

Form ADV Part 2A: Firm Brochure

Item 1. Cover Page

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This brochure provides information about the qualifications and business practices of Corsair Capital LLC (“Corsair” or the “Adviser”). If you have any questions about the contents of this brochure, please contact Corsair at 212-224-9400. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (the “SEC”) or by any state securities authority.

Additional information about the Adviser is available on the SEC’s web site at www.adviserinfo.sec.gov. Although Corsair may refer to itself as a “registered investment adviser” or describe itself as being “registered,” this registration with the SEC does not imply a certain level of skill or training.

Date Prepared: March 30, 2022

Item 2. Material Changes

This annual amendment to the brochure, dated March 30, 2022, contains material changes from the previous annual amendment to the brochure, dated March 30, 2021, to reflect updates to fund disclosure documents and global risk factors.

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Item 4. Advisory Business

- A. Corsair is a Delaware limited liability company and an investment adviser located in New York, New York. The Adviser provides investment advisory services through certain of its subsidiaries and/or affiliates (the “Advisory Affiliates”) to pooled investment vehicles and a separately managed account (the “Clients” or the “Funds”).
- B. The Funds make or made investments primarily in private equity, equity-related, debt and other securities in accordance with the investment guidelines for business focusing in the global financial services industry (the “Buyout Funds”) and certain of the Funds, including the separately managed account manage businesses focusing in the infrastructure sector (the “Infrastructure Funds”). All of the Funds are exempt from registration under the Investment Company Act of 1940, as amended (the “Investment Company Act”), pursuant to Sections 3(c)(1) or 3(c)(7) of the Investment Company Act or by virtue of accepting only foreign investors. Interests in the Funds are privately offered only to qualified investors.
- C. Certain Advisory Affiliates are responsible for carrying out the day-to-day investment activities of the Funds (the “Investment Managers”) and certain other Advisory Affiliates are responsible for serving as general partners (or similar managing fiduciaries) of the Funds (the “General Partners”).
- D. The Adviser was established in 2006. The Adviser’s principal owner is Corsair Capital, L.P., which in turn is controlled by D.T. Ignacio Jayanti through its general partner.
- E. The Funds invest or have invested primarily in private equity, equity-related, debt and other securities and obligations (including preferred equity, subordinated debt or similar securities) in the global financial services industry or infrastructure sector. The Funds may also generally invest in derivative financial instruments and may utilize leverage in connection with their investment strategies, subject to certain limitations. Investment in portfolio companies may generally be made indirectly by investing through partnerships or other entities (or by causing certain investors to invest through affiliated partnerships (or other entities)). The investment guidelines of each Fund are memorialized in the applicable Fund governing documents.
- F. The Adviser generally utilizes similar strategies for all of the Buyout Funds and all of the Infrastructure Funds, respectively. However, the Adviser may tailor its advisory services to the specific needs of a Fund when deemed necessary. The Buyout Funds target investments in financial services companies globally, in North America, Europe, Asia, Latin America, Africa and the Middle East. Sub-sectors of the financial services industry in which the Buyout Funds invest include banking, insurance, asset management, specialty finance and financial technology. The Infrastructure Funds own investments that operate in the infrastructure sector in Canada, Europe and Australia.
- G. The Adviser does not participate in wrap fee programs.
- H. As of December 31, 2021, the Adviser manages \$7,588,435,826 in assets on a discretionary basis, and \$1,522,702,399 in assets on a non-discretionary basis.

Item 5. Fees and Compensation

- A. As compensation for its services, the Investment Managers typically receive a management fee from the Funds (“Management Fee”). Management Fees are typically payable quarterly in advance, on a pro rata basis for any period that is less than a full quarter period, except that Corsair Infrastructure Partners, L.P. (“CIP”) receives Management Fees from certain of the Infrastructure Funds semi-annually in advance. Generally, during a Fund’s commitment period, the Management Fee payable

to any Investment Manager is based upon the aggregate capital commitments of the Fund's limited partners. Following that commitment period, the Management Fee is generally based on invested capital. The terms of the Management Fee payable to the Investment Managers may vary among the Funds and typically ranges from 0.15% to 2.0% per annum during and after the commitment periods of the Funds.

While it is the Adviser's policy that its fees are not negotiable, the Management Fee may be waived, rebated or calculated differently at the sole discretion of the Adviser. In particular, certain affiliates, employees, advisors, operating partners or family members of the Adviser that are investors in the Fund do not pay Management Fees. In addition, for certain Funds, current or former senior executives of a portfolio company of any other investment vehicle sponsored by the Adviser are entitled to receive discounted Management Fees.

In lieu of or in addition to the annual Management Fees, the Investment Managers or an affiliate receives a one-time funding fee as consideration for identifying investment opportunities and managing the investments of the Buyout Funds. Generally, the one-time funding fee is up to 3.0% of any amount drawn down by the Buyout Funds for the making of investments.

- B. The Adviser bills Clients on a quarterly or semi-annual basis in advance for fees incurred.
- C. Each of the Adviser's Funds will typically bear offering and organizational expenses up to an amount specified in each of the Funds' private placement memoranda. Organizational expenses in excess of such amounts will be borne by the respective Fund but will be subject to a 100% offset against the Management Fee.

The Adviser and its affiliates are likely to be entitled to receive (i) cash and non-cash commitment, monitoring, organizational, set-up, advisory, investment banking, underwriting, syndication and other similar fees in connection with the purchase, monitoring or disposition of investments, including warrants, options, derivatives and other rights in respect of securities owned by the Funds, (ii) break-up, topping, termination and other similar fees payable in connection with unconsummated transactions by the Funds, and (iii) cash and non-cash directors' fees, including warrants, options, derivatives and other rights in respect of securities owned by the Funds, in each case, net of out-of-pocket expenses incurred by the Adviser or its affiliates in connection with the transactions out of which such fees arose, including any value-added, sales or similar taxes applicable to such fees (collectively, "Transaction Fees"). Certain fees received by the Adviser or its affiliates, including (i) certain fees paid to Corsair's broker-dealer, (ii) amounts received from co-investors and amounts received by operating partners of Corsair, (iii) certain consulting fees paid to certain affiliates of Corsair, (iv) any stock options or other compensation granted or paid by portfolio companies of the Funds to employees of the Adviser or its affiliates who serve in a bona fide, non-director management capacity at any such portfolio company, (v) any amount received by any employee or the Adviser in connection with investments in respect of sponsor equity, at-risk capital, seed capital, founder shares, warrants or similar incentive or promote arrangements with a sponsor or affiliate thereof of a special purpose acquisition company or similar publicly traded vehicle (a "SPAC") formed to enter a business combination where (x) the Fund makes an investment in such SPAC and/or SPAC sponsor and (y) a Fund or an affiliate of the Adviser is a controlling equityholder of such SPAC sponsor and/or (vi) amounts that are eligible to be treated as Fund expenses for which the Adviser and/or an affiliate thereof is reimbursed.

The amount of such Transaction Fees is subject to an offset against the Management Fee ranging from 80% to 100% depending upon the Buyout Funds and 100% offset against the Management Fee with respect to the Infrastructure Funds in accordance with relevant governing documents of the Funds. The offset against management fees does not include Transaction Fees that are (i) paid to the

Adviser or any of its affiliates by a portfolio company in which another Fund has an interest, (ii) paid to the Adviser or any of its affiliates (including, without limitation, Corsair's broker-dealer affiliate) by any third party in connection with an investment in or disposition of securities of, or any other transactions with, any portfolio company and (iii) applied in whole or in part to offset management fees payable by investors in such other Fund

Additionally, each of the Adviser's Funds typically will bear expenses including, without limitation, (i) all legal, accounting, filing and other expenses incurred in connection with organizing and establishing the Funds and the marketing and offering of interests in the Funds (excluding placement and finders fees, but including travel and accommodation expenses, filing fees and expenses and, marketing material preparation expenses (including the outsourcing to third parties of marketing material compliance reviews), printing costs, or other similar amounts, incurred by the Adviser or its affiliates with respect to the offering of and subscription for interests in the Funds, and, for the avoidance of doubt, all initial notifications, registrations and filings), (ii) all out-of-pocket fees, costs and expenses (including broken deal expenses, retainer fees and other compensation), if any, incurred in developing, negotiating, structuring, trading, settling, monitoring, maintaining custody of, holding, operating and disposing of actual or potential investments, including without limitation any financing, legal, accounting, advisory and consulting expenses in connection therewith and costs of related information management and trading systems, including without limitation any financing, legal, accounting, advisory and consulting expenses and any travel and accommodation expenses in connection therewith (to the extent not subject to any reimbursement of such costs and expenses by entities in which the Funds invest or by other third parties), any costs and expenses incurred in connection with attending industry conferences, any costs and expenses arising from any foreign exchange or other currency transactions, and any insurance, indemnity or litigation expense, (iii) fees, costs and expenses of finders, third-party administrators (including administrators that perform anti-money laundering or "know your customer" diligence in connection with the onboarding and ongoing participation of investors), custodians, depositaries, paying agents, Swiss representative and paying agents, attorneys, accountants, tax advisors, brokers, deal finders, agents, valuation experts, data providers, appraisers and other advisers and professionals (including the audit and certification fees, the fees and expenses of any independent experts incurred in connection with a Fund's valuation procedures, the costs of preparing, printing and distributing reports to Partners and the costs of related information management systems and data providers whether maintained at Corsair or otherwise (including, without limitation, related systems, software, licensing, implementation, custom development costs and services from such data providers and data management software) and any related consultant expenses incurred in connection with a Fund's administration, reports, financial statements and tax returns, (iv) fees, costs and expenses of complying with provisions in side letter agreements entered into with limited partners (including the process of distributing and implementing applicable elections pursuant to any "most-favored-nations" clauses in side letters), (v) fees, costs and expenses incurred in connection with any transfer of interests in the Funds (to the extent not reimbursed by the parties to any such transfer); (vi) travel expenses (including private charter, first class and/or business class airfare, lodging, ground transportation, and travel means); (vii) fees, costs and expenses incurred in connection with legal, tax, accounting or regulatory compliance with U.S. federal, state, local, non-U.S. or other law or regulation (including, without limitation, regulatory filings of the Adviser relating to the Funds and their activities, including reporting on and compliance with Form PF, FATCA (including for example the Cayman Islands Private Funds Act and the European Directive (including the Sustainable Finance Disclosure Regulation (SFDR))) and expenses and fees associated with any software systems and service providers relating thereto of each Investment Manager and its affiliates relating to the applicable Fund's activities), and any taxes, fees, or other governmental charges; (viii) expenses related to investor reporting; (ix) fees, costs and expenses associated with any software systems and service providers relating thereto, (x) the fees, costs and expenses of a broker dealer in connection with the provision of broker dealer services to the Funds or their portfolio companies, (xi) brokerage

