



ACON INVESTMENTS MANAGEMENT, LLC

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This amended and restated brochure provides information about the qualifications and business practices of ACON Investments Management, LLC (“**ACON**” or the “**Adviser**”) and its affiliates. If you have any questions about the contents of this brochure, please contact the Adviser’s Chief Compliance Officer at 202-454-1100. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (the “**SEC**”) or by any state securities authority. The Adviser is registered with the SEC under the U.S. Investment Advisers Act of 1940, as amended (the “**Advisers Act**”). This registration does not, however, imply a certain level of skill or training of the Adviser or its personnel.

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

## Item 2 - Material Changes

The Adviser registered as an investment adviser with the SEC on March 30, 2012. The Adviser is filing this annual updating amendment to its Part 2A Brochure (this “**Brochure**”). This Brochure replaces the amended and restated brochure that was filed in March 2020.

ACON is required to identify and discuss material changes made to this Brochure since the last update. Since the last annual update, this Brochure has been updated in:

- Item 4 (*Advisory Business*) to update the Adviser’s regulatory assets under management and to update certain disclosures relating to ACON’s co-investment program;
- Item 5 (*Fees and Compensation*) to supplement certain disclosures relating to the calculation and treatment of certain fees; and
- Item 8 (*Methods of Analysis and Investment Strategies—Risks*) to update certain risks associated with the Adviser’s investment program, including relating to certain conflicts of interest.

You are encouraged to review this Brochure in its entirety.

**Item 3 - Table of Contents**

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## Item 4 - Advisory Business

### Advisory Firm

ACON Investments Management, LLC (“**ACON**” or the “**Adviser**”) is a private equity investment advisory company located in Washington, D.C. The Adviser was established in 2008 and provides investment supervisory services to certain pooled investment vehicles described below.

The Adviser is a limited liability company organized under the laws of the State of Delaware. The Adviser is owned by Bernard Aronson, Kenneth Brotman and Jonathan Ginns.<sup>1</sup> The Adviser is party to an arrangement with ACON Investments, L.L.C. (“**ACON Investments**” or the “**Firm**”) pursuant to which ACON Investments and/or its affiliates provide the services of various private equity fund investment, finance, accounting, tax, investor relations, legal, compliance and support professionals to the Adviser. ACON Investments is an international private equity fund management company that was founded in 1996 by Messrs. Aronson, Brotman and Ginns. Since its inception, the Firm has managed, or has had under management, approximately \$5.8 billion in capital.<sup>2</sup> ACON and its affiliated investment advisers currently operate private equity funds and other investment vehicles in two primary lines of business: one that targets middle-market companies primarily in the United States and the other that focuses on middle-market transactions primarily in Latin America. ACON seeks to make control equity, protected minority or structured equity transactions.<sup>3</sup>

The Adviser currently manages three private equity vehicles, ACON ABP II Capital, LLC, a Delaware limited liability company formed in 2006 (“**ABP II Capital**”), ACON AEP III CAPITAL, L.L.C., a Delaware limited liability company formed in 2011 (“**AEP III Capital**”) and ACON AEP IV Capital, L.L.C., a Delaware limited liability company formed in 2015 and that commenced operations in 2016 (“**AEP IV Capital**”). Each of ABP II Capital, AEP III Capital and AEP IV Capital are referred to herein as “**ACON Investment Vehicles**” or “**Investment Vehicles**.”

ABP II Capital was formed for the sole purpose of acquiring a limited partnership interest in Acon-Bastion Partners II, L.P. (“**ABP II**”), a private equity fund managed by Acon Funds Management, L.L.C. (SEC File No. 801-74407), an affiliate of ACON (“**AFM**”). AEP III Capital was formed for the sole purpose of acquiring a limited partnership interest in ACON Equity Partners III, L.P. (“**AEP III**”), a private equity fund managed by ACON EQUITY MANAGEMENT, L.L.C. (SEC File No. 801-74406), an affiliate of ACON (“**AEM**”). AEP IV Capital was formed for the sole purpose of acquiring a limited partnership interest in ACON Equity Partners IV, L.P. (“**AEP IV**”), a private equity fund also managed by AEM. Each of AEM and AFM are referred to herein as “**Related Advisers**.” ACON may in the future organize additional vehicles similar to the Investment Vehicles to invest in successor private equity funds to ABP II, AEP III and AEP IV (each, an “**Underlying Fund**” and together, the “**Underlying Funds**”), consistent with the terms of the agreements governing the operation and establishment of the Underlying Funds and the Investment Vehicles.

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<sup>1</sup> Please refer to Schedules A and B to ACON’s Part 1 of Form ADV for information regarding ACON’s beneficial owners and control persons.

<sup>2</sup> Represents cumulative capital commitments in the Firm’s private equity platforms since ACON Investments’ inception in 1996 through March 31, 2021. Excludes co-investment capital invited by ACON Investments to invest alongside, but not managed by, affiliates of ACON Investments.

<sup>3</sup> See Item 10 (*Other Financial Industry Activities and Affiliations*) for a list of the other ACON affiliated registered investment advisers.

The Underlying Funds target making private equity investments in middle-market companies, principally in the United States, with the objective of achieving long-term appreciation for their investors. ACON's and the Related Advisers' investment strategy focuses on revenue growth and operational improvements as one of the primary tools to achieve value creation. The Underlying Funds target equity and equity-linked debt investments and other opportunistic investments, and aim to invest primarily in companies in which ACON and its affiliates will have the right to control or exert significant influence over the portfolio company's strategic planning, operations and development. One or more representatives of ACON and its affiliates typically participate as a member of the board of directors of each portfolio company investment of the Underlying Funds.

