



ARES CAPITAL MANAGEMENT II LLC

Form ADV Part 2A Firm Brochure

Updated: March 31, 2023

This brochure provides information about the qualifications and business practices of Ares Capital Management II LLC (“ACM II”, the “Firm”, “we” or “us”). If you have any questions about the contents of this brochure, please contact us at 202.721.6180 or mkrieger@aresmgmt.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (“SEC”) or by any state securities authority.

Additional information about ACM II also is available on the SEC’s website at: www.adviserinfo.sec.gov

Registration with the SEC as an investment adviser does not imply that ACM II or any principals or employees of ACM II possess a particular level of skill or training in the investment advisory or any other business.

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Item 2 - Material Changes

ACM II makes changes throughout its brochure in an effort to improve and clarify the descriptions of its and its affiliates' business practices and compliance policies and procedures or in response to evolving industry and firm practices. While ACM II does not believe that these changes are material, ACM II has made updates to this brochure to enhance certain disclosures and provide additional information regarding: (i) the investment strategies managed by ACM II; (ii) the allocation of investments among our Clients, including with respect to co-investment transactions; (iii) certain risks of investing in our Clients; (iv) potential activities of ACM II's affiliated broker-dealer; and (v) potential conflicts of interest that may arise in the course of our investment and other activities.

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Item 4 - Advisory Business

ACM II is a Delaware limited liability company that was formed in April 2011 and commenced operations in June 2011. ACM II is a wholly owned subsidiary of Ares Management LLC ("Ares Management"), an SEC-registered investment adviser and subsidiary of Ares Management Corporation ("Ares Corp"), a publicly traded, leading global alternative investment manager. The indirect principal owner of Ares Corp is Antony P. Ressler who, together with certain other members of the senior management team of Ares Corp, indirectly controls Ares Corp through intermediate holding companies.

ACM II provides the advisory and sub-advisory services described below to its clients, which are comprised of registered investment companies and pooled investment vehicles (collectively, the "Funds" or "Clients"). ACM II, or an affiliated entity controlled by ACM II, serves as investment adviser, sub-adviser or manager of each of its Clients. References to ACM II in this brochure include, as the context requires, affiliates through which ACM II provides investment advisory services or that act in any capacity referenced in the previous sentence.

ACM II provides advisory services to certain institutional separately managed accounts, some of which are provided on a discretionary basis and some of which are provided on a non-discretionary basis. The private Clients' underlying investors are generally either accredited investors and qualified purchasers (as noted in Item 7 below) or non-U.S. persons, depending on the applicable eligibility requirements of the respective Client.

ACM II's investment advisory business is served by a dedicated team within Ares Management's credit group (the "Credit Group"). The Credit Group is one of the largest managers of credit strategies across the non-investment grade credit universe, providing solutions for investors seeking to access a range of credit assets, including syndicated loans, high yield bonds, alternative credit and direct lending products. The Credit Group capitalizes on opportunities across traded and non-traded corporate and consumer debt across the U.S. and European markets, providing investors access to directly originated fixed and floating rate credit assets along with the ability to capitalize on illiquidity premiums across the credit spectrum. Please see *Item 8. Methods of Analysis, Investment Strategies and Risk of Loss* for further discussion of ACM II's investment strategies and Ares Management's Credit Group.

Investment advice is provided directly to our Clients, subject to the discretion and control of ACM II or the applicable general partner, and not individually to the underlying investors. ACM II tailors its advisory services to the specific investment objectives and restrictions of each Client pursuant to the investment objectives and restrictions set forth in each Client's applicable public filings, prospectus, limited partnership agreement, investment management agreement, subscription agreement and other governing documents, as applicable, for each such Client (collectively, the "Governing Documents"). Clients may have investment restrictions that are particular to such Client. Investment restrictions may include prohibitions on investing in certain types of assets, restrictions on issuer domiciles, restrictions on price or rating of investments, and limitations on the percentage a particular type of security can comprise of a Client's investment portfolio. Clients and prospective clients should refer to the applicable Governing Documents for complete information on the investment objectives, investment restrictions and risks with respect

to such client. Prior performance, while illustrative of ACM II's investment philosophy and experience, is not indicative of future performance and there is no assurance that any investment objectives will be achieved.

In accordance with common industry practice, ACM II or a private Client general partner, managing member, investment adviser, sub-adviser, or manager may enter into "side letters" or similar agreements pursuant to which certain underlying investors are granted specific rights, benefits, or privileges (including, without limitation, with respect to differences, including discounts to and/or sharing of, management fees, performance allocations, performance hurdles, withdrawals, access to information, minimum investment amounts, co-investment opportunities, reporting obligations, and other rights or terms including those that may be requested in light of particular investment, legal, regulatory or public policy characteristics of an investor). These rights, benefits or privileges are not always made available to all underlying investors nor in some cases are they required to be disclosed to all underlying investors. The disclosure and extension of any such rights, benefits or privileges are governed by the corresponding Governing Documents.

ACM II does not participate in any wrap fee programs.

As of December 31, 2022, ACM II had assets under management ("RAUM") of \$3,603,016,195, of which \$103,118,314 is managed on a non-discretionary basis. RAUM is calculated by aggregating the gross value of all securities accounts for which ACM II provides continuous and regular supervisory or management services.

Item 5 - Fees and Compensation

Compensation and Fee Schedules

In general, ACM II receives a management fee in connection with the advisory services provided to each Client. The information below summarizes the compensation that ACM receives; however, investors and prospective investors should carefully review the Governing Documents of each applicable Client in conjunction with this brochure for complete information on the fees and compensation payable with respect to a particular Client.

Advisory Fees

Different Clients are subject to different advisory fees as compensation for the investment advisory services rendered to the applicable Client (each, an "Advisory Fee"). ACM II also charges certain Clients administration, agency, servicing fees and similar non-advisory fees and expenses. Advisory Fees paid by public investment fund Clients are asset-based fees ranging from 0.3% to 1.5%.

The precise amount of, and the manner and calculation of, the Advisory Fees for each Client are intended to be reflective of the underlying investment mandate and associated investment risks of the Client and are established by ACM II. Advisory Fees are set forth in each Client's Governing Documents. Fees charged to some Clients may differ from fees charged to other Clients; in those and other situations, such differences are subject to separately negotiated terms and may (or may not) be disclosed to other Clients or underlying investors.

Advisory Fees paid by a Client are indirectly borne by the underlying investors in such Client. Investors and prospective investors in each Client should note that similar advisory services may (or may not) be available from other investment advisers for similar or lower fees and that the allocable share of Advisory Fees paid by a Client may differ among underlying investors of the same Client (or a similar Client).