commissions, prime brokerage fees, custodial expenses, agent bank and other bank service fees, travel and related expenses and other investment fees, costs and expenses incurred in connection with actual investments made by the Funds, (xii) fees, costs and expenses associated with any third-party examinations or audits (including other similar services) of the Funds or the Adviser that are attributable to the operation of the Funds or requested by investors, (xiii) subject to certain restrictions set forth in the governing agreement of the Funds, the fees, costs and expenses of any litigation, directors' and officers' liability or other insurance and indemnification or extraordinary expense or liability relating to the affairs of the Funds, including indemnification obligations to any placement agents and finders in connection with the offer and sale of interests (xiv) expenses associated with any meeting of certain of the Adviser Funds and any conference of the limited partners of certain of the Adviser's Funds, (xv) fees, costs and expenses of any lenders, investment banks and other financing sources (including principal and interest on and fees and other expenses arising out of all borrowings, credit support and guarantees made by the Funds, including, but not limited to, the arranging thereof and any related expenses or professional fees incurred in connection with any procedure reports for lenders and any indemnification obligations), and (xvi) taxes, fees or other governmental charges levied against or payable by the Funds and all expenses incurred in connection with any tax audit, investigation, settlement or review of the Funds (including any fees, costs and other expenses incurred by the partnership representative and designated individual acting in such capacity). The list of fees and/or expenses that the Funds may incur or pay directly to third parties is not intended to be exhaustive; existing investors in the Funds are advised to review the applicable Fund's governing documents for a more extensive description of the fees and expenses associated with an investment in such Fund.

From time to time, Corsair may engage and retain strategic advisors, consultants, and other similar professionals, including operating partners, who are not employees or affiliates of Corsair and who may receive payments from, or allocations with respect to, portfolio companies (as well as from Corsair or the Funds). The nature of the relationship with each of the senior advisors, consultants and/or other professionals and the amount of time devoted or required to be devoted by them varies considerably. In certain cases, they provide the General Partners and/or the Investment Managers with industry-specific insights and feedback on investment themes, assist in transaction due diligence, make introductions to and provide reference checks on management teams. In other cases, they may take on more extensive roles and serve as executives or directors on the boards of portfolio companies or contribute to the origination of new investment opportunities. In certain instances, Corsair has formal arrangements with certain of these senior advisors, consultants and/or other professionals (which may or may not be terminable upon notice by any party), and in other cases the relationships is more informal. They will be typically compensated (including pursuant to retainers, expense reimbursement and compensation in connection with specific investments) from Corsair, the Funds and/or portfolio companies or otherwise uncompensated unless and until an engagement with a portfolio company develops or, in the case of certain operating partners emeritus, uncompensated with limited, if any, contractual arrangement. In such circumstances, such payments from, or allocations with respect to, portfolio companies and/or the Funds will not, even if they have the effect of reducing any retainers or minimum amounts otherwise payable by Corsair, be deemed paid to or received by Corsair and such amounts will not be subject to the offset provisions as described above. These senior advisors, consultants and/or other professionals may have the right or have been offered the ability to co-invest alongside the Funds on a fee free basis, including in those investments in which they are involved, or otherwise participate in equity plans for management of any such portfolio company or may invest alongside the members of the Adviser through the general partner vehicle or may invest in the Funds on different terms than other investors. There can be no assurance that any of the senior advisors, consultants and/or other professionals will continue to serve in such roles and/or continue their arrangements with Corsair and/or any portfolio companies throughout the terms of Funds.

Investors in a Fund are allocated their pro rata share of such additional fees and expenses for the time period they are invested in the Fund, or on such other allocation methodology as the Adviser may determine is fair and reasonable.

The General Partners and the Investment Managers will be responsible for the expenses of providing their services to the Funds, including overhead expenses, facilities expenses and compensation of employees. In the event the Adviser needs to engage the services of a broker or dealer, the Funds will bear any brokerage expenses, as discussed in Item 12 of this brochure.

- D. Where Management Fees are paid in advance, they are typically required to be returned on a pro rata basis in the event an Investment Manager does not provide services for the full period in respect of which the fees are paid, calculated based on the number of days remaining in the applicable time period.
- E. Neither Corsair nor any of its supervised persons typically receive compensation for the sale of securities or other investment products.

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

In most cases, the Adviser is compensated for the investment advisory services it provides to the Funds through Management Fees, advisory fees and other transaction-related fees. The General Partners of the Buyout Funds are generally entitled to receive a performance allocation (“Carried Interest”) with respect to each investor of generally up to twenty percent (20%) of such investors profits from each Fund investment, subject to (i) the satisfaction of a preferred internal rate of return, compounded annually and, in the case of certain Buyout Funds, (ii) recoupment of prior net losses, expenses and fees by such investors. The Adviser may also receive performance-based fees from co-investors as described in Item 5 above.

CIP is entitled to certain incentive fees from (i) certain Infrastructure Funds and (ii) the general partner of one of the Infrastructure Funds it manages to the extent certain investment appreciation thresholds are achieved with respect to each portfolio investment held by the Infrastructure Funds. Such incentive fees received by the general partner of one of the Infrastructure Funds are not borne by the investors in that Infrastructure Fund.

The Adviser will seek to ensure that any Clients or investors in an investment vehicle that are directly or indirectly assessed a Carried Interest satisfy the qualifications of SEC Rule 205-3 and have been advised of such fees and their risks.

The Carried Interest may give rise to potential conflicts of interest, including but not limited to the incentive to make investments that are riskier or more speculative than would be the case in the absence of such performance-based compensation.

Item 7. Types of Clients

The Adviser provides investment advisory services to pooled investment vehicles and a separately managed account through certain of its Advisory Affiliates. In general, the minimum initial investment commitment in a Buyout Fund is \$10 million, which may be reduced or waived at the discretion of a General Partner.

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

The following is a summary of the methods of analysis and investment strategies generally employed by Corsair as well as the material risks associated with investing in such strategies. Prospective and

existing investors are advised to review the offering materials and other constituent documents for full details on each applicable Fund's investment, operational and other actual and potential risks.

A. Method of Analysis.

Investment ideas are generally generated internally through research and analysis. In connection with identifying, evaluating, analyzing and investigating investment opportunities for the Funds, investment professionals also generally draw upon their professional experience in relevant industries and contact with industry executives, established business relationships and independent consultants. In addition, the investment professionals may also draw upon their business relationships that may arise as a result of serving as a board member, officer or observer of a portfolio company in which a Fund may invest.

Corsair has separate investment committees for its Buyout Funds and Infrastructure Funds, respectively (collectively, the "Investment Committees"). The members of the Investment Committee of the Buyout Funds typically meet bi-weekly, or more frequently, as necessary, with Corsair's investment professionals responsible for formulating and implementing the investment strategies of each Fund to review and stay informed about current activities in each portfolio, the status of all Fund investments and administrative matters. Corsair's current view on industry trends, market conditions and other relevant items are also discussed at such time. The members of each Investment Committee also typically meet amongst themselves to discuss certain transactions in more detail and further deliberate the relative merits and risks of proposed investments with the investment professionals involved in order to encourage candid dialog and, ultimately, to vote on each investment decision.

While Corsair's research is thorough, both its Clients and investors should be prepared for the risk of loss. There can be no assurance that the Funds' target rate of return will be achieved or that there will be any return of capital. Investors should have the financial ability and willingness to accept the risks and lack of liquidity which are characteristic of each of the Funds' investments.

B. Investment Strategy

Corsair's overall strategy is to identify emerging trends in the global financial services and infrastructure industries and engage in transactions with market participants to capitalize on those trends.

Buyout Funds

Corsair seeks to earn strong risk-adjusted returns by leveraging the investment team's knowledge and contacts to identify and execute attractive investments in companies in the financial services industry around the world. The Buyout Funds take control and minority positions, either individually or as a lead member of an investor consortium. Target investments include both privately-held and public companies, generally via private transactions when the target company loses access to, or has difficulty accessing, the public capital markets. A core part of the Buyout Funds' investment process involves developing a relationship and influence with investee company senior executives and key shareholders. In many instances, the Buyout Fund will obtain board representation, observer seats, or other types of management rights.

Infrastructure Funds

CIP is currently focused on managing the investments in certain Infrastructure Funds and seeking exit opportunities for existing investments in one of the Infrastructure Funds. CIP believes that it will be able to pursue a variety of exit options to maximize value through its flexibility with

respect to both the timing and type of investment realizations and create liquidity for investors. Potential exit options include: sale to a strategic, initial public offering, sale to another fund, debt recapitalization, listed yield (Income) vehicle, sale to direct financial investor (pension fund/insurance company), yield generated by investment, and sale of individual assets in a portfolio.

C. Risks

Prospective investors in any Fund, including the Buyout Funds and the Infrastructure Funds, or any investment vehicle sponsored by Corsair should be aware that an investment in any such Fund or investment vehicle involves a high degree of risk, which include, but are not limited to, the following risks described below. Each investor should carefully consider the following risks, along with the risk factors and potential conflicts of interest described in the applicable Confidential Private Placement Memorandum or subscription documents, as applicable, of such Fund or vehicle. As a result of these risks, and other risks inherent in any investment, there can be no assurance that any Fund or 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.

No assurance of investment return. There can be no assurance that any Fund will be able to generate returns for its investors or that the returns will be commensurate with the risks of investing in the type of investments in which such Fund participates. Accordingly, an investment in a Fund should only be considered by persons who can afford a loss of their entire investment. Past activities of investment entities associated with Corsair provide no assurance of future success. There can be no assurance that projected or targeted returns for any Fund will be achieved.