In addition to the private equity fund platform that the Adviser and the Related Advisers offer to investors in the Underlying Funds as well as the Investment Vehicles, ACON and its affiliates (including other registered affiliated investment advisers of ACON including the Related Advisers) also offer investors in the Underlying Funds and the Investment Vehicles, prospective investors and third parties that are not investors in the Underlying Funds or the Investment Vehicles, opportunities to co-invest alongside the relevant Underlying Fund in investment opportunities identified by the Adviser and the Related Advisers, whether through an ACON-sponsored (or Related Adviser-sponsored) Underlying Investment Vehicle (a **"Co-Invest Vehicle"**) or directly into the underlying portfolio company. There is no guarantee that co-investment opportunities will always be available. These co-investments may be made on a discretionary basis, or on a non-discretionary basis subject to certain pre-defined parameters.

*Recipients of this Brochure should review and refer to the Form ADVs filed on behalf of each Related Adviser, including without limitation the Part 2A Brochure filed by each Related Adviser (each, a **"Related Adviser Brochure"** and together, the **"Related Brochures"**), because the ACON Investment Vehicles feed into the Underlying Funds. Accordingly, disclosures and risks outlined therein apply to investors in the ACON Investment Vehicles inasmuch as such investors are indirect investors in the private equity funds described in the Related Brochures.*

In addition, the Adviser owns ACON Southern Europe Management, L.L.C. (**"ASEM"**). ASEM is a **"Relying Adviser"** and files a single Form ADV with the Adviser. ASEM is under common control with the Adviser and was formed to manage one or more Southern Europe-focused private equity vehicles.

### **Types of Advisory Services Offered**

The Adviser provides investment advisory services to the Investment Vehicles, including identifying, evaluating, structuring, recommending and negotiating investment acquisition and disposition opportunities; identifying sources of financing for proposed investments; supervising the negotiation, preparation and review of agreements and other documents in connection with investments, dispositions and financings; and ongoing monitoring and management of portfolio company investments.

The relationship between ACON and each Investment Vehicle is governed by the U.S. Investment Advisers Act of 1940, as amended (the **"Advisers Act"**), as well as the governing documents of each Investment Vehicle (the **"Investment Agreement"**) and the terms of any investment advisory agreements concluded between ACON and each Investment Vehicle. Because the Investment Vehicles feed into the Underlying Funds, the terms of the investors' investments in the Investment Vehicles are also governed by the governing documents of the applicable Investment Vehicle (each an **"Underlying Investment Agreement"**) and when specifically referring to the Underlying Funds, the **"Underlying Fund Agreements"**) and the terms of any investment advisory agreements concluded between the Related Advisers and each Investment Vehicle. Investments in the Investment Vehicles are privately offered only to qualified investors that satisfy applicable eligibility and suitability requirements. The Investment Vehicles are not registered under the

U.S. Investment Company Act of 1940, as amended (the “**Investment Company Act**”) and the limited partnership or other interests offered by such vehicles are not registered under the U.S. Securities Act of 1933, as amended (the “**Securities Act**”). Certain ACON personnel (including without limitation employees of ACON affiliates and the named “**Principals**” of each Underlying Fund (hereinafter referred to as “**Principals**”) also invest (and often are required by investors to invest) in the ACON Investment Vehicles, and as a result, their economic interests may be better aligned with those of the investors.

In connection with the provision of advisory services to the Investment Vehicles, ACON or its affiliates often enter into side letters or other writings (“**Side Letters**”) with certain investors, including investors in the Investment Vehicles, which have the effect of establishing rights under, or altering or supplementing the terms of, a vehicle’s Investment Agreement in respect of the investor to whom a Side Letter is addressed. Side Letters provide the investor with economic, regulatory and other terms that are more favorable than the terms offered to other investors. Side Letter provisions cover a broad variety of topics. Examples of Side Letter provisions for the benefit of an investor include, without limitation, a waiver or reduction of management and/or other fees/allocations (including differences in application of fee offset provisions with respect to such investor); payment of reduced carried interest or carried interest that may be cross-collateralized across more than one ACON Investment Vehicle; the provision of additional information, reports or access rights; rights related to specific regulatory requests of certain investors; more favorable transfer rights; the ability to opt-out of certain investments; withdrawal rights due to adverse tax, investor policy, regulatory or other events; consent rights to certain Investment Vehicle actions or Investment Agreement or Underlying Fund Agreement amendments; priority and/or other rights with respect to the review of co-investment opportunities (and the terms thereof); and rights to participate on a particular ACON Investment Vehicle’s investor advisory committee. The foregoing list is not exhaustive. In addition, certain Side Letters with investors contain provisions that economically incentivize ACON to offer co-investment opportunities to such investors.<sup>4</sup>

### **Services Tailored to Individual Needs of Clients**

ACON provides investment advice to the Investment Vehicles consistent with the terms of the Investment Agreements and not individually to the investors in such vehicles.

### **Wrap Fee Programs**

Wrap fee programs are comprehensive fees charged by an investment adviser to a client for providing a bundle of services, such as investment advice, investment research and brokerage services. ACON does not participate in wrap fee programs.

### **Client Assets**

As of December 31, 2020, ACON had approximately \$36.2 million of client assets under management, all of which is managed on a discretionary basis.