Deduction of Fees; Timing of Payments; Termination

If applicable, the Governing Documents will authorize ACM II to charge and deduct Advisory Fees directly from the assets of the Client account, at the times and in the amounts set forth in such Governing Documents. Advisory Fees are either deducted or directly billed to the Client, depending on the nature of the account.

Advisory Fees for certain of ACM II's Client accounts are generally payable on a quarterly basis and may be payable in advance or in arrears in accordance with the terms of the applicable Governing Documents.

Clients have the right to terminate ACM II's advisory services in accordance with the terms of the applicable Governing Documents. ACM II's general policy is to repay any advisory fees paid by a Client account managed by ACM II in advance in excess of the pro rata portion earned by ACM II (based on the number of days during the period) through the termination date.

Other Fees and Expenses

ACM II, from time to time, incurs fees, costs, and expenses for the account or benefit of more than one Client. Under these circumstances, each such Client will typically bear an allocable portion of any such fees, costs, and expenses in proportion to the size of its investment in or commitment to the activity or entity to which such expense relates (subject to the terms of each Client's Governing Documents) or in such other manner as ACM II considers fair and equitable under the circumstances. In the event that a Client's Governing Documents do not permit the payment of a particular expense, ACM II will bear the amount allocable to such Client. In certain other circumstances, ACM II elects to bear expenses that a Client's Governing Documents permit the Client to bear. The differences in expenses borne by Clients, even with overlapping investment strategies, are subject to separately negotiated Governing Documents are typically not disclosed among all Clients. ACM II endeavors to allocate fees, costs, and expenses on a fair and equitable basis.

There are four general categories of expenses allocated to and among Clients. As discussed further below, these categories are: (1) Organizational Expenses; (2) Administrative Expenses; (3) Sourcing and Diligence Expenses; and (4) Oversight Expenses. Please refer to the individual Client's Governing Documents for more detailed information related to the type of expenses that will be charged or allocated to a particular Client.

Organizational Expenses. These expenses are related to the organization of Clients and related entities and the costs of negotiating and entering into the Clients' Governing Documents. Organizational Expenses are not directly related to operating or administering Clients or sourcing investments. Each Client, subject to its Governing Documents, will typically pay or otherwise

bear (generally up to an agreed amount) all fees, costs, expenses, and other liabilities incurred in connection with the formation and organization of, or pre-marketing and sale of interests in, such Client, its general partner or similar person and/or investment manager, including (but not limited to):

- commissions, costs, and all out-of-pocket legal, accounting, tax, filing, regulatory compliance, capital raising, printing, electronic database, state and local formation;
- commissions, costs, fees and expenses of any placement agent or finder;
- “blue sky” filings costs or similar non-U.S. filings and distributions;
- foreign registrations and foreign securities distributors;
- other related legal and organizational matters; and
- travel-related expenses (as defined below) in respect of the foregoing.

Administrative Expenses. In addition to the fees payable to ACM II and as set forth in the applicable Governing Documents, Clients typically pay or otherwise bear all or a portion of the fees, costs, expenses, and other liabilities arising in connection with their operation and administration (including the operation and administration of any parallel funds, subsidiaries, alternative investment vehicles and other special purpose vehicles). Examples of administrative expenses that a Client may pay or otherwise directly or indirectly bear include (but are not limited to):

- any sales or other taxes, fees, or government charges that may be assessed against the Client or ACM II or its affiliates in connection with the activities of such Client, including annual filing, franchise tax, registration and maintenance fees;
- capital payments, interest, fees, agent bank and other bank service fees and other expenses in respect of indebtedness for borrowed money and all costs and expenses associated with negotiating, structuring, entering into, maintaining and terminating any credit facility or other indebtedness for borrowing by a Client;
- computer software specific to the affairs of a Client and market data costs and research-related expenses, including, without limitation, news and quotation equipment, software, and services;
- expenses of holding meetings or conferences with Clients, their boards of directors (or similar bodies) and underlying investors, whether individually or as a group reporting to a Client’s underlying investors;
- costs related to or in connection with any governmental or other inquiry, investigation, audit, proceeding or regulatory matter, litigation and threatened litigation involving a Client (including the amount of any judgments, settlements or fines paid in connection therewith) to the extent permitted by applicable law;
- indemnification obligations;

- fees, costs and expenses attributable to administrative, investment banking, commercial banking, accounting, auditing, appraisal, tax advisory, tax preparation, legal, external consulting, operating advisors, compliance, independent director, custodial, depository and registration services provided to a Client;
- fees, costs and expenses relating to U.S. and non-U.S. filings and distributions, foreign registrations, foreign securities distributors, paying agents and other similar fees, costs and expenses; compliance with any applicable law, rule or directive, associated with the activities of the Client or ACM II in respect of the Client including the European Union Alternative Investment Fund Manager Directive (AIFMD) or any other regulatory requirement in any other jurisdiction (including regulatory filings, “blue sky” filings and related out-of-pocket or other expenses of such Client, its general partner or similar person and/or investment adviser, including, but not limited to, FATCA and Form PF filings and any compliance or filings related to such law, regulation or directive);
- premiums related to risk management services and insurance (including insurance to protect the Client, the general partner, the manager, ACM II, its affiliates and respective officers, directors, employees, partners managers and members in connection with the activities of the Client);
- costs of dissolving and liquidating a Client’s investment vehicles;
- costs of amendments to, and waivers, consents and approvals pursuant to, the Governing Documents;
- preparation, delivery and implementation of side letters and any related “most favored nations” election processes;
- costs of tax and audit services to a Client;
- fees, costs and expenses in connection with preparing financial statements and reports to underlying investors, tax returns, tax estimates, tax reporting or any other administrative, compliance or regulatory filings or reports or the provision of other information to underlying investors or other parties;
- fees, costs and expenses related to the presence of the Client, the general partner, the manager, ACM II or its affiliates in jurisdictions in which the Client maintains subsidiary acquisition vehicles, holding vehicles or other special purpose entities of the Client, including internal and overhead costs of the manager or its affiliates such as accommodation, rental expense, office equipment, domiciliation fees, directors’ fees, the costs, including salaries, of personnel (including ACM II employees) and other similar costs;
- administrative fees payable to the manager or its affiliates;
- costs and expenses of a Client’s advisory board or committee and its members and its activities attributable to the Client (including expenses incurred by members of the advisory board or committee in connection with attendance at annual and special meetings of the advisory board or committee);
- any extraordinary expense of the Client;

- appraisal and valuation of a Client's and subsidiaries' assets, including the cost of valuation review and assistance provided by third parties;
- legal fees, costs and expenses in connection with the foregoing; and
- transportation (which may include the use of private aircraft, including those owned by employees of Ares Management, car services, parking, etc.), accommodations, meals, and entertainment related to the foregoing (collectively, "travel-related expenses").