Availability of investment opportunities. The business of identifying and structuring private equity investments is highly competitive and involves a high degree of uncertainty. It is possible that the Funds will never be fully invested. In addition, if the Funds make only a limited number of investments, the aggregate returns realized by the Funds' investors could be adversely affected in a material manner by the unfavorable performance of even one such investment. In addition, other than as set forth in the governing documents of each Fund, investors have no assurance as to the degree of diversification of a Fund's investments, either by geographic region or transaction type. To the extent a Fund concentrates investments in a particular issuer, security or geographic region, its investments will be more susceptible to fluctuations in value resulting from adverse economic and business conditions with respect thereto.

Financial and business risk. Fund investments will generally involve a significant degree of financial and/or business risk. The Funds' portfolio companies may be highly leveraged and therefore may be more sensitive to adverse business or financial developments or economic factors. These companies may face intense competition, changing business or economic conditions or other developments that may adversely affect their performance. Business risks may be more significant in smaller companies or those that are embarking on a build-up or operating turnaround strategy. If for any of these reasons a portfolio company is unable to generate sufficient cash flow to meet principal or interest payments on its indebtedness or make regular dividend payments, the value of the Funds' investment in such portfolio company could be significantly reduced or even eliminated.

Illiquid and long-term investment. Fund investments will typically not be liquidated for a number of years after the initial investment. Factors such as overall economic conditions, the competitive environment and the availability of potential acquirers may shorten or lengthen the Funds'

intended holding period for any investment or group of investments. It is unlikely that the Funds' will realize substantial capital gains during its early years, and it is unlikely there will be significant near-term cash flow available to the limited partners. It is unlikely that there will be a public market for the securities held by the Funds at the time of their acquisition. The Funds will generally not be able to sell the securities of portfolio companies publicly unless their sale is registered under applicable securities laws, or unless an exemption from such registration requirements is available. In addition, in some cases the Funds may be prohibited by contract or regulatory reasons from selling certain securities for a period of time. There can be no assurances that private purchasers of the Funds' investments will be found.

Concentration risk. The Buyout Funds intend to invest in equity and equity-related securities of financial services and financial services-related companies, and the Infrastructure Funds intend to invest in equity and equity-related securities of companies in the infrastructure sector. This exclusive focus on financial services and infrastructure sectors, respectively, may constrain the liquidity and the number of investment opportunities available for investment by the Funds. In addition, the Funds' investments will be disproportionately exposed to risks associated with the financial services and infrastructure sectors, such as changes in (i) the fiscal policy of U.S. states, the U.S. federal government or non-U.S. governments, (ii) the regulatory environment, including changes in the policies or personnel of the U.S. Federal Trade Commission, the Department of Justice and/or any other applicable regulatory body, (iii) the political climate and (iv) GAAP accounting policies.

Reliance on Portfolio Company Management. The day-to-day operations of each underlying company in which a Fund invests will be the responsibility of such company's management team. Although the Adviser will be responsible for monitoring the performance of each underlying portfolio company, there can be no assurance that the existing management team, or any successor, will operate such company in accordance with the Adviser's plans. Additionally, portfolio companies need to attract, retain and develop executives and members of their management teams. The market for executive talent can be, notwithstanding general unemployment levels or developments within a particular industry, extremely competitive. There can be no assurance that portfolio companies will be able to attract, develop, integrate and retain suitable members of its management team and, as a result, the Funds may be adversely affected thereby.

Risk of realization of investments. Fund investments will generally be in private illiquid securities, which are typically subject to restrictions on resale. In some cases, the Funds may be prohibited from selling such securities for a period of time or may otherwise be restricted from disposing of such securities. Furthermore, the types of investments made may require a substantial length of time to liquidate. As a result, there is a significant risk that the Funds may be unable to realize its investment objectives by sale or other disposition at attractive prices or will otherwise be unable to complete any exit strategy.

In connection with a disposition, the Funds may be required to make representations about the business and financial affairs of the investment typical of those made in connection with the sale of a business and may be responsible for the content of disclosure documents under applicable securities laws. It may be also required to indemnify the purchasers of such investment to the extent that any such representations or disclosure documents turn out to be inaccurate. These arrangements may result in contingent liabilities, which might ultimately have to be funded by the Funds (or investors in the Funds to the extent that investors in the Funds have received prior distributions from the Funds).

Non-Controlling Interests; Co-Investment Risks. Although in some situations the Funds may be the lead or sole investor in an investment, the Funds, may also acquire non-controlling interests in an investment and, therefore, may have a limited ability to protect its interests in such Investment, including with respect to the timing and manner of exiting its investments.

In addition, co-investing alongside unaffiliated private equity or affiliated funds (the “Sponsor Funds”) involves risks that may not be present in investments made by lead or sponsoring private equity funds. The Fund may not have the opportunity to participate in structuring investments or to determine the terms under which such investments will be made. The Funds may have interests or objectives that are inconsistent with those of such Sponsor Funds, which generally will have a greater degree of control over investments. A Sponsor Fund may be in a position to take (or block) action in a manner contrary to the Funds’ investment objectives (including, for example, by requiring the Fund to dispose of an investment at the same time as such Sponsor Fund consummates its disposition).

Risks relating to due diligence of and conduct at portfolio companies. Before making investments, the Investment Managers will typically conduct due diligence that they deem reasonable and appropriate based on the facts and circumstances applicable to each investment. 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, consultants and other third parties may present a number of risks primarily relating to Corsair’s reduced control of the functions that are outsourced. The due diligence investigation that an Investment Manager carries out with respect to any investment opportunity may not reveal or highlight all relevant facts that may be necessary or helpful in evaluating such investment opportunity. Moreover, such an investigation may not necessarily result in the investment being successful.

Control persons liability. The Funds are expected to have controlling interests in some of its portfolio companies. The exercise of control over a company may impose additional risks of liability for environmental damage, product defects, failure to supervise management, violation of governmental regulations (including securities laws) or other types of liability in which the limited liability generally characteristic of business ownership may be ignored. If these liabilities were to arise, the Funds might suffer a significant loss.

Foreign investments. The Funds expect to make foreign investments, which may include investments in emerging market countries. Such investments involve a number of additional risks, including: (i) the risk of adverse political developments such as nationalization, confiscation without fair compensation or war; (ii) the risk of fluctuations in currency exchange rates; (iii) the risk of restrictions on capital movements, which would make it difficult or impossible to exchange or repatriate foreign currency; and (iv) the risk of regulations which might prevent the implementation of cost cutting or other operational improvements. In addition, laws and regulations of foreign countries may impose restrictions or approvals that would not exist in the United States and may require financing and structuring alternatives that differ significantly from those customarily used in the United States. Foreign countries may also impose taxes on the Funds or their investors.

Special Purpose Acquisition Companies. Certain Funds invest in securities issued by a special purpose acquisition company (“SPAC”) that is an affiliate of the Adviser. A SPAC is formed for the purpose of raising capital through an initial public offering to fund the acquisition, through a merger, capital stock exchange, asset acquisition or other similar business combination or reorganization, of one or more operating businesses that may be undervalued (any such transaction, a “Transaction”). SPACs are newly incorporated companies with no operating

results. Because SPACs lack operating histories, we will have no basis upon which to evaluate a SPAC's ability to achieve its business objective of completing a Transaction. Following the acquisition of a Transaction target, a SPAC typically would exercise control over the management of the company in an effort to increase its value. Capital raised through the initial public offering of securities of a SPAC is typically placed into a trust account until a Transaction target is acquired or a predetermined period of time elapses. In the event that a SPAC is unable to locate and acquire a Transaction target by the deadline, the SPAC would be forced to liquidate its assets, which may result in losses due to the expenses and liabilities of the SPAC. A SPAC will not generate any revenues until, at the earliest, after the consummation of a Transaction. While a SPAC is seeking a Transaction target, the common shares of a SPAC generally have limited liquidity and may trade at a discount to the SPAC's IPO price or its redemption value. The economic model for a SPAC depends on there being a viable market for its stock and warrants prior to consummation of a Transaction. There can be no assurance that such a market will develop, despite the fact that such securities are freely tradable (having been publicly offered). The Funds will invest in a SPAC that, at the time of investment, has not selected or approached any Transaction target. Accordingly, there may be little or no basis for the Funds to evaluate the possible merits or risks of target businesses for which the SPAC may ultimately acquire. To the extent that a SPAC completes a Transaction, it may be affected by numerous risks inherent to 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.

Further, the investment in a SPAC involves conflicts of interest due to the relationship between the SPAC and the principals and affiliates of the Adviser and any General Partners. It is anticipated that affiliates and certain principals of the Adviser will structure, sponsor, organize and finance the SPAC and the SPAC's related entities and transactions. Conflicts may arise as a result of such activities, including in the event that any such SPAC enters into a transaction with a portfolio company of any Fund or in the event that any Fund determines to make an investment in any such SPAC, in the event that any Fund determines to make an investment or commit to make an investment in the future alongside the SPAC, and in allocating the Adviser personnel time. As such, conflicts described under Item 11 related to investment allocation and co-investments are applicable to SPAC transactions including with respect to the fact that Corsair will have an interest in the SPAC that will be different than, and in addition to, Corsair's interest in a Fund, which could impact Corsair's decision of whether to allocate an investment opportunity to the SPAC and when and on what terms to dispose of a Fund's interest in the SPAC. The Adviser will seek to resolve such conflicts in a manner that the Adviser deems fair and equitable to the extent possible under the prevailing facts and circumstances and that are consistent with the Fund governing documents of the applicable Fund and of such SPAC.

In addition, if a Fund invests in a Corsair-sponsored SPAC, in addition to its receipt of Management Fees and Carried Interest, Corsair or an affiliate would also have an interest in the management shares in the SPAC. As such, Corsair's interest could create an incentive for Corsair to make (i) more speculative investments for the SPAC and (ii) investments within the SPAC rather than investments within any Fund, in each case, than it would otherwise make in the absence of such arrangements.

