.

Intellectual Property: Intellectual property may constitute an important part of the assets and competitive strengths of portfolio companies in which the Funds invest. One or more of a Fund's portfolio companies may rely on various forms of intellectual property protection. United States federal law, most typically, copyright, patent, trademark and trade secret law, generally protects intellectual property rights. Although the Funds expect that their portfolio companies will take reasonable efforts to protect the rights to their intellectual property, third parties may develop similar intellectual property independently. Moreover, the complexity of copyright, patent, trademark and trade secret law, coupled with the limited resources of the portfolio companies and the demands of quick delivery of products and services to market, create a risk that portfolio company efforts to prevent misappropriation of their intellectual property will prove inadequate. In addition, the Funds' portfolio companies may license intellectual property from third parties and it is possible that they could become subject to infringement actions based upon their use of the intellectual property licensed from such third parties. Portfolio companies are generally expected to obtain representations as to the use and ownership of such licensed intellectual property; however, such representations may not adequately protect such portfolio companies. Any claims against a portfolio company's intellectual property rights, with or without merit, could subject it to costly litigation and divert its management and other personnel from other business concerns. If a portfolio company incurs costly litigation and its management and other personnel are not effectively deployed, the expenses and losses incurred by such portfolio company are likely to increase and its profits, if any, as well as returns to the Funds, are likely to decrease.

Item 9: Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to a client's or investor's evaluation of the adviser or the integrity of the adviser's management. Neither RCM nor any of its officers, directors, employees or other management persons, have been involved in any legal or disciplinary events in the past 10 years that would require disclosure in response to this Item.

Item 10: Other Financial Industry Activities and Affiliations

Pooled Investment Vehicles

RCM organizes and sponsors the Funds, which are private pooled investment vehicles. These pooled investment vehicles managed by RCM are controlled by affiliated General Partner entities. RCM or the General Partners will be responsible for all decisions regarding portfolio transactions of the Funds and have full discretion over the management of the Funds' investment activities. While the General Partners are not separately registered as investment advisers with the SEC, all of their investment advisory activities are subject to the Advisers Act, and the rules thereunder. In addition, employees and persons acting on behalf of the General Partners are subject to the supervision and control of RCM. Thus, the General Partners, all of their employees and the persons acting on their behalf would be "persons associated with" the registered investment adviser so that the SEC could enforce the requirements of the Advisers Act on the General Partners.

Portfolio Company Representation

Employees of RCM may serve as directors and officers of certain portfolio companies and, in that capacity, will be required to make decisions that consider the best interests of such portfolio companies and their respective shareholders. In certain circumstances, for example in situations involving bankruptcy or near-insolvency of a portfolio company, actions that may be in the best interests of the portfolio company may not be in the best interests of the Fund, and vice versa. Accordingly, in these situations, there will be conflicts of interest between such individual's duties as an employee of RCM and such individual's duties as a director or officer of such portfolio company.

As discussed in Item 4 (Advisory Business), William G. Roche, RCM's Chief Compliance Officer, is a partner in K&S, which acts as counsel to RCM, the Funds and certain of the Funds' portfolio companies. All services provided by K&S are charged to the entity receiving such services. In his role as RCM's Chief Compliance Officer, Mr. Roche is not paid by RCM. Instead, K&S bills RCM for Mr. Roche's services as Chief Compliance Officer at an agreed upon rate and RCM reimburses Mr. Roche for his expenses incurred in his role as Chief Compliance Officer. The Funds and their portfolio companies do not bear any portion of the amount charged by K&S for Mr. Roche's services as Chief Compliance Officer. Separately, Mr. Roche also provides legal services to the Funds and RCM as a partner at K&S. K&S bills the Funds and RCM, as applicable, for Mr. Roche's legal services. In connection with services that K&S provides to the Funds, the limited partner advisory boards of the relevant Funds receive on an annual basis a summary of any fees paid by the relevant Funds to K&S.