Certain Clients will pay the cost of certain services that ACM II or Ares Management employees provide (including a portion of compensation and overhead costs otherwise payable by ACM II), including, without limitation, administration, tax advisory, compliance, legal, finance and accounting and portfolio management and/or internal costs (including compensation and overhead costs) attributable to certain consultants. Such services typically consist of services that would otherwise be provided by a third party whose fees, costs and expenses would be paid by the Client.

Sourcing and Diligence Expenses. These expenses relate more generally to investment sourcing and diligence for a particular investment strategy and include fees, costs and expenses of identifying, investigating (including the conducting of due diligence with respect to), evaluating, structuring and negotiating potential investments for such strategy. Examples of sourcing and diligence expenses that a Client may pay or otherwise bear include (but are not limited to):

- commissions, brokerage fees, and similar charges incurred in connection with the purchase or sale of securities (including any merger fees payable to third parties and whether or not any such purchase or sale is consummated);
- fees, costs, expenses and other liabilities and obligations incurred in identifying, sourcing, originating, evaluating, conducting due diligence, investigating, developing (including any retainers, success and finder's fees and other compensation paid to contractors, senior advisors, joint venture partners and sourcing and operating partners), negotiating, structuring, studying (including any market studies and/or the use of expert networks), financing, purchasing, settling, obtaining ratings, monitoring, advising or managing, valuing, disclosing (including press releases and other marketing), holding, and selling or otherwise disposing of portfolio investments;
- travel-related expenses;
- legal, tax, consulting and accounting expenses;
- costs and expenses of attending industry and trade association meetings, conferences or similar meetings to source and evaluate investment opportunities;
- costs and expenses of research and technology (including costs of specialty data subscription and license-based services and risk analysis software); and
- "broken deal expenses" including any such fees, costs, expenses and other liabilities incurred with respect to unconsummated investments which may include such expenses that would have been allocated to co-investors had such proposed investment been consummated.

Oversight Expenses. These expenses are incurred in connection with the oversight of portfolio companies. Examples of expenses that fall within this category include (but are not limited to):

- travel-related expenses for an ACM II employee to attend a board of directors or similar meeting at a portfolio company;
- directors' fees;
- expenses of consultants (including expert networks and operating advisors);
- brokerage commissions, clearing and settlement charges, investment banking fees and expenses, bank charges, placement, syndication and solicitation fees, arranger fees, sales commissions, bridge financing expenses and other investment, marketing, execution, closing and administrative fees, costs and expenses of portfolio companies;
- costs (including administrative and filing fees) of maintaining the holding structure for portfolio investments, including any related legal, accounting, tax, banking, filing, registered office and administrative fees costs and expenses;
- portfolio and risk management expenses (including hedging transactions and related costs); and
- expenses of any actual or potential litigation or other dispute or investigation or inquiry related to any portfolio company.

Travel-related expenses incurred by ACM II employees are subject to Ares Management's Travel & Expense Policy.

In most cases, ACM II and its affiliates will select a Client's service providers (including accountants, administrators, lenders, bankers, brokers, attorneys, consultants, and investment or commercial banking firms) and will determine the compensation of such providers without review by, or consent of, the underlying investors. To the extent allowable under the Governing Documents, Clients will bear the fees, costs and expenses related to such services, regardless of the relationship the service provider may have to ACM II or its affiliates. ACM II uses reasonable diligence to periodically ascertain whether each service provider is adequately fulfilling its obligations and meeting performance requirements, taking into account factors such as expertise, availability and quality of service, familiarity with the Client and ACM II, and the competitiveness of compensation rates in comparison with other providers who meet the selection criteria. In addition, service providers and/or their affiliates may simultaneously be engaged in separate and distinct arrangements with ACM II, its related parties, its Clients, and even Client portfolio companies. As such, it is possible that the service provider will charge different rates which may result in more favorable rates or arrangements for ACM II or its affiliates than its Clients or Client portfolio companies. This has the potential to create an incentive for ACM II or its affiliates to select service providers based on potential benefit to ACM II or its affiliates rather than its Clients.

See discussion below in "*Item 12. Brokerage Practices*" for a description of the factors we consider in selecting or recommending broker-dealers and determining the reasonableness of their compensation.

Transaction-Based Compensation

From time to time and in connection with portfolio investments made by our Clients, ACM II, our affiliates or supervised persons may receive commitment, structuring, monitoring or other transaction fees. These types of arrangements present potential conflicts of interest and may provide ACM II's supervised persons with an incentive to recommend investments based on compensation received or to be received rather than making an investment decision solely on the best interests of an ACM II Client. Please refer to the Governing Documents of the applicable Client for more complete information on additional compensation that may be receivable by ACM II or its affiliates or supervised persons in connection with investments and any offsets against Advisory Fees.

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

For certain client accounts, ACM II or its affiliates are entitled to receive performance-based fees in the form of incentive fees, carried interest or other performance-based fees, based on profits, from certain Clients. Incentive fees are generally based on the net appreciation per annum of the applicable Client, subject to certain net loss carry-forward provisions, high-watermarks and/or preferred return. Such performance-based fees may also be based on a Client's cumulative net appreciation to date, in some cases subject to a high-watermark or a preferred return. Carried interest entitles the general partner (or an affiliate) of a Client to a special allocation of income and gains from the Client and is typically structured as a net profits interest in the applicable Client. These performance-based arrangements are structured to comply with Rule 205-3 under the Investment Advisers Act of 1940 (together with all rules and regulations promulgated thereunder, the "Advisers Act"). Any share of profits paid to ACM II or its affiliates by a Client is separate and distinct from the Advisory Fees charged by ACM II for advisory services.

Performance-based compensation and allocation arrangements received by ACM II or its related persons may create incentives for ACM II to recommend investments that may be riskier or more speculative than those that would be recommended under a different fee arrangement. Please refer to the Governing Documents of each Client account for more complete information on the "performance-based compensation" arrangements of each Client account.

Side-by-Side Management

ACM II and its affiliates provide concurrent advisory services to our Clients for which the investment mandates, compensation and fee arrangements (including with respect to performance fees and fee offsets) and other circumstances differ from Client to Client. The potential for us and our related persons to receive greater fees from certain Clients creates a potential conflict of interest with respect to the allocation of investment opportunities, as Clients that pay higher fees may create incentives to direct investment ideas to, and/or to allocate investments in favor of such Clients.

From time to time, a Client will subscribe for or otherwise purchase an interest in another Client, provided that the sale or purchase is consistent with the Governing Documents and ACM II's fiduciary obligations to each such account. In addition, following the acquisition by ACM II

and/or Ares Management of other investment managers or management contracts from other investment managers, in certain circumstances, ACM II or an affiliated investment adviser will commence management of a Client that had previously acquired and continues to hold an interest in another Client. In such situations, while we endeavor at all times to act in the best interests of all of our Clients, our receipt of compensation from each of the Clients and the contribution of additional capital by a Client to another Client will create potential conflicts of interest. In certain circumstances, we may choose to reduce or offset the advisory fees of a Client investing in another Client by the amount of advisory fees applicable to the Client's investment in such other Client.