No Market for Interests; Restrictions on Transfers. The interests in Funds will not be readily marketable and are generally neither redeemable nor transferable, other than in certain limited circumstances, without the prior written consent of the General Partners of the Funds, which may be given or withheld in the General Partners' sole and absolute discretion. Investments in the Funds are a long-term commitment. It may take a significant period of time (up to five or more years from the final closing date) for a Fund to complete its investments in portfolio companies. Interests have not been registered under the Securities Act of 1933, as amended (the "Securities

Act”), the securities laws of any U.S. state or the securities laws of any other jurisdiction and, therefore, cannot be resold unless they are subsequently registered under the Securities Act and other applicable securities laws, or unless an exemption from registration is available. It is not contemplated that registration of the interests under the Securities Act or other securities laws will ever be effected. There is no public market for the interests, and one is not expected to develop. A limited partner will not be permitted to directly or indirectly assign, sell, pledge, exchange or transfer any of its interests or any of its rights or obligations with respect to its interests without the prior written consent of the General Partner, which consent may be given or withheld in the sole and absolute discretion of the General Partner. Except in extremely limited circumstances, withdrawals from the Funds will not be permitted. Limited partners must be prepared to bear the risks of owning interests for an extended period of time.

Cyber Security breaches and identity theft. The Funds depends on the Adviser to develop or procure and utilize appropriate systems for the Funds’ activities, and the Adviser and the Funds depend heavily upon computer systems to perform necessary business functions. The Adviser’s information and technology systems and those of companies on which the Funds rely and in which the Funds invest are, just as with other companies, vulnerable to potential damage or interruption from cyber-attacks (such as computer viruses, malicious software, infiltration or tampering by unauthorized persons, ransomware demands and denial of service attacks), security breaches (such as physical and electronic break-ins), network failures, computer and telecommunication failures, ransomware demands, denial of service attacks, usage errors by their respective professionals, power outages and catastrophic events such as fires, tornadoes, floods, hurricanes and earthquakes. Although the Adviser has implemented, and the Funds’ portfolio companies likely will have implemented, various measures designed to manage risks relating to these types of events, if important systems are compromised, become inoperable for extended periods of time or cease to function properly, it likely would be necessary for the Adviser, the Funds and / or their portfolio companies to make a significant investment to fix or replace them. Middle market portfolio companies in particular may be more vulnerable to such risks as they are generally more limited with respect to their ability to expend funds on a sophisticated prevention and detection system. Investments of the Funds have involved and may in the future involve companies that have experienced cybersecurity events and that, given the rise of cybersecurity incidents, may become involved in future cybersecurity events. Cybersecurity events also could affect affiliates of the Adviser. The failure or inadequacy of these systems and / or of disaster recovery plans for any reason could cause significant interruptions in the Adviser’s, the Funds’ and / or the Funds’ portfolio companies operations and result in a failure to maintain capabilities essential to the Funds’ operations and / or the security, confidentiality and privacy of proprietary or sensitive data and information processed and stored in, and transmitted through, the Adviser’s, the Funds’, any third party’s on which a Fund relies or their downstream vendors’ computer systems and networks, including investors’ personal information. Such a failure could result in reputational harm to the Adviser, the Funds, the investors and / or the affected portfolio companies of the Funds, result in loss of business, increased costs and / or regulatory penalties, subject any such entity and its affiliates to legal claims and otherwise affect its business and financial performance. If a significant number of the Adviser’s personnel were to be unavailable in the event of a disaster, the Adviser’s ability to effectively conduct the Funds’ business could be severely compromised. In addition, there are increased risks relating to the Adviser’s reliance on its computer programs and systems if the Adviser’s personnel are required to work remotely for extended periods of time as a result of events such as an outbreak of infectious disease or other adverse public health developments (such as have persisted during the COVID-19 pandemic) or natural disasters, including an increased risk of cyber-attacks and unauthorized access to the Adviser’s computer systems.

The Adviser's service providers are typically subject to the same electronic information security threats as the Adviser. If a service provider fails to adopt or adhere to adequate data security policies, or in the event of a breach of its networks, information relating to the Funds, including information normally made available to investors, may become inaccessible and personally identifiable information of the investors may be lost or improperly accessed, used or disclosed. Notwithstanding the diligence that the Adviser performs on its service providers, the Adviser often is not in a position to verify the risks or reliability of their respective information technology systems.

The loss or improper access, use or disclosure of the Adviser's or a Fund's proprietary information may cause the Adviser or such Fund to suffer, among other things, financial loss, the disruption of their business, liability to third parties, regulatory intervention or reputational damage. Any of the foregoing events could have a negative effect on the Funds.

Data Protection Risk. The Funds, the Adviser, their respective affiliates and / or service providers and, in due course, certain of the Funds' portfolio companies may each receive, store, process and use personal data, including through the use of third-party processors and cloud-based and other service providers. Legal requirements relating to the collection, storage, handling and transfer of personal data continue to develop in different countries. Certain activities of the Adviser and the Funds and / or their respective affiliates may, for example, be subject to the EU's General Data Protection Regulation (the "GDPR"), the United Kingdom Data Protection Act 2018 (as amended), the California Consumer Privacy Act ("CCPA") or the Cayman Islands Data Protection Act ("DPA") (together with other applicable laws, the "Privacy and Data Protection Laws"). While the Adviser and the Funds and their respective affiliates intend to comply with their privacy and data protection obligations under the Privacy and Data Protection Laws (where applicable), a breach of such laws could result in negative publicity and may subject the Funds to significant costs associated with regulatory sanctions, civil liability for claims in damages from data subjects or third parties, and other penalties. Under some Privacy and Data Protection Laws, it is an offense to not notify the appropriate regulator of a security breach of personal data, or to not notify the data subjects affected by the breach. Compliance with Privacy and Data Protection Laws requires implementing effective policies and procedures that reflect the applicable law, and maintaining an ongoing and active monitoring program. The resources required for day-to-day operations and for dealing with exceptional circumstances may divert the Adviser's time and effort from other activities relating to the management of the Funds and entail substantial expense.

Investments in Technology Industries. The Funds are expected to make investments in companies involved in technology industries. Concentration in those industries may involve risks greater than those generally associated with more diversified funds and may experience significant fluctuations in returns. The technology sector is challenged by various factors, including rapidly changing market conditions and participants, new competing products and services and improvements in existing products and services. Some of the Funds' portfolio companies may compete in this volatile environment. There is no assurance that products or services sold by such companies will not be rendered obsolete or adversely affected by competing products and services, new technologies or other challenges, or that such companies or the Funds will be able to adequately enforce intellectual property rights. Instability, fluctuation or an overall decline within technology industries may not be balanced by investments in other industries not so affected. In the event that the technology sector declines or the Funds are unable to adequately enforce its intellectual property rights, returns to investors may decrease.

Public health risks. Public health risks can affect the broader local, national and international economy, along with the Adviser and the Funds, and could give rise to force majeure conditions,

the effects of which could be significant. Currently, there is an outbreak of a novel and highly contagious form of coronavirus (“COVID-19”), which the World Health Organization has declared to constitute a “Public Health Emergency of International Concern” and a pandemic. The outbreak of the COVID-19 pandemic has resulted in numerous deaths, adversely impacted global commercial activity and contributed to significant volatility and liquidity concerns in certain equity, debt, derivatives and commodities markets. The global impact of the outbreak is evolving rapidly, and many countries, states, local and provincial governments have reacted by declaring states of emergency and by instituting (or strongly encouraging) quarantines, prohibitions on travel and movement, the closure of offices, businesses, schools, retail stores, restaurants, hotels, courts and other public venues, and other restrictive measures designed to help slow the spread of COVID-19. On March 13, 2020, the then President of the United States declared the COVID-19 outbreak a national emergency. The United States federal government and state and local governments are continuing to implement a variety of actions to mobilize efforts to mitigate the ongoing and expected impact, and the U.S. Centers for Disease Control and Prevention is implementing its pandemic preparedness and response plans, working on multiple fronts, including providing specific guidance on measures to prepare communities to respond to the local spread of COVID-19 throughout the United States. Businesses also are implementing similar precautionary measures. Such measures, as well as the general uncertainty surrounding the dangers and impact of the COVID-19 pandemic, are creating significant disruption in supply chains and economic activity and are having a particularly adverse impact on transportation, hospitality, tourism, sports and entertainment, industries related to natural resources production and development and other industries. Moreover, with the continued spread of COVID-19, governments and businesses have taken increasingly aggressive measures to help slow its spread. For this reason, among others, as COVID-19 continues to spread, the potential impacts, including a global, regional or other economic recession, are increasingly uncertain and difficult to assess. The rapid development of this situation precludes any prediction as to the ultimate adverse impact of the novel coronavirus. 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. Accordingly, 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 the COVID-19 pandemic, it cannot be determined at this time whether such stimulus measures will have a stabilizing economic effect. While the U.S. Food and Drug Administration and other similar regulators globally have approved COVID-19 vaccines for emergency use, 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, both of which could prolong the effects of COVID-19 even following availability of vaccines to the general public. Therefore, the economic and social impacts of COVID-19 can be expected to continue through 2022 and potentially thereafter.

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 Adviser, the Funds and their portfolio companies 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 or their portfolio companies 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 spending levels, 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. In addition, health crises caused by a pandemic could

exacerbate other pre-existing political, social, economic, market and financial risk. Public health emergencies have the potential to 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 its investment objectives, all of which could result in significant losses to the Funds. In particular, a public health emergency may have a greater impact on leveraged assets.

Such circumstances can have a negative impact on 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 their portfolio companies). Current conditions may affect how counterparties interpret their obligations (and the Funds' obligations) 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. In addition, the operations of the Funds, the companies in which they invests, and the Adviser may be significantly impacted, or even temporarily or permanently halted, as a result of government quarantine measures, voluntary and precautionary restrictions on travel and movement, remote working requirements and other social, political, financial, legal and regulatory or other factors related to an actual or threatened public health emergency (such as the COVID-19 pandemic), including its potential short-term and / or long-term adverse impact on the health of the personnel of any such entity or the personnel of any such entity's key service providers. These circumstances also may hinder the Adviser's, the Funds' and / or any portfolio company's 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. No previous success by the Adviser or its affiliates in dislocated markets is any guarantee of the Funds' success in respect of investing and managing any investment during and after the COVID-19 pandemic.

Social Unrest. Recent events concerning discrimination, race relations and inequality have led to protests, demonstrations, marches and other forms of political and social activism on a local, regional, national and international level as well as rioting in some instances. Such activism, which has ranged from peaceful to in some instances, violent, has resulted in curfews, the deployment of the national guard and other local and national interference, and could lead to increased political and social volatility and uncertainty, which was already heightened in wake of the COVID-19 pandemic. While the overall effect of such activism remains unknown, investors should note that this type of volatility and uncertainty could materially and adversely impact the securities and other assets in which the Funds invest.