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

Code of Ethics and Personal Trading

Pursuant to Rule 204A-1 of the Advisers Act, RCM has adopted a written Code of Ethics (the "**Code**") predicated on the principle that RCM owes a fiduciary duty to the Funds and their investors. The Code is designed to address and avoid potential conflicts of interest and is applicable to all officers, directors, members, partners or employees of RCM (the "**Employees**"), each Employee's spouse, minor children and other family members living in his or her household (the "**Related Persons**"), as well as each other individual designated in writing by a compliance officer as being subject to all or a portion of the compliance procedures or policies adopted by RCM (collectively the "**Covered Persons**"). RCM requires its Employees to act in the Funds' best interests, abide by all applicable regulations and avoid any action that is, or could even appear to be, legally or ethically improper.

RCM requires pre-clearance before purchasing an initial public offering or limited offering (i.e., private placement); requires periodic reporting of Covered Persons' personal securities transactions and all holdings; and requires prompt internal reporting of Code violations. RCM endeavors to maintain current and accurate records of all personal securities accounts of its Covered Persons in an effort to monitor all such activity. A copy of RCM's Code is available upon written request to

RCM at 1180 Peachtree Street NE, Suite 2500, Atlanta, Georgia 30309, Attn: William G. Roche, Chief Compliance Officer.

Certain transactions in which RCM engages may require, for either business or legal reasons that no Covered Person trade in the subject securities for specified time periods. Such securities will appear on a list (the “**Restricted List**”) that will be circulated to all Covered Persons. No Covered Person may engage in any sort of trading activity with respect to a security or a derivative thereof on the Restricted List without obtaining prior written approval from the Chief Compliance Officer.

RCM, its employees or a related entity will have an investment in each Fund. Therefore, RCM, its employees or a related entity participate in transactions of the Funds. Employees of RCM may also own personally or through certain family trusts equity interests in portfolio companies of the Funds. With the consent of the applicable Fund’s limited partner advisory board, an employee of RCM also receives compensation from a portfolio company of Roark Capital Partners II, LP. That employee spends most of his business time and efforts on that portfolio company and the compensation he receives from that portfolio company does not reduce or offset Management Fees. An employee of RCM receives board fees from a portfolio company of Roark Capital Partners IV LP; those fees are turned over to RCM, and are offset against Management Fees. An employee of RCM receives board fees from a portfolio company of Roark Capital Partners V; such fees are turned over to RCM, and are offset against the Management Fees.

Incentive Compensation: The Carried Interest that each General Partner will receive under the Governing Fund Documents has not been established on the basis of an arm’s-length negotiation among such General Partner and the applicable Fund and may create an incentive for the General Partners to (i) approve and cause the Funds to make riskier and more speculative investments than they would otherwise make in the absence of such performance based compensation and (ii) dispose of the Funds’ investments at a time and in a sequence that would generate the most carried interest, although the capital commitments by the General Partners to invest in portfolio investments and the General Partners’ giveback should tend to reduce this incentive.

Allocation of Investment Opportunities: In some instances, portfolio investments may be made available to and shared with certain co-investors (from which the General Partners, RCM and one or more of their respective affiliates may receive Carried Interest and Management Fees), and thus not all investment amounts that might otherwise be available to the Funds relating to a portfolio investment will be presented to the Funds. Investment opportunities are allocated in accordance with the Funds’ Governing Fund Documents and RCM’s policies and procedures.

RCM Team as Directors or Legal Advisors: Conflicts of interest may arise because members of the RCM investment team serve as directors, managers or observers of, observers or in a similar capacity with respect to, and in-house RCM attorneys perform legal and similar services for, certain Fund’s portfolio companies. In those instances where the Fund is not the sole shareholder of the applicable portfolio company, in addition to any fiduciary duties the General Partner owes to the Fund, as directors, managers, observers, legal advisors or in a similar capacity of portfolio companies, such members of the RCM investment team will, and as legal advisors to the portfolio companies, such in-house RCM attorneys owe duties to the shareholders of the portfolio companies and to persons other than the Fund.