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<sup>4</sup> Side Letters modify the terms of an Investment Agreement with respect to the investor that is the counterparty to the Side Letter. As such, when describing the terms set forth in an Investment Agreement, unless otherwise stated expressly to the contrary, it shall be deemed that Side Letter references are incorporated therein by reference as the context requires.

## Item 5 - Fees and Compensation

### Fees

ACON and/or its affiliates generally receive a management fee in connection with advisory services. From time to time, ACON and/or its affiliates receive additional compensation in connection with management or other services performed for the portfolio companies of the Underlying Funds, as described in detail below.

#### *Management Fees*

##### Generally

The Investment Vehicles pay ACON a management fee (the “**Management Fees**”) that generally conforms to the management fees charged by the Underlying Fund. The precise amount of, and the manner and calculation of, the Management Fees for each Investment Vehicle are established by ACON through negotiations with investors in the applicable Investment Vehicle and are set forth in the Investment Agreement for each vehicle. The amount of the Management Fees are typically reduced following expiration of each Investment Vehicle’s commitment period or upon the closing of a successor to the Underlying Fund. Management Fees are typically paid semi-annually or quarterly in advance and are subject to waiver and/or offsets as more fully described below.

Principals or other current or former employees of the Adviser or its affiliates generally receive salaries and other compensation derived from, and in certain cases including a portion of, the Management Fee, carried interest or other compensation received by the Adviser or its affiliates.

##### Secondments, Operating Personnel and Consultants

See the Related Brochures for a discussion of ACON’s practices with respect to secondments, operating personnel and consultants.<sup>5</sup>

##### Co-Investment Vehicles

As described in the Related Brochures, affiliates of ACON offer co-investment opportunities alongside the Underlying Funds. Co-investors may receive certain rights, as described more fully in the Related Brochures. In addition, affiliates of ACON, including the Related Advisers, also may receive management fees, carried interest and other fees in connection with such co-investment opportunities, and co-investment vehicle management fees are not generally subject to fee offset provisions as is the case with the Underlying Fund Management Fees. As a result, ACON could have incentives to increase investment allocations to co-investors, and those incentives could affect how ACON allocates investment opportunities or ultimately makes decisions with respect to its management of a particular portfolio company investment. Investors in the Investment Vehicles should carefully review the Related Brochures for disclosures regarding, among other things, allocation of fees and expenses and fee offsets.

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<sup>5</sup> The term “personnel” and “ACON Personnel,” as used throughout this Brochure, will be deemed to include the ACON operating professionals unless otherwise expressly stated or the context otherwise requires.

### Management Fee Exemptions, Reductions and Waivers

The Adviser may exempt certain persons from payment of Management Fees or otherwise reduce the Management Fees payable by certain investors, including without limitation ACON personnel, persons with family or other relationships with the Adviser and its affiliates and unaffiliated parties, including without limitation business associates, strategic partners, advisors, consultants and significant investors.

As permitted under each Investment Agreement, the Adviser may also waive or agree to reduce the Management Fees in exchange for a credit towards the amount of capital the Underlying Fund Principals and other ACON personnel would otherwise be required to contribute to each Underlying Fund. The investors of the particular Underlying Fund may be required to make a *pro rata* contribution according to their respective commitments to fund any contribution that would otherwise have been required of ACON personnel and Underlying Fund Principals in connection with any such waiver or reduction and, as a result, the exercise of such waiver may result in an acceleration of investor capital contributions. Waived or reduced Management Fees in these circumstances are not subject to the Management Fee offsets described below and may be significant.

### ***Other Fees Earned by ACON and Fee Offsets***

#### Description of Fees

Affiliates of the Adviser may receive fee income paid by portfolio companies or other third parties, including, for example: (i) monitoring fees, set-up fees, operational consulting fees or other fees; (ii) cash and non-cash directors' fees; and (iii) termination, break-up or other similar fees, payments or compensation, in each case received in connection with investments or proposed investments of the Underlying Fund and/or co-investors, or services provided in connection therewith (collectively, "**Other Fees**"). Other Fees negotiated for by ACON also include accelerated portfolio company monitoring fees in the event of a sale of a company prior to the expiration of the term of the applicable portfolio company monitoring fee or management services agreement. Such accelerated monitoring fees may be calculated based on expectations or estimates of future events and, accordingly, may be higher or lower than the actual cost and/or amount of services provided and could negatively impact investor returns. In addition, certain of these Other Fees may be calculated on the basis of estimated financial results of a portfolio company over a particular time period, with no provisions requiring a true-up for actual financial results over such time period. Moreover, in many cases, Other Fees are based on enterprise value or other metrics relating to a portfolio company, the acquisition of or investment in such company, or the ongoing monitoring thereof, and there can be no assurance that the amount of Other Fees charged will be tied to or proportional to the amount of hours of work performed on behalf of the portfolio company.

In certain circumstances, such as those relating to short- or long-term portfolio company cash or liquidity needs, and regardless of whether the portfolio company is undergoing financial stress, ACON reserves the right to accrue, defer or forego payments of Other Fees, and reserves the right to charge interest at then-available rates with respect to such amounts. In such cases, in accordance with the relevant Investment Agreements, investors will not have the right to receive the benefit of Management Fee offsets with respect to such amounts until they are actually received.