Uncertain Geopolitical Events. International and / or local geopolitical events are likely to influence the issuers of, and markets for, instruments traded by the Funds. Geopolitical events, including, without limitation, national referenda, political elections, international violent and non-violent conflicts, political movements and reactions to national and international emergencies, can affect monetary policy, fiscal policy, international relations, currency valuations, legal systems and regulatory regimes, among numerous other things, in ways that could impact the Funds and / or their ability to operate and / or pursue its investment strategy.

Russian Invasion of Ukraine. On February 21, 2022, Russian President Vladimir Putin ordered the Russian military to invade two regions in eastern Ukraine (the Donetsk People's Republic and Luhansk People's Republic regions). On February 22, 2022, the United States, United Kingdom and European Union announced sanctions against Russia. On February 24, 2022, President Putin commenced a full-scale invasion of Russia's pre-positioned forces into Ukraine, including Russia's forces pre-positioned in Belarus. In response, on February 24 and 25, 2022,

the United States, United Kingdom, and European Union imposed further sanctions designed to target the Russian financial system, and thereafter a number of countries have banned Russian planes from their airspace. Further sanctions may be forthcoming, and the U.S. and allied countries have recently announced they are committed to taking steps to prevent certain Russian banks from accessing international payment systems. Russia's invasion of Ukraine, the resulting displacement of persons both within Ukraine and to neighboring countries and the increasing international sanctions could have a negative impact on the economy and business activity globally (including in the countries in which the Funds invest), and therefore could adversely affect the performance of the Funds' investments. Furthermore, given the ongoing nature of the conflict between the two nations and its ongoing escalation (such as Russia's recent decision to place its nuclear forces on high alert and the possibility of significant cyberwarfare against military and civilian targets globally), it is difficult to predict the conflict's ultimate impact on global economic and market conditions, and, as a result, the situation presents material uncertainty and risk with respect to the Funds and the performance of their investments or operations, and the ability of the Funds to achieve their investment objectives.

Force Majeure Risk. Portfolio companies owned by the Funds may be affected by force majeure events (i.e., events beyond the control of the party claiming that the event has occurred, including, without limitation, civil unrest, acts of God, fire, flood, earthquakes, hurricanes and other natural disasters, including extreme weather events from possible future climate change, outbreaks of an infectious disease, pandemic or any other serious public health concern, war, terrorism and labor strikes). Some force majeure events may adversely affect the ability of a party (including a Fund's portfolio companies or a counterparty to a Fund or its portfolio companies) to perform its obligations until it is able to remedy the force majeure event. In addition, the cost to a Fund or its 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.

CFIUS; Non-U.S. National Security Regimes. The actions of the Committee on Foreign Investment in the United States ("CFIUS"), an inter-agency committee authorized to review transactions that could result in control of a U.S. business by a foreign person, may adversely impact the prospects of a portfolio company in the context of mergers with, or acquisitions by, a foreign person. CFIUS may recommend that the President block transactions, or CFIUS may impose conditions on transactions, certain of which may materially and adversely affect a Fund's ability to execute its investment strategy. In addition, the CFIUS process will continue to evolve. In particular, a set of reform measures known as the Foreign Investment Risk Review Modernization Act ("FIRRMA") was enacted into law, which broadens the jurisdiction of CFIUS with respect to certain investments. Such legislation could impact the ability of non-U.S. limited partners to participate in a Fund's investments, which may impair a Fund's ability to execute its investment strategy. FIRRMA could expand the ability of CFIUS to review a Fund's acquisition or disposition of certain investments. The reforms enacted by FIRRMA will include (i) a requirement of mandatory disclosures to CFIUS of all transactions in which a foreign government owned or controlled entity proposes to acquire a substantial interest in a U.S. business active in critical infrastructure, critical technologies, or that has access to sensitive personal data of U.S. citizens, and (ii) jurisdiction for CFIUS to review any investment (other than truly passive investment) by a foreign person in the same types of companies regardless of the percentage ownership interest of the foreign person. While the precise contours of CFIUS's expanded jurisdiction will be defined by the formal regulatory rule-making process, FIRRMA will increase the number of transactions involving a Fund that would be subject to CFIUS review and investigation and the timing and substantive risks described above. The outcome of CFIUS's

process may be difficult to predict, and there is no guarantee that, if applicable to an investment, the decisions of CFIUS would not adversely impact a Fund's investment in such entity. A Fund's governing agreements contain certain provisions that may require certain limited partners to be excluded from participating in an investment, for example where their participation is at risk of jeopardizing such Fund's ability to successfully acquire, hold, operate, sell, transfer, exchange, pledge or dispose of a prospective investment in light of legal, regulatory or other similar considerations.

A Fund's investments outside of the United States may also face delays, limitations, or restrictions as a result of notifications made under and/or compliance with similar legal regimes outside of the United States and related rapidly-changing agency practices. Other countries continue to establish and/or strengthen their own national security investment clearance regimes, including in response to U.S. encouragement of other countries to impose CFIUS-like regulations on foreign investment in certain sectors and assets on national security grounds, which could have a corresponding effect of limiting a Fund's ability to make investments in such countries. In particular, as of April 2019, the European Union has adopted and implemented an EU-wide mechanism to screen foreign investment on national security grounds, which could impede, restrict, and/or delay a Fund's investments with a nexus to the European Union. As a result of such regimes, a Fund may incur significant delays and costs or be altogether prohibited from making a particular investment, all of which could adversely affect a Fund's ability to meet its investment objectives. Heightened scrutiny of foreign direct investment worldwide may also make it more difficult for a Fund to identify suitable buyers for investments upon exit and may constrain the universe of exit opportunities for an investment in a portfolio company. As a result, the above laws may prevent, delay, impede or restrict syndication or sale of Fund assets to certain buyers.

OFAC and FCPA Considerations. Economic sanction laws in the United States and other jurisdictions may prohibit the Adviser and the Adviser's professionals and the Funds from transacting with or in certain countries and with certain individuals and companies. In the United States, the U.S. Department of the Treasury's Office of Foreign Assets Control ("OFAC") administers and enforces laws, Executive Orders and regulations establishing U.S. economic and trade sanctions. Such sanctions prohibit, among other things, transactions with, and the provision of services to, certain foreign countries, territories, entities and individuals. These entities and individuals include specially designated nationals, specially designated narcotics traffickers and other parties subject to OFAC sanctions and embargo programs. The lists of OFAC prohibited countries, territories, persons and entities, including the List of Specially Designated Nationals and Blocked Persons, as such list may be amended from time to time, can be found on the OFAC website at <http://www.treas.gov/ofac>. In addition, certain programs administered by OFAC prohibit dealing with individuals or entities in certain countries regardless of whether such individuals or entities appear on the lists maintained by OFAC. These types of sanctions may significantly restrict the Funds' investment activities in certain emerging market countries.

In some countries, there is a greater acceptance than in the United States of government involvement in commercial activities, and of corruption. The Adviser and the Funds are committed to complying with the FCPA and other anti-corruption laws, anti-bribery laws and regulations, as well as anti-boycott regulations, to which they are subject. As a result, the Funds may be adversely affected because of their unwillingness to participate in transactions that violate such laws or regulations. Such laws and regulations may make it difficult in certain circumstances for the Funds to act successfully on investment opportunities and for investments to obtain or retain business.

In recent years, the U.S. Department of Justice and the SEC have devoted greater resources to enforcement of the FCPA. In addition, the United Kingdom has recently significantly expanded the reach of the UK Bribery Act of 2010 (the “UK Bribery Act”), which in some ways is broader in scope than the FCPA and applies to private and public sector corruption and holds companies liable for failure to prevent bribery unless they have adequate procedures in place to prevent bribery. While the Adviser has developed and implemented a stringent compliance program designed to ensure strict compliance by the Adviser, its personnel and senior advisors with the FCPA and the UK Bribery Act, even reasonable compliance programs may not prevent all instances of violations. In addition, in spite of the Adviser’s policies and procedures, affiliates of portfolio companies, particularly in cases where the Funds do not control such portfolio company, and third-party consultants, managers and advisors may engage in activities that could result in FCPA or UK Bribery Act violations. Any determination that the Adviser has violated the FCPA, the UK Bribery Act, or other applicable anti-corruption laws or anti-bribery laws could subject the Adviser to, among other things, civil and criminal penalties, material fines, profit disgorgement, injunctions on future conduct, securities litigation and a general loss of investor confidence, any one of which could adversely affect the Adviser’s business prospects and/or financial position, as well as a Fund’s ability to achieve its investment objective and/or conduct its operations. The Funds may incur costs and expenses associated with engaging external counsel or other third-party consultants or professionals in connection with inquiries or investigations relating to FCPA or other applicable anti-corruption laws or anti-bribery laws.

Financial Services Industry Risk Factors

Financial services companies have asset and liability structures that are essentially monetary in nature and are directly affected by many factors, including domestic and international economic and political conditions, broad trends in business and finance, legislation and regulation affecting the national and international business and financial communities, monetary and fiscal policies, interest rates, inflation, currency values, market conditions, the availability and cost of short-term or long-term funding and capital, the credit capacity or perceived creditworthiness of customers and counterparties, and the level and volatility of trading markets. Such factors can impact customers and counterparties of financial services companies and may impact the value of financial instruments held by financial services companies. Fluctuations in interest rates, which affect the value of assets and the cost of funding liabilities, are not predictable or controllable, may vary from country to country and may impact economic activity in various regions.

The profitability of the financial services industry may be adversely affected by a worsening of general economic conditions in domestic and international markets and by monetary, fiscal or other policies that are adopted by various governmental authorities and international bodies. Monetary policies have had, and will continue to have, significant effects on the operations and results of financial services companies. There can be no assurance that a particular financial services company will not experience a material adverse effect on its net interest income in a changing interest rate environment. Factors such as the liquidity of the global financial markets, the level and volatility of prices of financial instruments, investor sentiment and the availability and cost of credit may significantly affect the activity levels of customers with respect to size, number and timing of transactions. A change in all or any of these factors could lead to a decline in the volume of transactions that financial services companies execute for their customers and thus lead to a decline in revenues from fees, commissions and spreads.