To mitigate potential conflicts of interest, allocations of investment opportunities among Clients are determined in accordance with our investment allocation policy and consistent with our fiduciary duties and corresponding investment mandates. It is our policy that all investment opportunities will, to the extent practicable, be allocated among our Clients on a basis that over a period of time is fair and equitable to each Client relative to other Clients, taking into account the terms of the relevant Governing Documents and the relevant facts and circumstances, including, but not limited to:

- (i) differences with respect to available capital (e.g., current cash position and current or anticipated capital additions or withdrawals), size of a Client and remaining life of a Client;
- (ii) differences with respect to investment objectives or current investment strategies, such as objectives or strategies:
 - a) regarding current and total return requirements,
 - b) emphasizing or limiting exposure to the security or type of security in question,
 - c) regarding diversification, including industry or company exposure, currency and jurisdiction, or
 - d) regarding rating agency ratings.
- (iii) differences in risk profile at the time an opportunity becomes available;
- (iv) the potential transaction and other costs of allocating an opportunity among various Clients;
- (v) potential conflicts of interest, including whether multiple Clients have an existing investment in the security in question or the issuer of such security;
- (vi) the nature of the security or the transaction including size of investment opportunity, minimum investment amounts and the source of the opportunity;
- (vii) current and anticipated market and general economic conditions; and
- (viii) prior or existing positions in an issuer or security.

Allocations within a particular group of Clients are generally determined by the portfolio managers or investment committee members within the applicable group (or among investment groups, if applicable), in good faith and subject to restrictions in the applicable Governing Documents or regulatory restrictions.

When evaluating an investment opportunity, ACM II will, in certain circumstances, determine that the division of an investment among multiple Clients may negatively impact the nature of the investment such that it would not be appropriate to divide the investment among the multiple

Clients for which the investment is otherwise suitable. In certain circumstances, ACM II will also determine that the differences among Clients, such as the length of each Client's investment period, may result in an inability to share an investment opportunity among existing Clients without increasing the potential for conflicts of interest to arise. If it believes such circumstances are likely to occur regularly, ACM II will generally employ an allocation rotation process pursuant to Ares Management's investment allocation policy that is designed to facilitate a fair and equitable allocation of such opportunities over time.

In certain circumstances, we may be contractually required to offer certain types of investment opportunities to certain Clients before such opportunities may be offered more broadly to all Clients. As a result, some Clients may not be offered certain investment opportunities. In addition, certain of our Clients are subject to regulatory limitations on their ability to invest in the same issuer as other ACM II or Ares Management Clients, and in some cases are precluded altogether from investing in an issuer in which another Client is invested or is investing. ACM II, Ares Management and its affiliates have received an order from the SEC that permits business development companies and registered closed-end investment companies managed by ACM II and Ares Management to invest in portfolio companies alongside each other and with affiliated investment funds (the "Co-investment Exemptive Order"). Investments made in reliance on the Co-investment Exemptive Order are subject to compliance with certain conditions and other requirements, which could limit a Client's ability to participate in an investment opportunity. Clients' ability to participate in an investment opportunity with other Clients is subject to compliance with existing regulatory guidance, applicable regulations and Ares Management's investment allocation procedures. The foregoing factors in certain circumstances may:

- adversely impact the price paid or received by the Client or the size of a position purchased or sold by a Client, including commission prices;
- preclude a Client from participating in an investment; or
- limit the rights that a Client may exercise with respect to an investment.

In addition, there may be conflicts in the allocation of investments among us and clients managed by one of our related parties or one or more of our controlled affiliates or among the Clients they manage, including investments made pursuant to the Co-investment Exemptive Order, which permits our Clients to co-invest in portfolio investments with business development companies, registered closed-end investment companies and other clients managed by Ares Management.

One Client may hold, acquire or dispose of positions in an investment in which another Client directly or indirectly invests or has invested. In addition, multiple Clients and/or multiple clients of Ares Management may directly or indirectly hold or acquire positions in the same or different securities of the same portfolio companies. For example, a Client may invest in equity securities issued by a portfolio company in which another Client holds debt securities, and a Client may invest, both directly and indirectly through investment funds managed by third parties, in the equity securities of a portfolio company in which another Client holds debt securities. Such investments and transactions may raise potential conflicts of interest for our Clients, particularly if different Clients invest in different classes or types of securities or investments of the same underlying portfolio company. In that regard, actions taken by one Client may be adverse to

another Client, including, but not limited to, during a restructuring, bankruptcy or other insolvency proceeding or similar matter. In addition, actions taken by a Client may adversely impact another Client where one Client invests directly in a portfolio company that is owned indirectly by another Client through interests in an investment fund that holds securities of that same issuer. In such cases, the Client that is directly invested in the issuer may pursue or enforce its rights in a manner that may be detrimental to the other Client as an indirect investor. ACM II may take actions at the time of an initial investment and on an ongoing basis, as appropriate, to the extent it determines in its sole discretion any such action is necessary or advisable to seek to mitigate potential conflicts of interest for a Client. Such conflict mitigation may include the appointment of an independent third party with decision-making authority with respect to a Client, limiting the amount of an investment in an issuer or fund that owns an issuer by one or more Clients, or agreeing to limit future rights that would otherwise be available to a Client.

While the above are general principles, all actual allocation decisions are subject to relevant facts and circumstances and the investment objectives of various Client accounts.

In addition, ACM II and its principals may co-invest with certain Clients, as permitted and described in applicable Governing Documents. Please see “*Item 11. Code of Ethics, Participation or Interest in Client Transactions and Personal Trading*” for a discussion of how ACM II addresses these matters.

From time to time and reflective of the diversity and breadth of Ares Management’s investment platform, investments made on behalf of Clients may not be consistent with public statements made by Ares Management as to reflections or opinions on general economic trends, etc. and/or with investments of other Clients due to different underlying investment mandates.

Item 7 - Types of Clients

Types of Clients

ACM II generally provides investment advice as an investment adviser or sub-adviser to various pooled investment vehicles, including public and private investment funds. Generally, underlying investors participating in our private Clients are required to meet certain suitability and net worth qualifications, such as being (a) an “accredited investor” within the meaning of Rule 501 of Regulation D under the Securities Act of 1933, as amended (the “Securities Act”), (b) a “qualified purchaser” as defined in Section 2(a)(51) of the Investment Company Act or (c) a “knowledgeable employee” within the meaning of Rule 3c-5 of the Investment Company Act.