#### Fee Offsets, Allocation and Other Considerations

The amount of Management Fees payable may be offset by at least a portion of Other Fees (net of related expenses) received by ACON and its affiliates in connection with an investment made by a particular Underlying Fund. Each Management Fee offset reduces Management Fees payable by direct and indirect investors in an Underlying Fund. The portion of Other Fees received by ACON that reduce Management



Fees payable are disclosed in, and governed by, the Underlying Fund Agreements. If no subsequent installments of Management Fees are due, then excess offset amounts will be returned to direct and indirect investors upon liquidation of an Underlying Fund if required by the terms of the applicable Investment Agreement. Any balance not so shared is retained by ACON (or affiliates) as additional revenue. For a description of the offset mechanism in each of the Underlying Funds, including how affiliates of the Adviser handle allocation of Other Fees across multiple vehicles, refer to the Related Brochures.

The right of ACON's affiliates to receive Other Fees may create a conflict of interest between ACON and its affiliates, on the one hand, and the various investment vehicles and their investors, on the other hand, because the fees may be substantial and the investment vehicles and their investors do not have a direct interest in the fees. ACON and its affiliates believe, however, that the Underlying Fund management fee offset mechanism described in the Related Brochures (to the extent applicable) and the equity commitments made by owners of the Adviser and other ACON personnel in the Underlying Funds and other investment vehicles, significantly mitigates this potential conflict. In addition, ACON and its affiliates believe this potential conflict is often further mitigated by the fact that Other Fees may become limited as the result of negotiations involving third parties, such as with sellers, buyers, and management teams or boards of directors of, or lenders to, portfolio companies.

#### Board Fees

Refer also to the Related Brochures for a discussion regarding treatment of director fees.

#### **How Fees are Billed**

The Adviser causes the Management Fees due in respect of a particular Investment Vehicle to be paid to ACON (or an affiliate thereof) by (i) requiring investors to make capital contributions, (ii) withholding from investment proceeds that would otherwise be distributable to investors or (iii) in certain cases, causing the Underlying Funds to borrow money (subject in each case to the terms of the respective Underlying Fund Agreement).

#### **Other Fees and Expenses**

The various types of fee income received by ACON are described above.

As feeder vehicles, investors in each of the Investment Vehicles are responsible for payment of expenses charged by the Underlying Funds. Refer to the Related Brochures for a detailed description of the types and nature of expenses that may be borne (both directly and indirectly) by the Underlying Funds (and thus, indirectly, the Investment Vehicles), on the one hand, and affiliates of ACON, on the other hand. In addition, the Adviser is permitted to set aside appropriate reserves for anticipated expenses and liabilities of each of the Investment Vehicles prior to making distributions to investors. The Related Brochures also provide details relating to the Adviser's allocation methodology with respect to other fees and expenses, which investors should review carefully.

Investors should review all of the types of fees and expenses charged by ACON, its affiliated special purpose general partner or manager entities ("**GPs/Managers**") and others to the respective ACON Investment Vehicles to determine the total amount of fees and expenses to be paid by these vehicles and, indirectly, their investors.

## **Refunds for Fees Charged in Advance**

Management Fees typically are paid in advance. The terms of the ACON Investment Vehicles (which are closed-end vehicles) do not generally contemplate a return of fees to investors to the extent that ACON's services terminate prior to the end of the relevant payment period, except that at the end of the term of each Investment Vehicle, the Management Fees are due in advance only for the applicable *pro-rated* partial period.

## **Compensation for Sales of Securities**

Neither ACON nor any of its supervised persons accept compensation for the sale of securities or other investment products, including asset-based sales charges or service fees from the sale of mutual funds.

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

Not applicable. However, investors should review and refer to the Related Brochures for a description of the carried interest that affiliates of ACON, and investment professionals thereof, may receive in connection with investments made by the Underlying Funds, as well as potential conflicts that arise with respect to side-by-side investing, allocation of co-investment opportunities, and non-cash distributions.

## **Item 7 - Types of Clients**

ACON provides investment advisory, management and administrative services to the Investment Vehicles only. Investment advice is not provided individually to the investors in such vehicles.

The Investment Vehicles are pooled investment vehicles formed under domestic laws and operated as exempt investment pools under the Investment Company Act. The investors participating in Investment Vehicles may include, among others, a broad range of U.S. and non-U.S. investors, including without limitation high net worth individuals, trusts, estates or charitable organizations and other investment entities, corporations and business entities, and may include, directly or indirectly, ACON personnel. On occasion, ACON may also offer investment opportunities to other qualified institutions and individuals (for example, executives of present or former portfolio companies). Details concerning applicable investor suitability criteria are set forth in the respective private placement memoranda and subscription materials for the Investment Vehicles.

ACON may impose a minimum investment commitment for investors in Investment Vehicles, however this minimum may be waived in ACON's sole discretion.

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

### **Methods of Analysis and Investment Strategies**

The Adviser's investment strategy on behalf of each Investment Vehicle is to seek to increase the value of, and to find desirable exit opportunities for, the investments made by each such Investment Vehicle. This strategy may involve the use of information generated by individuals or entities not affiliated with ACON or its affiliates. Sources of such information include, but are not limited to, research provided by institutions and the brokerage community, internally and externally generated analysis of potential opportunities, specialized consultants, industry experts, and industry and trade publications, as well as direct contact with management of potential portfolio companies and related due diligence.

ACON generally follows an investment process which seeks to: (i) subject potential transactions to a multi-stage screening process with certain hurdles at each stage; (ii) institute the appropriate controls and monitoring mechanisms to facilitate the ability of ACON's investment professionals to add value to the investments made by the Investment Vehicles; and (iii) maximize the value of investments upon exit.