Allocation of Expenses: The General Partners, RCM, the RCM principals and/or one or more of their respective affiliates will from time to time incur fees, costs and expenses on behalf of portfolio companies, the Funds, other affiliated entities and one or more existing or subsequent entities established by the RCM principals or their affiliates for which they may seek reimbursement from such portfolio companies, Fund(s), affiliated entities and/or entities established by the RCM principals, as applicable. Although attempts will be made to allocate such fees, costs and expenses on an equitable basis, such allocations will be determined by RCM, there can be no assurance that such fees, costs and expenses will in all cases be allocated appropriately and such matters will not necessarily be brought to the limited partner advisory board of a Fund for discussion or consultation, subject in all cases to any allocation requirements set forth in the applicable Governing Fund Documents. See Item 5 (Fees and Compensation) above for a more detailed discussion of fees, costs and expenses.

Cross-Transactions: RCM has in the past, and can possibly again in the future, arrange for a transaction between certain Funds in which one Fund buys a security from, or sells a security to, the account of another Fund (a “cross transaction”) when RCM deems the transaction to be in the best interest of each participating Fund. When effecting cross transactions between Funds, RCM may have conflicting responsibilities with respect to each participating Fund. In certain circumstances a cross transaction may be considered to be a “principal transaction” under the Advisers Act (e.g., where RCM is acting, or may be considered to be acting, as principal for its own account and RCM knowingly transacts with a client). Further, although it is expected that a Fund’s subscription facility will be used for the following purpose, RCM may, out of its proprietary assets, make an investment in a portfolio company of the Fund on a temporary basis to facilitate an investment organized by the Fund, on terms negotiated with the management of such portfolio company. To the extent that any such transaction may be viewed as a principal transaction, RCM will conduct such transaction in accordance with the provisions of Section 206(3) of the Advisers Act. In addition, to the extent required under a Fund’s Governing Fund Documents, any cross transaction will be subject to limited partner advisory board consultation or approval.

Diverse Membership: The Limited Partners, including those that have representatives on limited partner advisory boards, may have conflicting investment, tax and other interests with respect to their investments in the Funds. The conflicting interests of individual Limited Partners with respect to other Limited Partners may relate to or arise from, among other things, the nature of the Funds’ investments, the structuring or the acquisition of investments and the timing of disposition of the Funds’ investments. As a consequence, conflicts of interests may arise in connection with decisions made by the General Partners or RCM, including with respect to the nature or structuring of investments, that may be more beneficial for one Limited Partner than for another Limited Partner, especially with respect to a Limited Partners’ individual tax situations. In selecting and structuring investments appropriate for the Funds, the General Partners and RCM will consider the investment and tax objectives of the Funds and the Limited Partners as a whole, and not the investment, tax or other objectives of any Limited Partner individually.

Other Fees: As noted earlier, RCM may receive certain fees from investments in connection with transaction, monitoring and other similar fees, payments or compensation or in connection with any investment not completed (i.e., Other Fees). Although a percentage of these Other Fees may be

applied to reduce the quarterly Management Fee payable by the Limited Partners, the Limited Partners will not receive the benefit of all of such fees and conflicts of interest may arise in connection with the payment of such fees. Additionally, if another Fund is participating alongside the Fund in an investment, it is expected that Other Fees received in connection with such investment will be allocated among the participating Funds on the basis of each of their respective percentage ownership of such investment (or, in the case of a potential investment that is not consummated, the percentage ownership that such Funds would have had had the potential investment been consummated). Other Fees that are not allocated to a Fund as a result of the preceding sentence will not be applied to reduce the Management Fee or otherwise be payable to the Fund or the Fund's limited partners. See Item 5 (Fees and Compensation) above for a more detailed discussion of Other Fees.

Limited Partner Advisory Board: Each Fund has a limited partner advisory board, consisting of representatives of certain Limited Partners selected by each General Partner that are not affiliates of the General Partner. The limited partner advisory board of a Fund generally meets at least annually and as requested by each General Partner to: (i) review potential conflict of interest matters raised by the General Partner; (ii) review any matters that require the approval of the limited partner advisory board under the relevant Fund's Governing Fund Documents; and (iii) discuss such other matters as may be raised by the General Partner. A member of the limited partner advisory board of one Fund may also be a member of the limited partner advisory board of another Fund, and such overlapping membership may result in a member having a conflict of interest.