Underlying investors may have conflicting investment, tax and other interest with respect to Client investments. The results of a Client’s activities may affect underlying investors differently, depending on their different situations. As a consequence, conflicts of interest may arise in connection with decisions made by ACM II that benefits one underlying investor over another underlying investor. In selecting and structuring investments for a Client, ACM II will consider the investment and tax objectives of the Client as a whole and not the objectives of any individual underlying investor. However, there can be no assurance that a result will not be more advantageous to some underlying investors than to other underlying investors.

Minimum Investment Requirements

The minimum investment is stated in each of the clients Governing Documents; however, ACM II's Clients generally do not have investment minimums.

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

ACM II's investment philosophy and portfolio construction generally involves deliberate company-specific research and analysis and an assessment of the overall macroeconomic environment and financial markets. The majority of ACM II's advisory business is serviced by Ares Management's Credit Group. ACM II's advisory business as it relates to certain private Clients is serviced by Ares Management's Secondaries Group. The specific methods of analysis and investment strategies utilized by Ares Management's Credit Group and Secondaries Group are described below. For additional details relating to the methods of analysis and investment strategies employed by a Client account, please refer to its Governing Documents.

Ares Management's Credit Group is a one of the largest managers of credit strategies across the non-investment grade credit universe, providing solutions for investors seeking to access a range of credit assets, including liquid credit, alternative credit and direct lending products. The Credit Group capitalizes on opportunities across traded and non-traded corporate and consumer debt across the U.S. and European markets, providing investors access to directly originated fixed and floating rate credit assets along with the ability to capitalize on illiquidity premiums across the credit spectrum. We are also a leading global manager of syndicated bank loans.

The Credit Group offers the following credit strategies across the liquid and illiquid spectrum:

Liquid Credit: Our liquid credit investment solutions help investors access the syndicated loan and high yield bond markets, among other asset categories. We focus on capitalizing on opportunities across traded corporate credit.

- **Syndicated Loans:** Our syndicated loans strategy delivers a diversified portfolio of liquid, traded non-investment grade secured loans to corporate issuers. We focus on evaluating individual credit opportunities related primarily to non-investment grade senior secured loans and primarily target first lien secured debt, with a secondary focus on second lien secured loans and subordinated and other unsecured loans.
- **High Yield Bonds:** Our high yield bonds strategy employs a value-driven philosophy, utilizing fundamental research to identify non-investment grade corporate issuers. We primarily seek a diversified portfolio of liquid, traded non-investment grade corporate bonds. This approach incorporates secured, unsecured and subordinated debt instruments of issuers in both North America and Europe.
- **Multi-Asset Credit:** Our multi-asset credit strategy combines both syndicated loans and high yield bonds, as well as other asset categories including structured credit, special situations and related credit instruments into a single portfolio. These

portfolios are designed to offer investors a flexible solution to credit investing by allowing us to tactically allocate between multiple assets classes in various market conditions. This strategy invests globally, can be highly customized, and is designed to “go anywhere” within the liquid, non-investment grade credit universe.

Alternative Credit: Our alternative credit strategy seeks to capitalize on asset-focused investment opportunities that fall outside of traditional, well-defined markets such as corporate debt, real estate and private equity. Our alternative credit strategy emphasizes downside protection and capital preservation through a focus on investments that tend to share the following key attributes: asset security, covenants, structural protections and cash flow velocity. Our investment approach is designed to capture and create value by leveraging Ares’ platform insights to assess risk and relative value.

Direct Lending: Our direct lending strategy is one of the largest self-originating direct lenders to the U.S. and European markets and has a multi-channel origination strategy designed to address a broad set of investment opportunities in the middle market. We focus on being the lead or sole lender to our portfolio companies, which we believe allows us to exert greater influence over deal terms, capital structure, documentation, fees and pricing, while at the same time securing our position as a preferred source of financing for our transaction partners. The team maintains a flexible investment strategy, with the capability to invest in first lien senior secured loans (including “unitranche” loans which are loans that combine senior and subordinated debt, generally in a first lien position), second lien senior secured loans, subordinated debt, preferred equity and non-control equity co-investments in private middle market companies. We manage various types of funds within our U.S. and European direct lending teams that include commingled funds, separately managed accounts for large institutional investors seeking tailored investment solutions and joint venture lending programs.

Our Credit Group takes a value-oriented approach which, among other factors, considers industry and market analysis, technical analysis, fundamental credit analysis and in-house research to identify investments that we believe offer attractive value in comparison to the perceived credit risk profile. We use our longstanding relationships, considerable scale, research, industry knowledge, structuring expertise and often our self-origination capabilities to invest actively across capital structures with a focus on selecting the best risk adjusted returns for our Clients, while also seeking to provide our borrowers a valued capital solution. Each investment decision involves an intensive due diligence process that is generally focused on evaluating the target company and its current and future prospects, its management team and industry, its ability to withstand adverse conditions and its capital structure, sponsorship and structural protection, among others. Our objective is to construct portfolios that balance the benefits of diversification, credit quality, defensive industry allocations, current income, principal appreciation, efficient and flexible portfolio financing, and participation in the securities of companies with which, in many cases, we have had prior experience.

The foundation of this investment philosophy and portfolio construction is intensive credit investment analysis, a strict investment discipline based on both market technicals and fundamental value-oriented research and a diversification strategy. Our Credit Group’s

investment process emphasizes due diligence on companies and company-specific research and analysis, including:

- a comprehensive analysis of issuer creditworthiness, including a quantitative and qualitative assessment of the issuer's business;
- an evaluation of management and its economic incentives;
- an analysis of business strategy and industry trends; and
- an in-depth examination of capital structure, financial results, and projections.

We focus on principal protection, investment income, relative value, and adherence to portfolio guidelines. The strategy employed by our Credit Group generally emphasizes the importance of the following:

- Credit intensive analysis and ongoing monitoring;
- Control of investment risk; protection of principal; low volatility; risk/return with a focus on minimizing downside risk;
- Long-term value creation;
- Market focused relative value analysis, including an assessment of the overall macroeconomic environment and financial markets;
- Use of Ares Management's extensive network of contacts;
- Broad access to deal flow combined with flexibility in investing in all parts of the capital structure;
- Active portfolio monitoring;
- Investment memoranda and periodic updates; and
- Investment committee presentations and discussion.

Additionally, in analyzing a prospective investment, we seek information from a wide variety of sources, which may include company management, fixed income and equity analysts, rating agencies, competitors, and other industry sources, including third-party industry experts.

Ares Management's Secondaries Group invests in secondary markets across a range of alternative asset class strategies, including private equity and credit, real estate and infrastructure. Our Secondaries Group has extensive experience investing across the secondaries market primarily in North America. We have established ourselves among the most active secondary investors engaged in recapitalizing and restructuring existing limited partnership interests in funds with a focus on transactions that can address pending fund maturity, strategy change or the need for additional equity capital.