## **Risks**

The ACON Investment Vehicles make investments into Underlying Funds that in turn make investments in middle-market companies the primary operations of which are typically within the United States. Certain of the risks related to this investment strategy are summarized below. There are significant risks and potential conflicts of interest in investing in private securities issued by middle-market companies. Prospective investors should carefully consider all of the risks related to investing in the ACON Investment Vehicle that are set forth in the private placement memorandum or other offering document (if applicable) for the Underlying Fund, including those discussed below. Investors should also carefully review the Risks set forth in the Related Brochures. The investment track records of the members of ACON's investment management team provide no assurance of future results for ACON Investment Vehicles.

***Private equity-related investments generally.*** All securities investments risk the loss of capital. Investments in Investment Vehicles are speculative and involve a high degree of risk. Investments with ACON should be undertaken only by investors that have the financial sophistication and expertise to evaluate the merits and risks of an investment in such vehicle and for which the Investment Vehicle does not represent a complete investment program. There can be no assurance that any Investment Vehicle will meet its investment objectives or otherwise be able to carry out its investment program successfully or that an investor will receive a return of its capital contributed to the Investment Vehicle. In addition, there can be no assurance that any Investment Vehicle will be able to generate returns for investors or that returns will be commensurate with the risks of the Investment Vehicle's investments. Investment in any Investment Vehicle should only be made by investors that can afford a loss of their entire investment. Prospective investors should consult their own legal, tax and/or financial advisors prior to investing in an Investment Vehicle.

***Business risks.*** The investment portfolio of an ACON Investment Vehicle is expected to consist primarily of securities issued by privately held companies, and operating results in a specified period will be difficult to predict. Such investments involve a high degree of business and financial risk that can result in substantial losses.

***Investment in junior securities.*** The securities in which an ACON Investment Vehicle will invest may be among the most junior in a portfolio company's capital structure and, thus, subject to the greatest risk of loss. Generally, there will be no collateral to protect an Investment Vehicle's investment once made.

***Limited transferability of ACON Investment Vehicles' interests.*** There will be no public market for the ACON Investment Vehicles interests, and none is expected to develop. There are substantial restrictions upon the transferability of ACON Investment Vehicle interests under the Investment Agreements and applicable securities laws. In general, withdrawals of ACON Investment Vehicle interests are not permitted. In addition, such interests are not redeemable. Interests in the ACON Investment Vehicles are not registered under the Securities Act, the securities laws of any U.S. state or the securities laws of any other jurisdiction, and therefore, cannot be resold or transferred unless registered under the Securities Act (and other applicable securities laws) or an exemption from registration is available.

### **Certain Conflicts of Interest**

ACON, its affiliates and its related entities engage in a broad range of advisory and non-advisory activities, including investment activities for their own account and for the account of other Investment Vehicles and providing transaction-related, investment advisory, legal, management and other services to Investment Vehicles, special purpose acquisition companies (“SPACs”) and their respective portfolio companies. Accordingly, various potential and actual conflicts of interest will arise from time to time with respect to the overall investment activities of the GPs/Managers and their affiliates, including other ACON Investment Vehicles and their respective portfolio companies. The following paragraphs summarize some of these conflicts, but are not intended to be an exclusive list of all such conflicts. For purposes of this section, (i) “**ACON Personnel**” shall mean partners, members, shareholders, officers, directors, managers, employees and other personnel of ACON, and (ii) all references to ACON will be deemed to include ACON Personnel unless the context otherwise requires. ACON Personnel reserve the right to manage their own personal investments, whether or not through a formal family office or estate planning structure, and to pay or receive compensation relating to these arrangements. Unless restricted by the applicable Investment Agreements, ACON Personnel are permitted to serve on boards or act in other roles unaffiliated with ACON, the Funds, other ACON Investment Vehicles or their portfolio companies, including boards of charitable and educational institutions, public companies and former portfolio companies, and receive compensation in connection with such services and roles.

***Reliance on ACON and portfolio company management.*** Control over the operation of each ACON Investment Vehicle will be vested with ACON, and such vehicle’s future profitability will depend largely upon the business and investment acumen of ACON and the ACON Principals. The loss or reduction of service of one or more of the ACON Principals could have an adverse effect on an ACON Investment Vehicle’s ability to realize its investment objectives. In addition, ACON currently, and will in the future, manage other investment funds and vehicles besides the ACON Investment Vehicles and the ACON Principals will need to devote substantial amounts of their time to the investment activities of such other funds and vehicles, which is expected to pose conflicts of interest in the allocation of the time of such investment professionals. The other funds may include predecessor funds, successor funds and funds focused on other geographies or on other asset classes within the geographic regions in which ACON invests. Investors generally have no right or power to take part in the management of an ACON Investment Vehicle, and as a result, the investment performance of an ACON Investment Vehicle will depend on the actions of ACON. In addition, certain changes in ACON or circumstances relating to ACON may have an adverse effect on an Investment Vehicle or one or more of its portfolio companies including potential acceleration of debt facilities.

Although ACON will monitor the performance of each ACON Investment Vehicle investment, it will primarily be the responsibility of each portfolio company’s management team to operate such portfolio company on a day-to-day basis. Although an ACON Investment Vehicle generally intends to invest in companies with strong management or recruit strong management to such companies, there can be no assurance that the management of such companies will be able or willing to successfully operate a company in accordance with an Investment Vehicle’s objectives. Additionally, portfolio companies will need to attract, retain and develop executives and members of their management teams. The market for executive talent is, notwithstanding general unemployment levels or developments within a particular industry and/or geography, extremely competitive. There can be no assurance that portfolio companies will be able to attract, develop, integrate or retain suitable members of their management teams and, as a result, an ACON Investment Vehicle and its investments may be adversely affected.