The financial services industry is extremely competitive, and it is expected that competitive conditions in the industry will continue to intensify. Technological advances and the growth of e-commerce have made it possible for non-financial institutions to offer products and services

that have been traditionally offered by financial services institutions. It is expected that cross-industry competition will continue to intensify.

The financial services industry is highly dependent on communications and information systems and is exposed to many types of operational risks, including the risk of fraud by employees or other parties, record keeping error, errors resulting from faulty computer or telecommunication systems, computer failures, and damage to computer and telecommunication systems caused by internal or external events. New technologies and improved products and services are continually being developed, rendering older technologies, products and services obsolete. Further, the failure of these systems could cause significant interruptions in the operations of the Funds' portfolio companies, harm the reputation of the Adviser, the Funds and/or their portfolio companies, subject any of the entities and their respective affiliates to legal claims and adverse publicity, and otherwise affect their business and financial performance. See also "Cyber Security Breaches and Identity Theft" above.

Financial services companies operate in a highly regulated environment and are subject to extensive legal and regulatory restrictions and limitations and to supervision, examination and enforcement by regulatory authorities. Failure to comply with any of these laws, rules or regulations, some of which are subject to interpretation and may be subject to change, could result in a variety of adverse consequences, including civil penalties, fines, suspension or expulsion, and termination of deposit insurance, which may have material adverse effects. In order to comply with banking laws, rules and regulations, the Buyout Funds may be required to invest in a manner that may not be as advantageous as the manner of making investments that are not subject to such laws, rules and regulations.

There continues to be significant discussion regarding enhancing governmental scrutiny and/or increasing the regulation of the private investment fund industry. On July 21, 2010, then-President Obama signed into law the U.S. Dodd-Frank Wall Street Reform and Consumer Protection Act (the "Dodd-Frank Act"). A key feature of the Dodd-Frank Act is the potential extension of prudential regulation by the Board of Governors of the Federal Reserve System (the "Federal Reserve") to nonbank financial companies that are not currently subject to such regulation but that are determined to pose risk to the U.S. financial system. The Dodd-Frank Act defines a "nonbank financial company" as a company that is predominantly engaged in activities that are financial in nature. The Financial Stability Oversight Council (the "FSOC"), an interagency body created to monitor and address systemic risk, has the authority to subject such a company to supervision and regulation by the Federal Reserve (including capital, leverage and liquidity requirements) if it determines that such company is systemically important, in that it poses a risk to the U.S. financial system. The Dodd-Frank Act does not contain any minimum size requirements for such a determination by the FSOC, and it is possible that it could be applied to private funds, particularly large, highly leveraged funds, although no such funds have been designated as systemically important by the FSOC to date.

The Dodd-Frank Act also imposes a number of restrictions on the relationship and activities of banking organizations with private equity funds and hedge funds and other provisions that affect the private equity industry, either directly or indirectly. Included in the Dodd-Frank Act is the so-called "Volcker Rule," which takes the form of Section 13 of the U.S. Bank Holding Company Act of 1956. Among other things, the Volcker Rule (as amended by the Reform Act) prohibits any "banking entity" (generally defined as any insured depository institution, subject to certain exceptions including for depository institutions that do not have, and are not controlled by a company that has, more than \$10 billion in total consolidated assets or significant trading assets and liabilities, any company that controls such an institution, a non-U.S. bank that is treated as a bank holding company for purposes of U.S. banking law, and any affiliate or subsidiary of the

foregoing entities), as principal, from sponsoring or acquiring or retaining an ownership interest in a private equity fund or hedge fund that is not subject to the provisions of the Company Act in reliance upon either Section 3(c)(1) or Section 3(c)(7) of the Company Act, to avoid being treated as “investment companies” under the Company Act. The Volcker Rule also requires certain nonbank financial companies that have been designated as systemically important by the FSOC and subject to supervision by the Federal Reserve (as discussed above) to comply with additional capital requirements and comply with certain other quantitative limits on such activities, although such entities are not expressly prohibited from engaging in proprietary trading or sponsoring or investing in such funds. Potential investors that are “banking entities” should consult their bank regulatory counsel prior to making an investment. The Dodd-Frank Act, as well as future related legislation, may have an adverse effect on the private equity industry generally and/or on the Adviser or the Funds, specifically. Therefore, there can be no assurance that any continued regulatory scrutiny or initiatives will not have an adverse impact on the Adviser or otherwise impede the Funds’ activities.

The Dodd-Frank Act, as well as future related legislation, may have an adverse effect on the private equity industry generally and/or on the Adviser or the Funds, specifically. For example, on May 24, 2018, the Economic Growth, Regulatory Relief and Consumer Protection Act (the “Reform Act”) was signed into law. Among other regulatory changes, the Reform Act amends various sections of the Dodd-Frank Act, including by modifying the so-called “Volcker Rule” to exempt depository institutions that do not have, and are not controlled by a company that has, more than \$10 billion in total consolidated assets and significant trading assets and liabilities. In July 2019, U.S. federal regulatory agencies adopted amendments to the Volcker Rule regulations to implement the Volcker Rule amendments included in the Reform Act, and also in 2019 such U.S. federal regulatory agencies adopted certain targeted amendments to the Volcker Rule regulations to simplify and tailor certain compliance requirements relating to the Volcker Rule. In June 2020, U.S. federal regulatory agencies adopted additional revisions to the Volcker Rule’s current restrictions on banking entities sponsoring and investing in certain covered hedge funds and private equity funds, including by adopting new exemptions allowing banking entities to sponsor and invest without limit in credit funds, venture capital funds, customer facilitation vehicles and family wealth management vehicles (the “Covered Fund Amendments”). The Covered Fund Amendments also loosen certain other restrictions on extraterritorial fund activities and direct parallel or co-investments made alongside covered funds. The Covered Fund Amendments are expected therefore to expand the ability of banking entities to invest in and sponsor private funds. The ultimate consequences of the Reform Act and these regulatory developments on the Funds and their activities remain uncertain. Therefore, there can be no assurance that any continued regulatory scrutiny or initiatives will not have an adverse impact on the Adviser, or otherwise impede, the Funds’ activities.

Additionally, in February 2022, the SEC voted to propose new rules and amendments (collectively, the “SEC Proposed Rule”) to existing rules under the Advisers Act specifically related to registered advisers and their activities with respect to private funds. If enacted, the SEC Proposed Rule could have a significant impact on the Adviser and/or the Funds. In particular, the SEC has proposed to limit circumstances in which a fund manager can be indemnified by a private fund; increase reporting requirements by private funds to investors concerning performance, fees and expenses; require registered advisers to obtain an annual audit for private funds and also require such fund’s auditor to notify the SEC upon the occurrence of certain material events; enhanced requirements, including the need to obtain a fairness opinion and make certain disclosures, in connection with adviser-led secondary transactions (also known as GP-led secondaries); prohibit advisers from engaging in certain practices, such as, without limitation, charging accelerated fees for unperformed services or fees and expenses associated with an examination to private fund clients and seeking reimbursement, indemnification, exculpation or

otherwise limiting an adviser's liability for certain activities; and impose limitations and new disclosure requirements regarding preferential treatment of investors in private funds in side letters or other arrangements with an adviser. If adopted, including with modifications, this new SEC Proposed Rule could have a significant effect on the Adviser, the Funds and their operations, including increasing compliance burdens and associated regulatory costs, reducing the ability to receive expense or indemnification reimbursements, and enhancing the risk of regulatory action, including public regulatory sanctions and may result in a change to our practices and create additional regulatory uncertainty. Further, we note that in connection with the SEC Proposed Rule, if such rule were to be enacted, it could also significantly increase the cost of insurance, specifically D&O and E&O insurance, or may even make such insurance coverage unavailable. The SEC Proposed Rule, if adopted, may result in material alterations to how the Adviser operates its business and/or the Funds, as well as the Adviser's implementation of the Fund's investment strategy, and there can be no assurance that such alterations will not have a material adverse effect on the Adviser, its affiliates, the Funds, their portfolio investments and/or the limited partners. To the extent permitted under the applicable governing agreement of each Fund, the incremental costs of compliance by the Adviser, its affiliates and/or Fund with any new SEC rules may be borne by the Funds, which may be significant.

In order to comply with banking laws, rules and regulations, the Buyout Funds may be required to invest in a manner that may not be as advantageous as the manner of making investments that are not subject to such laws, rules and regulations.

Infrastructure Industry Risk Factors

Infrastructure Assets Generally. Investment in infrastructure assets or businesses involves many significant relatively unique and potentially acute risks. Project revenues can be affected by a number of factors including economic conditions, political events, competition, regulation and the financial position and business strategy of customers. Unanticipated changes in the availability or price of inputs necessary for the operation of an infrastructure asset may adversely affect the overall profitability of the investment. Events outside the control of a portfolio company, such as political action and governmental regulation, demographic changes, economic growth, increasing fuel prices, government macroeconomic policies, social stability, natural disasters, changes in weather, changes in demand for products or services, bankruptcy or financial difficulty of a major customer and/or acts of war or terrorism, could significantly reduce the revenues generated or significantly increase the expense of constructing, operating, maintaining or restoring infrastructure facilities. In turn, this may impair a portfolio company's ability to repay its debt, make distributions to an Infrastructure Fund or even result in termination of an applicable concession or other agreement. As a general matter, the operation and maintenance of infrastructure assets or businesses involve various risks, many of which may not be under the control of the owner/operator, including labor issues, failure of equipment to perform as anticipated, structural failures and accidents and the need to comply with the directives of government authorities. It is expected that portfolio companies will typically maintain insurance to protect against certain risks, where available on reasonable commercial terms, such as business interruption insurance, that is intended to offset loss of revenues during an operational interruption. Such insurance is subject to customary deductibles and coverage limits and may not be sufficient to recoup all of a portfolio company's losses. In addition, investments in infrastructure assets or businesses may also be affected by the prevailing prices of related commodities such as oil, gas and coal, which are generally subject to significant fluctuation.

Regulatory Risk; Government, Agency and Rate Risk. The infrastructure industry is subject to comprehensive U.S. and non-U.S. federal, state and local laws and regulations. Present, as well as future, statutes and regulations could cause additional expenditures, decreased revenues,

restrictions and delays that could materially and adversely affect the portfolio companies and the prospects of the Infrastructure Funds. Such investments may also involve an ongoing commitment to or from a government agency and may derive a significant portion of their revenues from regulated tariffs or other usage or throughput-related fees. The nature of these obligations exposes the owners of portfolio companies and energy and natural resources related investments to a higher level of regulatory control and political risk than typically imposed on other businesses.