Investments Alongside Other Funds: Certain conflicts of interest may arise from the fact that a Fund may invest in the same opportunities in any one portfolio company with other Funds (i.e., conflicts relating to the terms of the investment, the allocation of expenses and any fee income, the purchase price of the investment, the availability exit opportunities and investments in different parts of the capital structure of any one portfolio company). There can be no assurance that the return on a Fund's investments in any one portfolio company will be equivalent to or better than the returns obtained by any other Fund in connection with its investment in such portfolio company. RCM will take such measures as set forth in the applicable Funds' Governing Fund Documents and RCM's policies and procedures in order to address such potential conflicts of interest which may include: (i) investing on substantially the same terms; (ii) allocating expenses in connection with such investment to the Fund and such other Funds investing in the portfolio company pro rata to the amounts of funds to be invested, unless RCM reasonably determines for equitable reasons that such costs will be borne in different proportions; (iii) allocating fee income attributable to such investment between the Fund and such other Funds investing in the portfolio company pro rata to the amounts of funds to be invested, unless RCM reasonably determines for equitable reasons that such costs will be borne in different proportions; (iv) investing at a price which will be supported by a customary fairness opinion issued by an independent financial advisor (selected by RCM) unless at or around such time an unaffiliated third party is investing in such portfolio company, in which case the Fund and such other Funds investing in the portfolio company will invest at the same price being paid by such third party; (v) allocating any sale opportunity or exit strategy identified for such investment among the Fund and such other Funds investing in the portfolio company on a pro rata basis (in accordance with their respective interests in such investment) and at substantially the same time; and/or (vi) obtaining the approval of the limited partner advisory board prior to the Fund investing in a portfolio company together with any other Fund.

Timing of Investment Realization: While there is a finite commitment period during which new investments may be consummated by a Fund, there is more flexibility regarding when investments must be realized. Because RCM receives management fees, RCM could be incentivized to hold on to investments that have poor prospects for improvement in order to receive ongoing management fees in the interim and, potentially, a more likely or larger Carried Interest distribution if such asset's value appreciates in the future. This incentive is further exacerbated by the General Partners' giveback obligation. Furthermore, the U.S. federal income tax treatment of Carried Interest may depend on the holding period of the relevant investment and, as a consequence, conflicts of interest may arise in connection with the General Partner's decisions regarding the timing of disposition of a Fund's investments and/or how to monetize a Fund's investments.

Item 12: Brokerage Practices

RCM focuses on making investments in private securities, and does not ordinarily deal with any financial intermediary such as a broker-dealer; therefore commissions are not ordinarily payable in connection with such investments. To the limited extent RCM transacts in public securities, or other non-private equity investments (e.g., currency hedging), RCM will seek to obtain best execution. RCM intends to select brokers based upon the broker's ability to provide best execution for the Funds. RCM and/or the General Partner is generally authorized to make the following determinations, subject to each Fund's investment objectives and restrictions, without obtaining prior consent from the relevant Fund or any of their Limited Partners: (1) which securities or other instruments to buy or sell; (2) the total amount of securities or other instruments to buy or sell; (3) the executing broker or dealer for any transaction; and (4) the commission rates or commission equivalents charged for transactions.

Soft Dollars

RCM does not participate in any soft dollar arrangements outside of receiving research available to other institutional investors. Research services received from brokers and dealers are supplemental to RCM's own research effort. To the best of RCM's knowledge, these services are generally made available to all institutional investors doing business with such broker-dealers. RCM does not separately compensate such broker-dealers for the research and does not believe that it "pays-up" for such broker-dealers' services due to the difficulty associated with the broker-dealers not breaking out the costs for such services.

Trade Aggregation

If a Fund transacts in a publicly traded security, due to exclusivity provisions and the fact that RCM generally only invests the assets of a Fund during its commitment period, it generally would not be practicable to aggregate transactions with another Fund. However, if RCM determines that it is in the best interests of participating Funds to aggregate a trade in publicly traded securities in a portfolio company held in more than one Fund, RCM will adopt policies and procedures concerning trade aggregation.

Item 13: Review of Accounts

All investments are carefully reviewed and approved by RCM's investment team, which includes the Managing Partner and other members of the Investment Committee. The portfolio companies are reviewed on a regular basis and the investment personnel meet periodically to discuss investment ideas, economic developments, industry outlook and other issues related to current portfolio holdings and potential investment opportunities.