***Lack of management rights.*** Investors generally will have no opportunity to control the day-to-day operation, including, but not limited to, investment and disposition decisions, of the Investment Vehicles,

and will be permitted to vote only in the limited circumstances set forth in the Investment Agreements. Investors will not make decisions with respect to the selection, management, disposition or other realization of any investment, or any other decisions regarding the Investment Vehicles' business and affairs. In order to safeguard their limited liability for the liabilities and obligations of the Investment Vehicles, investors must rely entirely on ACON and its GPs/Managers to conduct and manage the affairs of the Investment Vehicles.

***Side Letters and opt-out rights.*** As described above, the Investment Vehicles, ACON and its GPs/Managers routinely enter into written agreements, or Side Letters, with certain investors, including ACON Personnel. These Side Letters provide investors with customized terms, which results in preferential treatment or could economically incentivize ACON to provide preferential treatment, with respect to, among others: (i) the fee structure, including reduced Management Fees, modified waterfall mechanics, cross-collateralized Carried Interest structures across multiple Investment Vehicles and/or reduced Carried Interest; (ii) the ability to opt-out of certain types of investments (including with respect to investments in certain geographies and/or industries); (iii) the reporting obligations of the particular Investment Vehicle; (iv) the right to transfer interests in the applicable Investment Vehicle; (v) the offering of co-investment opportunities; (vi) the right to withdraw from the applicable Investment Vehicle in the event of adverse tax or regulatory events or violations of law or policies; (vii) additional confidentiality protections; (viii) the right to disclose certain information to underlying investors or to the public; (ix) structuring rights with respect to certain types of investments; (x) modification of default remedies; (xi) prior review of an ACON Investment Vehicle's investment opportunities; (xii) investment pacing restrictions; or (xiii) certain other terms whether economic, procedural or otherwise. Furthermore, the Adviser or its affiliates have permitted, and may in the future permit, certain ACON Personnel, business associates and "friends and family" of ACON to invest directly or indirectly in Investment Vehicles on terms that are more favorable than those offered to other investors, including with respect to the non-payment or reduction in payment of Management Fees and Carried Interest or different treatment with respect to fee offsets. If the Adviser or an affiliate thereof enters into a Side Letter entitling an investor to opt out of a particular investment (including one or more significant investors with geographic-specific opt-outs) or withdraw from the Investment Vehicle or allowing such investor to be excused from particular investments, any election to opt out (including by one or more significant investors with geographic- or industry-specific opt-outs) or withdraw by such investor would correspondingly increase the interest that other investors will have in that particular geography, industry or investment (in the case of an opt-out) or all future investments (in the case of a withdrawal). In addition, in the case of an opt-out election, depending upon the specific terms of the Investment Agreement (which may call for future capital contributions to be based on unfunded commitments rather than aggregate commitments), the election may decrease the interest that other investors will have in subsequent investments. Conversely, in the case of an opt-out election where the specific terms of the Investment Agreement call for future capital contributions to continue to be based on capital commitments, the election of one or more investors to opt-out of a particular transaction or transactions will result in reducing the overall size of the Investment Vehicle, which may have a material adverse effect on the vehicle and its investment prospects.

***Diverse investor group may have conflicting interests.*** Prospective investors also should be aware that conflicting investment, tax and other interests and circumstances may exist among the investors in connection with an ACON Investment Vehicle's activities. For example, the investors are expected to include taxable and tax-exempt entities and persons and may include persons or entities organized in various jurisdictions. The conflicting interests of individual investors may relate to or arise from, among other things, the nature of investments made by an ACON Investment Vehicle, the structuring or the acquisition of investments and the timing of disposition of investments, investments by such investors in other ACON Investment Vehicles and the ability and desire to consummate co-investment opportunities. As a consequence, conflicts of interest may arise in connection with decisions made by ACON regarding an

investment (including with respect to the nature or structuring of investments of an ACON Investment Vehicle) that may be more beneficial for one type of investor than for another, including investors affiliated with ACON, and especially with respect to tax matters, and which create conflicts of interests. In selecting and structuring investments appropriate for an ACON Investment Vehicle, ACON will consider the investment and tax objectives of such vehicle, the GP/Manager and the investors as a whole, not the investment, tax or other objectives of any investor individually.

#### **Item 9 - Disciplinary Information**

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that are material to a client's or prospective client's evaluation of the adviser's business or the integrity of its management. ACON does not have any legal or disciplinary events to report.

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

##### **Broker-Dealers**

Neither ACON nor any of its management persons are registered, or have an application pending to register, as a broker-dealer or a registered representative of a broker-dealer.

##### **Futures and Commodity Trading**

Neither ACON nor any of its management persons are registered, or have an application pending to register, as a futures commission merchant, commodity pool operator, a commodity trading advisor, or an associated person of the foregoing entities.

##### **Material Relationships**

Some of the key management executives and investment professionals of ACON, as well as the Chief Financial Officer, Chief Operating Officer, General Counsel, Chief Compliance Officer and other employees and/or consultants of ACON and its affiliates serve in similar capacities for the following affiliates of ACON that are also registered investment advisers:

- Acon Funds Management, L.L.C. (SEC File No. 801-74407);
- ACON LatAm Management, L.L.C. (SEC File No. 801-74408); and
- ACON EQUITY MANAGEMENT, L.L.C. (SEC File No. 801-74406).