In addition, investments in businesses and/or assets relating to renewable energy currently enjoy support from national, state and local governments and regulatory agencies designed to finance or support the financing development thereof. There can be no assurance that government support for renewable energy will continue or that favorable legislation will pass. To the extent any tax credits, other favorable tax treatment or other forms of support for renewable energy are changed, the Infrastructure Funds' investments relating to renewable energy may be negatively impacted.

Sovereign Risk. The rights of certain portfolio companies to operate, deliver or sell infrastructure or related services may be granted by or derive from approval by governmental entities and are subject to special risks, including the risk that the relevant governmental entity will exercise sovereign rights and take actions contrary to the rights of an Infrastructure Fund or the relevant portfolio company or project under the relevant agreement.

Terrorist Activities. The continued threat of terrorism and the impact of military or other action have led to and will likely lead to increased volatility in prices for electricity and could affect the financial results of the Infrastructure Funds. Further, the United States government has issued public warnings indicating that infrastructure assets might be a specific target of terrorist organizations. The investments of the Infrastructure Funds may involve significant strategic assets having a national or regional profile. The nature of these assets could expose them to a greater risk of being the subject of a terrorist attack than other assets or businesses. Any terrorist attacks that occur at or near such assets would likely cause significant harm to employees, property and, potentially, the surrounding community, and may result in losses far in excess of available insurance coverage. As a result of the terrorist attacks on September 11, 2001, insurers significantly reduced the amount of insurance coverage available for liability to persons other than employees for claims resulting from acts of terrorism, war or similar events. A terrorist attack on an infrastructure-related asset that is not owned by a portfolio company may also have adverse consequences for all infrastructure-related assets of that type or in the same vicinity, including those owned by a portfolio company, and may result in a portfolio company being forced to increase preventative security measures or expand its insurance coverage, adversely affecting the profitability of the investment therein.

For additional information regarding the foregoing or the risks and conflicts with respect to any Fund or investment vehicle sponsored or managed by Corsair, please see the Confidential Private Placement Memorandum, if applicable, or subscription documents of the applicable Fund or investment vehicle.

Item 9. Disciplinary Information

In the past ten years, there have been no legal or disciplinary events involving the Adviser, the Investment Managers, or any of its management persons that are material to the Adviser's investment advisory business.

Item 10. Other Financial Industry Activities and Affiliations

- A. Neither the Adviser nor any of its Investment Managers are registered nor have an application pending to register as a broker-dealer.

- B. Neither the Adviser nor any of its Investment Managers are registered, nor 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. The Funds rely upon an exemption from registration as a commodity pool.
- C. Corsair Capital LLP, a subsidiary of the Adviser, was established for the purpose of rendering investment sub-advisory services to the Adviser with respect to investment opportunities in Europe. Corsair Capital LLP is registered with the UK Financial Conduct Authority under the United Kingdom's Financial Services Act of 1986.

Corsair Advisors LLC, a subsidiary of the Adviser, is registered as a broker dealer with FINRA. Certain management persons of the Adviser are also registered as registered representatives of a broker-dealer.

Some of the Funds' portfolio companies include, among others, investment advisers, insurance companies, and investment-related limited partnerships and limited liability companies. Such portfolio companies are operated by management teams that are independent of the Adviser. The Adviser believes that such portfolio companies do not create a material conflict of interest with its Clients and will provide a list of such portfolio companies upon request.

An affiliate of the Adviser is a special purpose acquisition company that is incorporated as a Cayman Islands exempted company (the "Corsair SPAC") and formed for the purpose of effecting a merger, share exchange, asset acquisition, share repurchase, reorganization or similar business combination with one or more businesses. The Corsair SPAC's sponsor and management include certain of the Advisers' employees that stand to benefit from their direct and/or indirect ownership in the Corsair SPAC and, accordingly, may have a conflict of interest in determining whether a particular target business is an appropriate business with which to effectuate a business combination and how to manage the Corsair SPAC. For example, if the Corsair SPAC acquires a portfolio company of a Fund, then Corsair will have conflicting duties to the Corsair SPAC and the Fund. In accordance with any fiduciary and contractual duties to which the Adviser and its employees are subject, presently and in the future, any conflicts of interest that arise between the Corsair SPAC and a Fund or Funds, in connection with a business combination proposed to be effectuated by the Corsair SPAC, the Adviser will seek to resolve such conflicts in a manner that the Adviser deems fair and equitable to the extent possible under the prevailing facts and circumstances and that are consistent with the Fund governing documents of the applicable Fund and of such SPAC.

The Adviser and its affiliates will devote such time as shall be necessary to conduct the business affairs of the Funds in an appropriate manner. However, the Adviser personnel may work on other projects, Funds, and therefore, conflicts may arise in the allocation of the personnel. Any such conflict would be made in accordance with the governing documents of the Funds.

- D. The Adviser and its Investment Managers do not recommend or select other investment advisers for the Funds.

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

- A. The Adviser has adopted a Code of Ethics (the "Code") to ensure that the Adviser fulfills its role as a fiduciary to the Funds. The Code requires that employees of the Adviser act in the best interests of the Funds to the exclusion of contrary interests, act in good faith and in an ethical manner, avoid conflicts of interest with the Funds to the extent reasonably possible, and identify and manage conflicts of interest to the extent that they arise. Employees of the Adviser are also

required to comply with applicable provisions of the federal securities laws and make prompt reports to the Adviser or appropriate party of any actual or suspected violations of such laws by Adviser, its employees or affiliates. In addition, the Code sets forth formal policies and procedures with respect to the personal securities trading activities of the Adviser's employees. The Code requires that employees pre-clear all private personal securities transactions and, subject to specific provisions outlined in the Code, personal securities transactions of certain public securities as well. In addition to the pre-clearance requirement, the Code generally prohibits personnel from investing in publicly traded equity securities or other financial instruments of companies within a certain classification code. The Code requires employees to report all securities transactions on at least a quarterly basis and provide the Adviser with a summary of securities holdings on at least an annual basis. The Code also addresses outside activities of employees, conflicts of interest, policies and procedures concerning the prevention of insider trading, includes restrictions on the acceptance of significant gifts and the reporting of certain gifts and business entertainment items, and the pre-clearance and reporting of political contributions. Employees are required to provide a written certification to the Adviser as to their compliance with the Code on an annual basis. Upon written request to the Adviser's Chief Compliance Officer, the Adviser will provide a copy of the Code to any Client or investor, or prospective Client or investor.

- B. The Adviser, or its related persons, may recommend to Funds, or buy or sell for Fund accounts, securities in which the Adviser or a related person has a material financial interest. Such transactions introduce a potential conflict of interest between the interests of the Funds and the interests of the Adviser or its related persons. For example, a potential conflict of interest could arise in that the interested related person could benefit from such a purchase or sale of the applicable securities by the Funds. The Adviser's Code outlines certain trading policies and procedures in order to mitigate any potential conflicts of interest.

Certain advisors and other service providers, or their affiliates (including accountants, administrators, lenders, bankers, brokers, attorneys, consultants, investment or commercial banking firms and certain other advisors and agents) of the Fund, Corsair or their portfolio companies provide goods or services to or have business, personal, political, financial or other relationships with Corsair. Certain Corsair employees have ownership interests in certain service providers to the Fund and/or other Corsair entities. Such advisors and service providers may be investors in the Fund, affiliates of the General Partner, sources of investment opportunities or co-investors or counterparties therewith. These relationships may influence the Adviser or the General Partner in deciding whether to select or recommend such a service provider to perform services for the Fund or a portfolio company (the cost of which will generally be borne directly or indirectly by the Fund or such portfolio company, as applicable. Corsair-affiliated service providers, which are generally expected to receive competitive market rate fees (as determined by the Adviser) with respect to certain investments, provide services to the Fund and/or its Portfolio Companies in a variety of foreign exchange transactions and trust and custodial services. Notwithstanding the foregoing, investment transactions for the Fund that require the use of a service provider will generally be allocated to service providers on the basis of the Adviser's judgment as to best execution, the evaluation of which includes, among other considerations, such service provider's provision of certain investment-related services and research that the General Partner believes to be of benefit to the Fund. In certain circumstances, advisors and service providers, portfolio companies, or their affiliates, may charge different rates or have different arrangements for services provided to Corsair or their affiliates as compared to services provided to the Funds or their portfolio companies, which in certain circumstances may result in more favorable rates or arrangements than those payable by the Funds or such portfolio companies. The Adviser and/or its affiliates also utilize discounted products and services provided by portfolio companies. In addition, Corsair and its employees receive certain intangible

and/or other benefits resulting from activities on behalf of the Funds. For example, credit cards used to incur Fund expenses, hotel chains, airlines, and other merchants may provide reward programs, and in each case such benefits and/or amounts will generally be used for the benefit of Corsair, employees, and/or the Funds even though the cost of the underlying service may be borne by the Funds.

The Adviser or its affiliates may from time to time engage in transactions with prospective and actual investors and co-investors that entail business benefits to such investors. Such transactions may be entered into prior to or coincident with an investor's admission to a Fund (or commitment to co-invest) or during the term of their investment. The nature of such transactions can be diverse and may include benefits relating to a Fund, other Funds and their respective portfolio companies. Examples include the ability to co-invest alongside Corsair funds and recommendations to underwriters for allocations in initial public offerings or loans to co-investors (or joint venture partners) by the Adviser or a Fund. The Adviser works to minimize the potential conflicts of interest by attempting to ensure the terms of the transaction are on an arm's-length basis and are generally no less favorable to the Fund than would be obtained in a transaction with an unaffiliated party.

The Adviser or its affiliates may from time to time sponsor SPACs. The Adviser will have an interest in the SPAC that will be different than, and in addition to, Corsair's interest in a Fund, which could impact Corsair's decision of whether to allocate an investment opportunity to the SPAC or a Fund and whether to cause a Fund to participate in any such SPAC through an investment in the SPAC and through an investment in the sponsor. For example, a Fund's interest in a SPAC will be subject to Corsair's interest in the sponsor investment and Corsair's carried interest at the Fund-level ("Fund Carry") and such Fund's interest in the sponsor investment will also be subject to such Fund Carry. The Adviser will seek to resolve conflicts in a manner that the Adviser deems fair and equitable to the extent possible under the prevailing facts and circumstances and that are consistent with the Fund governing documents of the applicable Fund and of such SPAC.