Our secondaries team has an established track record of providing customized private equity and credit transaction solutions to institutional limited partners and general partners. Our private equity and credit secondaries team acquires interests across a range of partnership vehicles, including private equity and private credit funds, multi-asset portfolios, as well as single asset joint ventures.

We continue to maintain a differentiated investment strategy that utilizes our internal research process to provide customized transaction solutions and seeks to generate strong risk-adjusted returns.

The Secondaries Group's investment process emphasizes rigorous due diligence of the private equity and credit, real estate, venture capital, buyout and mezzanine fund investments and portfolios of such investments, including:

- investments in the revenue streams of sponsors of such investments;
- the relevant experience of the underlying funds' managers;
- the past performance of related funds, if any.

The Secondaries Group performs detailed reviews of the funds or sponsors whose interests are being offered, including an analysis of:

- the respective general partner's historical investment record and the success of the underlying fund in achieving its investment return expectations to date;
- valuations of the currently held portfolio companies or properties, as applicable; and
- liquidity and cash flow projections.

The Secondaries Group's evaluation procedures also include: a detailed review of underperforming investments and strategies for recovery; compliance with loan covenants; estimated timetables for future capital calls; and confirmation that there are no impediments to an orderly transfer of partnership interests.

Material Risks

Investing in securities involves a risk of loss that a Client and underlying investors should be prepared to bear. There can be no assurance that any Client account managed by ACM II will be able to make and/or realize any particular investment or generate returns or that such returns will be commensurate with the risks of investing in the types of transactions described in the Governing Documents. Investors should carefully consider, among other factors, the following material risks involved with ACM II's investment strategies. Past performance is not indicative of future results.

Not all possible risks are described below, and risks described below may not be applicable to all Clients. Investors in the Client accounts are requested to refer to the Governing Documents of the applicable Client account for more complete information on investment strategies employed and the corresponding risks associated with such investment strategies.

General Market Risks

Investments made by our Clients are materially affected by conditions in the global financial markets and economic and political conditions throughout the world, such as interest rates, the availability and cost of credit, inflation rates, changes in laws (including laws relating to our taxation, taxation of our investors and the possibility of changes to regulations applicable to alternative asset managers), political uncertainty and social unrest, trade policies, commodity prices, tariffs, currency exchange rates and controls and national and international political

circumstances (including wars and other forms of conflict, civil unrest, terrorist acts and security operations), general economic uncertainty and catastrophic events such as fires, floods, earthquakes, tornadoes, hurricanes and pandemics could materially affect our business to the extent it materially affects global economies or global financial markets. These factors are outside of our control and may affect the level and volatility of securities prices and the liquidity and value of investments, and we may not be able to or may choose not to manage our exposure to these conditions, which may result in adverse consequences for our Clients and result in substantial losses to our Clients.

Global financial markets have experienced heightened volatility in recent periods, including as a result of economic and political events in or affecting the world's major economies, such as ongoing uncertainty following the end of the Brexit transitional period on December 31, 2020, hostilities in the Middle East region and more recently between Russia and Ukraine. Sanctions imposed by the U.S. and other countries in connection with hostilities between Russia and Ukraine have caused additional financial market volatility and affected the global economy. Concerns over increasing inflation, as well as interest rate volatility and fluctuations in oil and gas prices resulting from global production and demand levels, as well as geopolitical tension, have exacerbated market volatility.

In addition, numerous structural dynamics and persistent market trends have exacerbated volatility and market uncertainty. Concerns over significant volatility in the commodities markets, sluggish economic expansion in foreign economies, including continued concerns over growth prospects in China and emerging markets, growing debt loads for certain countries, uncertainty about the consequences of the U.S. and other governments withdrawing monetary stimulus measures and speculation about a possible recession all highlight the fact that economic conditions remain unpredictable and volatile. U.S. debt ceiling and budget deficit concerns have increased the possibility of additional credit-rating downgrades and economic slowdowns or a recession in the U.S. In recent periods, geopolitical tensions, including between the U.S. and China, have escalated. Further escalation of such tensions and the related imposition of sanctions or other trade barriers may negatively impact the rate of global growth, particularly in China, where growth has slowed. Moreover, there is a risk of both sector-specific and broad-based volatility, corrections and/or downturns in the commodities, equity and credit markets. Any of the foregoing could have a significant impact on the markets in which we operate and result in adverse consequences for our Clients and result in substantial losses to our Clients.

Effects of Inflation

Certain of our Clients and their portfolio companies are in industries that have been impacted by inflation. Recent inflationary pressures have increased the costs of labor, energy and raw materials and have adversely affected consumer spending, economic growth and our Clients' portfolio companies' operations. If such portfolio companies are unable to pass any increases in their costs of operations along to their customers, it could adversely affect their operating results. In addition, any projected future decreases in the operating results of our Clients' portfolio companies due to inflation could adversely impact the fair value of those investments. Any decreases in the fair value of our Clients' investments could result in future realized or unrealized losses.

Monetary Policy and Governmental Intervention

Recent actions by the U.S. Federal Reserve (the “Federal Reserve”) and other central bankers in response to significant levels of inflation have included increases in interest rates with public announcements that additional increases are expected, which have begun to and are expected to continue to have a significant effect on interest rates and on the U.S. and world economies generally to an unpredictable extent, which in turn may affect the performance of the Clients’ investments. In particular, as of the date hereof, interest rates have recently increased significantly in the United States and are expected to experience continued increases in at least the near- and medium-term. Such stimuli, unless successfully managed and scaled back and wound down at the appropriate time and in the appropriate amounts, together with the passing of U.S. legislation calling for historically significant amounts of government spending, run a severe risk of being inflationary.

Risks Related to ESG Considerations

ACM II seeks to integrate certain environmental, social and governance (“ESG”) factors into its investment process in accordance with Ares Management’s Responsible Investment Program (“ESG policy”) and subject to its fiduciary duty and any applicable legal, regulatory or contractual requirements. There is no guarantee that ACM II will be able to successfully implement its ESG policy while achieving a Client’s investment strategy. In addition, applying ESG factors to investment decisions is qualitative and subjective by nature, and there is no guarantee that the criteria utilized by ACM II, or any judgment exercised by ACM II, will reflect the beliefs or values of any particular Client’s underlying investor. There are also significant differences in interpretations of what ESG characteristics mean by region, industry and topic. ACM II’s interpretations and decisions are expected to differ from others’ views and could also evolve over time. In addition, in evaluating an investment for a Client, ACM II expects to depend upon information and data provided by a number of sources, including those related to the relevant investments and/or other various reporting sources which could be incomplete, inaccurate or unavailable, and which could cause ACM II to incorrectly assess a company’s ESG practices and/or related risks and opportunities. ACM II does not intend to independently verify all of the ESG information reported by portfolio companies or other third parties. Further, considering ESG qualities when evaluating an investment for a Client could result in the selection or exclusion of certain investments based on ACM II’s view of certain ESG-related and other factors and could cause ACM II not to have such Client make an investment that it would have made otherwise or to make a decision with respect to an investment differently than it would have made otherwise in the absence of such consideration, which could negatively impact such Client’s performance. Additionally, ESG factors are only some of the many factors that ACM II expects to consider in making an investment.