The Adviser is party to an arrangement with ACON Investments, a service affiliate, pursuant to which ACON Investments and/or its affiliates provide the services of various private equity fund investment, finance, accounting, tax, investor relations, legal, compliance and support professionals to the Adviser. In addition, through this arrangement, certain administrative services including the payment of payroll, benefits and overhead costs are provided to shared employees and facilities.

##### **Other Investment Advisers**

ACON does not recommend or select other investment advisers for the Investment Vehicles. However, it may, as described above, sub-contract certain services to its affiliates.

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

### **Code of Ethics**

ACON and its affiliates have adopted a Code of Ethics (the “**Code**”) to ensure that ACON fulfills its fiduciary requirements to the Investment Vehicles and to identify, address and avoid potential conflicts of interest which exist when providing advisory services to these vehicles. The Code requires that personnel of ACON comply with all applicable provisions of federal securities laws. The Code includes policies and procedures related to the disclosure and pre-clearance of certain trading activity. The policy also addresses confidentiality (with appropriate exceptions for whistleblowing) and insider trading and expressly prohibits personnel from disseminating material non-public information or using such information inappropriately for the benefit of any party. Personnel are required to provide written certification as to their compliance with the Code on an annual basis.

ACON will provide a copy of its Code of Ethics to any client or prospective client upon request. Please contact Teresa Y. Bernstein, Chief Compliance Officer, at 202-454-1100 x771 or [tbernstein@aconinvestments.com](mailto:tbernstein@aconinvestments.com).

### **Participation or Interest in Client Transactions**

From time to time, consistent with each Investment Vehicle’s investment objectives and subject to satisfaction of the policies and procedures set forth in the Code, the Investment Vehicle’s Investment Agreements and applicable law, ACON or its GPs/Managers may recommend that an Investment Vehicle acquire or sell securities in which an ACON related or affiliated person has a pre-existing direct or indirect interest, and the Adviser or its GP/Manager may cause the Investment Vehicle to effect the recommended transaction. A potential conflict of interest could arise in that the interested ACON related person could benefit from such a purchase or sale of the applicable security by the Investment Vehicle. The Code, however, is designed to identify and manage conflicts of interest to the extent they arise in connection with such transactions, and to ensure that ACON fulfills its role as a fiduciary to the Investment Vehicles. In particular, the Code requires that ACON act in the best interests of the Investment Vehicles, in good faith and in an ethical manner. Certain terms of each Investment Vehicle’s Investment Agreements (including for example the possible need for investor advisory committee approval) and the equity participation of ACON investment professionals in the Investment Vehicle further mitigate such conflicts.

### **Personal Trading**

From time to time, subject to satisfaction of the policies and procedures set forth in the Code, the Investment Vehicles’ Investment Agreements and applicable laws, an ACON related person may acquire or sell securities that are recommended to an Investment Vehicle or in which the Investment Vehicle has a pre-existing direct or indirect interest. A potential conflict of interest could arise in that the interested ACON related person or affiliate could benefit from the Investment Vehicle’s ownership, or subsequent sale, of the applicable security. However, the Code is designed to identify and manage conflicts of interest to the extent they arise in connection with the personal securities transactions and other investment activities of ACON related persons, and to ensure that ACON fulfills its role as a fiduciary to each Investment Vehicle. In particular, the Code requires that ACON related persons abide by policies and procedures in connection

with their personal securities trading activities, and such activities are monitored under the Code to ensure compliance with such policies and procedures.

### **Personal Trading Contemporaneous with Client Transactions**

From time to time, in appropriate circumstances and subject to satisfaction of the policies and procedures set forth in the Code and each Investment Vehicle's governing documents, ACON personnel and other related persons or affiliates will co-invest in the investments made by Investment Vehicles generally at the same time as and on a side-by-side basis with Investment Vehicles (including their investors). ACON does not believe that this common industry practice gives rise to material conflicts of interest, and that certain potential conflicts of interest are addressed by the Code and the Investment Vehicle's Investment Agreements. However, because ACON personnel may have the opportunity to select the particular investments in which they may choose to participate (and the amount of their participation), the ACON investment professionals will sometimes have personal and financial motivations with respect to a particular transaction that may not necessarily be aligned with investors in the Investment Vehicles.

### **Item 12 - Brokerage Practices**

ACON primarily invests in private securities and does not regularly engage in high volume trading of public securities. Accordingly, ACON is generally not in a position to select a broker-dealer for any Investment Vehicle's transactions.

ACON may distribute securities to investors in an Investment Vehicle or sell such securities, including through using a broker-dealer if a public trading market exists. ACON may also sell securities in an Investment Vehicle through privately negotiated transactions with or without the use of brokers or dealers. If ACON or one of its affiliates sells publicly traded securities for the Investment Vehicle, they are responsible for directing orders to broker-dealers to effect securities transactions for managed accounts. ACON will select brokers on the basis of best price and execution capability. ACON has no duty or obligation to seek in advance competitive bidding for the most favorable commission rate applicable to any particular client transaction or to select any broker on the basis of its purported or "posted" commission rate, but will endeavor to be aware of the current level of the charges of eligible brokers and to minimize the expenses incurred for effecting client transaction to the extent consistent with the interests and policies of the accounts. Although ACON generally seeks competitive commission rates, ACON will not necessarily pay the lowest commission or commission equivalent. Transactions may involve specialized services on the part of the broker involved and thereby entail higher commissions or their equivalents than would be the case with other transactions requiring more routine services.