- C. From time to time, certain related persons of the Adviser, including its personnel, invest in securities of a company in which a Fund has a pre-existing investment. Such transactions introduce a potential conflict of interest between the interests of the applicable Fund and the interests of the Adviser or its related persons. A potential conflict of interest could arise in that the interested related person could benefit from the Fund's ownership of, or subsequent sale of, the applicable security. Any such investment would be made in accordance with the Adviser's personal securities trading policy, as provided in the Adviser's Code, to ensure any potential conflicts of interest are managed accordingly.
- D. It is important to note that the Funds are private equity funds, and as such typically do not engage in short term trading of public securities. However, employees of the Adviser are generally not permitted to buy or sell the same securities for their personal account at or about the same time as those securities recommended to Clients or bought or sold for a Client.

Item 12. Brokerage Practices

- A. As noted above, the Adviser primarily invests in private securities, and does not frequently engage in the high-volume trading of public securities. As a result, the Adviser's transactions on behalf of Clients are generally privately negotiated and may not involve a broker-dealer. The Adviser, in such cases, seeks efficient transaction execution consistent with the Adviser's

fiduciary duty to Clients. In some cases, the Adviser utilizes one or more investment banks for portfolio company sales and may invest in companies that are using an investment bank to run their sale process. If a broker-dealer is used for Client transactions, the Adviser will evaluate (or will engage a third-party consultant to assist the Adviser in evaluating) the broker-dealer based on several factors, which may include price, reputation and ability to execute the relevant transaction(s). The Adviser has a fiduciary duty to seek to achieve “best execution” for its Clients. This does not necessarily entail seeking to achieve the lowest possible commission; rather, seeking to achieve best execution involves a qualitative evaluation by the Adviser of all factors the Adviser deems relevant under the circumstances, including the full range and quality of brokerage services available.

1. Neither the Adviser nor any Advisory Affiliate utilizes soft dollar arrangements in connection with brokerage transactions; however, the Adviser and the Advisory Affiliates may, from time to time, have access to research provided by the broker-dealers used for transactions.
 2. Corsair does not consider, in selecting or recommending brokers or dealers, whether the Adviser, its Clients or related persons receive Client referrals from such broker-dealer or other third party.
 3. The Adviser does not routinely recommend, request, or require that a Client direct Corsair to execute transactions through a specified broker dealer.
- B. To the extent Corsair is presented with investment opportunities that fall within the investment objective of the Funds, except as otherwise provided in the applicable Fund governing documents, Corsair will allocate such opportunities (including related co-investment opportunities) among the Funds on a basis that Corsair reasonably determines in good faith to be fair and reasonable taking into account all factors the General Partners deem relevant, including the requirements of the Funds, the sourcing of the transaction, the nature of the investment objective, mandate or policies or target return profile of each such other Corsair investment fund and/or vehicle, the relative amounts of capital available for investment, the nature and extent of involvement in the transaction on the part of the respective teams of investment professionals of the Funds and each such other investment fund and/or vehicle and other considerations deemed relevant by Corsair in good faith.
- C. There may be circumstances where an amount that would have otherwise been invested by the Funds is instead offered to co-investors (e.g., due to a determination by the investment committee of the General Partners that allocating such portion to co-investors is in the Funds’ best interests, for instance in order to increase diversification), and with limited exceptions, there is no guarantee for any limited partner that it will be offered any co-investment opportunities. The General Partners expect that there will be opportunities for one or more strategic investors (which may consist of third parties and Limited Partners that are not affiliates of the General Partner) with respect to investments of the Funds, which will reduce the amount of co-investment that may otherwise have available to other limited partners that are not such strategic investors and may reduce the amount that would otherwise have been invested by the Fund. Investors should note that while the General Partners may offer co-investment opportunities in its sole discretion, it is not expected to offer co-investment with respect to all investments made by the Funds. As a general matter, the General Partners, in determining the allocation of discretionary co-investment opportunities, generally expect to take into account various facts and circumstances deemed relevant by the General Partner. Such factors are likely to include, among others, whether a potential co-investor has expressed an interest in evaluating co-investment opportunities, whether a potential co-investor’s investment would be beneficial in consummating the Funds’ investment

(including where an investor can invest or commit to invest a significant amount of capital in a short period of time under circumstances where the General Partners determine in good faith that it is not practicable to offer all limited partners the opportunity to co-invest in the transaction), successfully operating a portfolio company or its assets, disposing of the investment or otherwise adding value to the Funds' investment because of certain skills or attributes of such investor (including know-how), whether a potential co-investor has a history of participating in co-investment opportunities with Corsair, the size of the potential co-investor's interest to be held in the underlying portfolio company as a result of the Funds' investment (which is likely to be based on the size of the potential co-investor's capital commitment and/or investment in the Funds), whether the potential co-investor has demonstrated a long-term and/or continuing commitment to the potential success of Corsair, the Funds or other funds or co-investments, the overall size of a co-investor's commitments to Funds, vehicles and accounts, the expected amount of negotiations required in connection with such co-investor's commitment and such other factors that Corsair deems relevant under the circumstances. Investors should also note that limited partners are not required to participate in co-investments offered by the General Partners. In addition, subject to the terms of the governing documents of the Funds, Corsair officers, employees, advisors, operating executives and affiliates may co-invest with the Fund. The allocation of co-investment opportunities will in many or all cases involve a benefit to Corsair including, without limitation, fees or carried interest from the co-investment opportunity, capital commitments to the Funds and capital commitments to other Funds. Co-investors generally will not share in broken deal expenses (such as reverse termination fees, extraordinary expenses such as litigation costs and judgments and other expenses) for unconsummated transactions in which such co-investment vehicle would have participated if the relevant transaction had been consummated.

Item 13. Review of Accounts

- A. The private equity or debt transactions will be negotiated on terms that are in the best interest of the Funds and that are consistent with the investment guidelines, restrictions and procedures set forth in the governing documents. The Adviser will consider, among other things, the following qualitative factors: (i) an experienced and capable management team with realistic plans to increase enterprise value over a reasonable time period and (ii) an expected return on the investment that is commensurate with its risk.

Currently, the Adviser utilizes a process of sharing investment ideas, implementing investment decisions and reviewing current investments through a series of ongoing meetings held among members of the Investment Committees. The Investment Committees are comprised of senior professionals of the Adviser and have primary responsibility for reviewing all investments and making decisions on whether to acquire or dispose of Fund investments. Meetings of the Investment Committees are held as needed to discuss current as well as prospective investments of the Funds.

- B. The Adviser reviews the Funds regularly, as described above. In addition, the Adviser has a valuation committee which is responsible for reviewing the fair value of the Funds' investments. The valuation committee meets quarterly consists of senior members of the Adviser and is chaired by its chief financial officer.
- C. Investors are provided with regular reports which generally include quarterly statements and annual audited financial statements, as discussed in Item 15 of this brochure.

Item 14. Client Referrals and Other Compensation

- A. No one, other than the Adviser's Clients, provide an economic benefit to the Adviser for providing investment advice or other advisory services to the Clients.
- B. From time to time, the Adviser, the Advisory Affiliates and/or the Funds compensates one or more placement agents for referrals of Fund investors. Such placement agents may also seek to do business with, and earn fees or commissions from, affiliates of the Adviser, the Advisory Affiliates and/or the Funds' portfolio companies.

Item 15. Custody

All Fund cash and securities of which the Adviser is deemed to have custody are generally maintained with a qualified custodian, as defined in Rule 206(4)-2 under the Advisers Act (which includes U.S. registered broker-dealers) ("Qualified Custodian"), unless an exception is available. In accordance with Rule 206(4)-2 under the Advisers Act, each applicable Fund will distribute independently audited financial statements of the Fund to its respective investors not later than 120 days after the end of the Funds' fiscal year.

Item 16. Investment Discretion

The Adviser accepts discretionary authority to manage investments on behalf of its Clients through the investment advisory agreements with such Clients. Generally, for the Buyout Funds, this discretionary authority has no limitations. For the one of the Infrastructure Funds, the Adviser has agreed to certain limitations with respect to discretionary authority in limited circumstances. In addition, the Adviser also manages investments on behalf of certain Clients on a non-discretionary basis. The Funds or the Adviser has entered into side letters or other similar agreements with certain investors that have the effect of establishing rights (including economic or other terms) under, or altering or supplementing the terms of, the applicable Fund's limited partnership agreement with respect to such investors.

Item 17. Voting Client Securities

The Adviser has discretion to cast votes with respect to proxies of public companies and as such has adopted proxy voting policies and procedures in accordance with Rule 206(4)-6 under the Advisers Act. The policies address a broad range of issues and are generally consistent with the objective of maximizing long-term investment returns for the Funds. Each vote will be cast in the best interests of the relevant Fund and in accordance with the specific policies and procedures. The Adviser may also abstain from voting if, based on factors such as expense or difficulty of exercise, it determines that a Funds' interests are better served.

If the Adviser believes that a particular proposal presents a material conflict of interest, the Adviser will determine how to vote that proposal taking into consideration various factors including the investment objectives and strategies of the relevant Fund and any procedures set forth in the governing documents of the relevant Fund. In casting votes, the Adviser believes that a material conflict of interest between the Fund and the Adviser does not arise solely as a result of the Adviser's involvement with the particular portfolio company (i.e., an Adviser representative serving as an officer or director of a particular portfolio company). The Adviser will document the factors considered in determining how to vote a proposal that presents a material conflict of interest.

Investors of the Funds may request a copy of these policies or information regarding the historical voting record of any Fund in which such investor has made an investment by contacting the Adviser's Chief Compliance Officer.

Item 18. Financial Information

- A. The Adviser does not require or solicit prepayment of more than \$1,200 in fees per Client, six months or more in advance and therefore has not included a balance sheet.
- B. The Adviser does not believe that there are any conditions that are reasonably likely to impair the Adviser's ability to meet contractual commitments to Clients.
- C. The Adviser has never been the subject of a bankruptcy petition.