Further, ESG practices are evolving rapidly and there are different principles, frameworks, methodologies, and tracking tools being implemented by other asset managers, and ACM II’s adoption and adherence to such principles, frameworks, methodologies and tools is expected to vary over time. There is also a growing regulatory interest across jurisdictions in improving transparency regarding the definition, measurement and disclosure of ESG factors. Ares Management’s ESG policy could become subject to additional regulation in the future, and Ares

Management and ACM II cannot guarantee that its current approach will meet future regulatory requirements or predict the manner in which any such future requirements (including any enforcement with respect thereto) could affect a Client or its investments, including with respect to future classifications, administrative burdens and costs.

Outbreaks of Infectious or Contagious Diseases and Public Health Emergencies

Pandemics and other widespread public health emergencies, including outbreaks of infectious diseases such as SARS, H1N1/09 flu, avian flu, ebola and the current outbreak of COVID-19 (as defined below) have contributed to, and are resulting in, market volatility and disruption, and future such emergencies have the potential to materially and adversely impact economic production and activity, all of which may result in significant losses to a Client.

The outbreak of the novel and highly contagious form of coronavirus (“COVID-19”) has caused a worldwide public health emergency, straining healthcare resources and resulting in extensive and growing numbers of infections, hospitalizations and deaths. Preventative measures taken to contain or mitigate the spread of COVID-19 and its variants have caused, and may continue to cause, business shutdowns or the re-introduction of business shutdowns, significant fluctuations in demand for certain goods and services, supply chain disruptions and overall economic and financial market instability both globally and in the United States. Such measures, as well as the general uncertainty surrounding the dangers and impact of the COVID-19 pandemic, have created significant disruption in economic activity and have had a particularly adverse impact on the energy, hospitality, travel, retail and restaurant industries. While many of the initial restrictions have been lifted, the risk of future COVID-19 outbreaks remains and restrictions have been and may continue to be reimposed to mitigate risks to public health, both in the U.S. and globally. Moreover, even where restrictions are and remain lifted, certain groups of people may continue to self-isolate and not participate in the economy at pre-pandemic levels for a prolonged period of time, potentially further delaying global economic recovery. As a result, even after the COVID-19 pandemic subsides, as a result of its effects the U.S. economy and other major markets may experience economic volatility and/or downturns, which could materially and adversely affect our and our Clients’ business and operations, as well as the business and operations of our Clients’ portfolio companies.

Competition for Investment Opportunities

There can be no assurance that there will be a sufficient number of suitable investment opportunities to enable our Clients to invest all of their commitments in opportunities that satisfy the Client’s investment objectives, or that such investment opportunities will lead to completed investments by the Client. The process of identifying, structuring, implementing and realizing on attractive investment opportunities is highly competitive. The investment management business is intensely competitive, with competition based on a variety of factors, including investment performance, business relationships, quality of service provided to investors, investor liquidity and willingness to invest, fund terms (including fees), brand recognition and business reputation. Clients will compete with a number of private equity funds, specialized funds, hedge funds, corporate buyers, traditional asset managers, real estate development companies, commercial banks, investment banks, and other investment managers and other financial

institutions, as well as domestic and international pension funds and sovereign wealth funds, as well as other current and future Clients and accounts managed or advised by ACM II and its affiliates. A Client's competitors may be substantially larger and have greater financial, technical, marketing and other resources and more personnel than ACM II and its affiliates. Some of a Client's competitors may have higher risk tolerances or different risk assessments or lower return thresholds than us, which could allow them to consider a wider variety of investments and to bid more aggressively than us for investments that we want to make. As a result, competitive pressures faced by a Client may have a material adverse effect on a Client's investment performance. Also, as a result of this competition, a Client may not be able to secure attractive investment opportunities from time to time and may not be able to identify and make investments that meet a Client's investment objectives.

Reliance on Management

All decisions with respect to the management of investments for a Client will be made by ACM II and/or its affiliates, and thus underlying investors must rely on the ability of ACM II and/or its affiliates to make appropriate investments for the Client and to manage and dispose of such investments. In addition, the timing and form of distributions from Clients to underlying investors will be subject to the discretion of ACM II and its affiliates. Underlying investors will generally have no right or power to participate in the affairs or investment activities of a Client. Accordingly, no person should commit capital to a Client unless such person is willing to entrust all aspects of the management of such Client and the investments of such Client to ACM II and/or its affiliates.

Dependence on Key Professionals

The ability of a Client to achieve its investment objective will be dependent on the diligence, skill, judgment, business contacts and personal reputations of senior professionals or other key personnel. These individuals possess substantial experience and expertise in investing, are responsible for locating and executing our Clients' investments, and have significant relationships with the institutions that are the source of many of our investment opportunities. Therefore, the departure or misconduct of one or more of these individuals could have a material adverse effect on the ability of a Client to achieve its investment objectives, cause certain underlying investors to withdraw capital or otherwise have a material adverse effect on our business. Further, if such individuals join competitors or form competing companies, it could result in the loss of significant investment opportunities.

Other Obligations of Investment Professionals

Although the senior investment professionals of ACM II intend to devote such time as is necessary to conduct the business and affairs of each Client, they are involved in other activities of the Firm, including, but not limited to, managing investments, advising or managing Client accounts whose investment objectives are the same as or overlap with those of other Clients, participating in actual or potential investments of multiple Clients, providing consulting, merger and acquisition, structuring or financial advisory services, including with respect to actual, contemplated or potential investments of a Client, or acting as a director, officer or creditors' committee member of, adviser to, or participant in, any corporation, fund, trust or other business entity. In such cases, employees of Ares may have duties that may differ from, and could conflict with, their duties to our Clients.

Conflicts of interest may arise in allocating time, services, or resources among the investment activities of the Clients, ACM II, and other ACM II-affiliated entities. Additionally, ACM II and its affiliates may, and expect to, receive fees or other compensation from third parties in connection with these investment activities and such compensation shall be for their own account.

Moreover, because our indirect parent, Ares Corp, is publicly traded, the officers, directors, members, managers, operating executives and employees of Ares may have duties or incentives relating to the interests of Ares Corp's shareholders that may differ from, and could conflict with, the interests of our Funds and the investors in the Funds. These conflicts would not necessarily need to be taken into account if Ares Corp were not publicly traded.