ACON does not have any soft dollar arrangements.

ACON does not engage third-party solicitors, however the Underlying Funds, or affiliates thereof, may do so from time to time. However, such third-party solicitors are not used as broker-dealers to effect transactions in publicly traded securities on behalf of any Investment Vehicle.

If ACON sells a publicly traded security for multiple Investment Vehicles, trades with a particular broker on the same day will generally be averaged across client accounts if determined by ACON to be fair and reasonable under the circumstances.



## **Item 13 - Review of Accounts**

### **Periodic Review of Client Accounts**

The investments made by the Investment Vehicles are generally private, illiquid and long-term in nature. Accordingly, the review process is not directed toward a short-term decision to dispose of securities. However, ACON's personnel monitor and review companies in which an Investment Vehicle invests including, for example, by participating in board meetings and management calls, reviewing annual and interim financial statements, determining fair valuations quarterly, and making on-site visits to such companies. Each Investment Vehicle's financial statements are maintained and monitored by the ACON Investments finance staff under the supervision of the Chief Financial Officer. In addition, financial statements for the Investment Vehicles are audited on an annual basis by an independent third-party accounting firm.

### **Factors that Trigger a Review of Client Accounts**

ACON investment professionals regularly supervise and monitor the investment activities of the Investment Vehicles. In addition, the investment committees of each of the Related Advisers regularly supervise and monitor the investment activities of the Underlying Funds.

### **Reports to Clients**

Audited financial statements are provided to investors in the Investment Vehicles generally within 120 days of the end of the vehicles' fiscal year. Unaudited financial statements and investor-specific account statements are generally provided within 45-60 days of the end of the vehicles' fiscal quarter, along with information about the financial performance of the companies in which the Investment Vehicle has, indirectly through the Underlying Funds, invested.

Certain investors in an Investment Vehicle may request information relating to the Investment Vehicle and, to the extent such information is readily available or may be obtained without unreasonable effort or expense, ACON generally will provide such investors with the information requested. Investors that request and receive such information will consequently possess information regarding the business and affairs of the Investment Vehicle that may not be known to other investors. As a result, certain investors may be able to take actions on the basis of such information which, in the absence of such information, other investors may not take.

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

Not applicable. Refer to Related Brochures.

## **Item 15 - Custody**

In connection with managing investments, ACON and/or its GPs/Managers may have, or may be deemed to have, custody of certain funds or securities of the Investment Vehicles. Rule 206(4)-2 (the "**Custody Rule**") of the Advisers Act defines custody as holding client securities or assets or having any authority to obtain possession of them, including the authority to withdraw funds or securities from a client's accounts or ownership of or access to client funds or securities (such as through fee deductions). With the exception of certain assets, which are defined as "privately offered securities" under the Custody Rule, the assets of certain Investment Vehicles are held in custody by unaffiliated broker/dealers or banks acting in the capacity as "qualified custodians" under the Custody Rule.

In accordance with the Custody Rule, ACON's Chief Compliance Officer is responsible for ensuring that the Investment Vehicles' securities, other than "privately offered securities," are held only with unaffiliated broker-dealers or banks acting as qualified custodians. ACON's Chief Compliance Officer is also responsible for arranging for annual independent audits of the Investment Vehicles by a major accounting firm within 120 days of each vehicle's fiscal year end and for obtaining audited financial statements prepared in accordance with generally accepted accounting principles in the United States. ACON generally arranges for the delivery of such audited financial statements to investors within 120 days of each vehicle's fiscal year end.

#### **Item 16 - Investment Discretion**

Typically, ACON provides investment advice to the Investment Vehicles on a discretionary basis pursuant to each Investment Vehicle's Investment Agreement and subject to the investment guidelines set forth therein.

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

ACON accepts authority to vote the securities held by the Investment Vehicles. In accordance with SEC rules, ACON and its affiliates have adopted Proxy Voting Policies and Procedures (the "**Proxy Policy**") to address how they votes proxies for the Investment Vehicles' portfolio investments. The Proxy Policy seeks to ensure that ACON votes proxies (or similar instruments) in the best interest of the Investment Vehicle, including when there may be material conflicts of interest in voting proxies. The Adviser and its GPs/Managers generally believe their interests are aligned with the Investment Vehicles through their ownership interest in the Investment Vehicles. In the event, however, there is or may be a conflict of interest between the Adviser and an Investment Vehicle in voting proxies, the Adviser may address the conflict using several alternatives, including by seeking the approval or concurrence of the Investment Vehicle's investor advisory committee (or that of the Underlying Fund) on the proposed proxy vote or through other alternatives set forth in the Proxy Policy. In addition, the Proxy Policy sets forth certain specific proxy voting guidelines ACON and its affiliates follow when voting proxies on behalf of the Investment Vehicles. Upon request, an investor may obtain a copy of ACON's Proxy Voting Policy as well as information about how ACON voted any proxies on the Investment Vehicles' behalves by contacting the Chief Compliance Officer, Teresa Y. Bernstein, at 202-454-1100 x771 or [tbernstein@aconinvestments.com](mailto:tbernstein@aconinvestments.com).

#### **Item 18 - Financial Information**

Fees are not collected six months or more in advance. Accordingly, ACON has no disclosures related to this item.

ACON is not aware of any financial condition that is reasonably likely to impair its ability to meet contractual commitments to the Investment Vehicles.

ACON has never been the subject of a bankruptcy petition.