RCM provides each Limited Partner with the following reports in accordance with the terms of the applicable Governing Fund Documents: (i) audited annual financial statements; (ii) unaudited quarterly financial statements; and (iii) annual tax information necessary to complete any applicable tax returns. RCM also holds annual meetings with the Limited Partners.

Item 14: Client Referrals and Other Compensation

RCM may periodically engage third party placement agents (i.e., solicitors) to introduce prospective investors to the Funds. The fees and expenses of any third-party placement agents will be paid by the Funds, but will be reimbursed by RCM by offsetting Management Fees in accordance with the Governing Fund Documents.

As noted earlier, RCM or its affiliates may charge portfolio companies transaction fees, break-up fees, monitoring fees, other similar fees.

Item 15: Custody

RCM has access to client accounts (i.e., the Funds) since it or an affiliate serves as the General Partner of the Funds. Limited Partners will not receive statements from any custodians. Instead, the Funds are subject to an annual audit by an independent public accountant that is registered with, and subject to regular inspection by, the Public Company Accounting Oversight Board, and the audited financial statements are distributed to each Limited Partner. The audited financial statements will be prepared in accordance with generally accepted accounting principles and distributed within 90 to 120 days of each Fund's fiscal year end.

Item 16: Investment Discretion

In accordance with the terms and conditions of the Governing Fund Documents, and subject to the direction and control of the General Partner of each Fund, RCM generally has discretionary authority to determine, without obtaining specific consent from the Funds or its Limited Partners, the securities and the amounts to be bought or sold on behalf of the Funds, and to perform the day-to-day investment operations of the Funds.

Item 17: Voting Client Securities

In accordance with its fiduciary duty to clients and Rule 206(4)-6 of the Advisers Act, RCM has adopted and implemented written policies and procedures governing the voting of client securities.

RCM's Funds are primarily invested in privately-held portfolio company investments which typically do not issue proxies. However, upon occasion, RCM will receive proxies in connection with its publicly traded portfolio companies, in which case it is RCM's policy to exercise the proxy vote in the best interest of its Funds, taking into consideration all relevant factors, including without limitation, acting in a manner that RCM believes will (i) maximize the economic benefits to the relevant Fund(s) and (ii) promote sound corporate governance by the issuer. On rare occasion, RCM may be required to exercise a vote for a privately-held portfolio company, in which case the same procedures shall apply.

RCM will seek to avoid material conflicts of interest between its own interests on the one hand, and the interests of its Funds on the other. However, as is typical with private equity investing, RCM generally seeks and accepts the election of an RCM representative to serve on the board of directors on behalf of its Funds and will typically, but not always, vote in favor of board recommendations. In situations where RCM is required to vote the proxy for a company in which employees of RCM serve on the board of directors, RCM has determined that this does not inherently present a conflict of interest, as the sole purpose of this representation is to maximize the return on the Funds' investment in such portfolio company. Accordingly, while RCM is generally, but not automatically, fully supportive of recommendations made by a portfolio company's board of directors with respect to proxy votes related to that issuer, it will review all proxies in accordance with its proxy voting guidelines and may or may not vote in favor of the board's recommendation.

Situations may arise in which more than one Fund invests in the same company. In those situations, it is possible that the Funds may have different investment objectives. As a result, RCM may cast different votes on behalf of different Funds.

All conflicts of interest with respect to the voting of client securities will be resolved in the interests of RCM's Funds. In situations where RCM perceives a material conflict of interest, the circumstances surrounding such potential conflict will be reviewed with RCM's General Counsel, who will be responsible for recommending the appropriate action, which may include removing certain of RCM's employees from the proxy voting process.

All proxies that RCM receives will be treated in accordance with these policies and procedures. A copy of RCM's written proxy voting policies and procedures, as well as a record of how RCM has voted in the past, will be maintained and available for review upon written request to RCM at 1180 Peachtree Street NE, Suite 2500, Atlanta, Georgia 30309, Attn: William G. Roche.

Item 18: Financial Information

A balance sheet is not required to be provided as RCM does not solicit fees more than six months in advance. RCM does not have a financial condition that is likely to impair its ability to meet contractual commitments to clients and has not been subject to any bankruptcy proceeding during the past 10 years.