Restrictions on Transactions Due to Other ACM II and Ares Management Businesses

ACM II and Ares Management engage in a broad range of advisory and non-advisory activities, including investment activities for their own account and for the account of other Clients, and providing transaction-related, legal, management and other services to Clients, special purpose acquisition companies ("SPACs") and portfolio companies. Except to the extent prohibited by the Governing Documents, ACM II, Ares Management and their personnel are permitted to market, organize, sponsor or act in other capacities (including as director, founder or manager) for other pooled investment vehicles, accounts or SPACs and to receive compensation (including in the form of management fees, performance-based compensation, founders' equity or similar interests) relating thereto.

ACM II and Ares Management sponsor and advise a range of types of Clients and expect to continue to develop their investment advisory and related businesses by forming additional vehicles and obtaining new Clients in the future. ACM II, Ares Management and their employees may acquire material non-public information or other confidential information about a company while pursuing an investment opportunity or while monitoring an investment (including service on a portfolio company's board of directors, steering committee or in a similar capacity) for a particular Client, which may give rise to a potential conflict of interest when it results in our having to restrict the ability of other Clients to trade in the securities of such company. With limited exceptions, ACM II and Ares Management do not establish information barriers between its internal investment teams. In addition, a Client may hold positions in securities or other assets or be subject to contractual or legal restraints that could prevent a different Client from being able to initiate a transaction that it otherwise might have initiated or to sell an investment that it otherwise might have sold or, in its judgment, such position(s) or restraint(s) may make such a transaction inadvisable.

The investment activities of one or more Clients may be inconsistent with the investment activities of another Client. Furthermore, subject to our investment allocation policy, we may have or develop business relations through our other businesses or have duties to Clients that we may consider in determining whether to undertake a transaction, with the result that a Client may not participate in certain transactions in which it might otherwise have participated. In certain circumstances, we may be contractually required to offer certain types of investment opportunities to certain Clients before such opportunities may be offered more broadly to all Clients, and therefore, some Clients may not be offered certain investment opportunities.

Ares Management Capital Markets LLC (“AMCM”), a wholly owned subsidiary of Ares Management, is a broker-dealer currently registered with the SEC and is a member of the Financial Industry Regulatory Authority. AMCM is authorized to provide the following services to Ares Management and its affiliates, including our Clients, and third parties: (i) underwriting firm commitment and best-efforts offerings of securities (as well as acting as a selling group participant), (ii) marketing registered and private funds, (iii) conducting private placements, (iv) acting as a broker or dealer for corporate debt securities, (v) acting as an underwriter or sponsor for investment companies, and (vi) providing capital markets advisory services.

AMCM acts as a placement agent for certain Clients sponsored by Ares Management and its affiliates, including ACM II. AMCM is authorized to and may in the future provide capital markets advisory services, acting as, among other roles, an underwriter, syndicator and placement agent of securities of corporate issuers in private and public offerings for ACM II and its affiliates, including our Clients, and third parties. AMCM is authorized to and may in the future manage or otherwise participate in underwriting syndicates with respect to the securities of portfolio companies in which our Clients invest, including in respect of securities or other instruments of such portfolio companies in which our Clients have not invested. AMCM may also provide capital markets services to third parties that are not portfolio companies including third parties that are competitors of ACM II or one or more of its affiliates or portfolio companies of Clients. Where AMCM provides services to third parties, including to competitors, it will come into possession of information that it is prohibited from acting on (including on behalf of a Client) or disclosing to ACM II as a result of applicable confidentiality requirements or applicable law, even though such action or disclosure would be in the best interests of a Client. Please see “*Item 10. Other Financial Industry Activities and Affiliations*” for further information regarding AMCM.

Allocation of Investment Opportunities

Certain Clients have overlapping investment objectives, including Clients that have different fee structures, and conflicts have the potential to arise with respect to our decision regarding how to allocate investment opportunities among these Clients. From time to time, we are presented with investment opportunities that fall within the investment objectives of more than one Client. While we seek to manage such potential conflicts of interest in good faith, there may be situations in which the interests of one Client with respect to a particular investment or other matter conflict with the interests of one or more other Clients. In certain circumstances, we will allocate an investment opportunity that is appropriate for two or more Clients in a manner that excludes one or more Clients or results in a disproportionate allocation based on factors or criteria that we determine, such as differences with respect to available capital, the size of a Client, minimum investment amounts and remaining life of a Client, differences in investment objectives or current investment strategies, such as objectives or strategies, differences in risk profile at the time an opportunity becomes available, the potential transaction and other costs of allocating an opportunity among various Clients, potential conflicts of interest, including whether multiple Clients have an existing investment in the security in question or the issuer of such security, the nature of the security or the transaction including the size of investment opportunity, minimum investment amounts and the source of the opportunity, current and anticipated market and general economic conditions, existing positions in an issuer/security, prior positions in an issuer/security and other considerations deemed relevant to us, including the rotation of investment opportunities.

The determinations made by ACM II in connection with the allocation of investment opportunities will frequently be subjective in nature and consequently, (a) an investment that was determined as appropriate for one Client may ultimately prove to have been more appropriate for another Client, and (b) where potential overlaps among Clients exist, ACM II may, in accordance with ACM II's investment allocation policy, forego investment opportunities suitable for a Client. All of the foregoing could in certain circumstances (i) adversely affect the price paid or received by a Client or the size of the position purchased or sold by a Client, (ii) preclude a Client from participating in an investment or (iii) limit the rights a Client may exercise with respect to an investment.

Overlapping Investments with Other ACM II Clients

Multiple Clients and/or multiple clients of Ares Management may directly or indirectly hold or acquire positions in the same or different securities of the same portfolio companies. For example, a Client may invest in equity securities issued by a portfolio company in which another Client holds debt securities, and a Client may invest, both directly and indirectly through investment funds managed by third parties, in the equity securities of a portfolio company in which another Client holds debt securities. Such investments and transactions may raise potential conflicts of interest for our Clients, particularly if different Clients invest in different classes or types of securities or investments of the same underlying portfolio company. In that regard, actions may be taken by some Clients that may be inconsistent, if not adverse to other Clients, including, but not limited to, interests in different parts of a company's capital structure during a restructuring, bankruptcy or other insolvency proceeding or similar matter.

Where our Clients invest in different parts of the capital structure of a portfolio company, their respective interests may diverge significantly in the case of financial distress of the company. In a bankruptcy proceeding, a Client's interest may be subordinated or otherwise adversely affected by virtue of another Client's involvement and actions relating to their investment. This may result in loss or substantial dilution of one Client's investment, while another Client recovers all or part of amounts due to it. In addition, where one Client is a creditor of a portfolio company in which another Client holds more junior securities, that Client may take actions in its own interests with respect to its rights as a creditor (e.g., with respect to breaches of covenants) that may be adverse to the interests of the other Client as a junior creditor or an equity holder. There can be no assurance that the terms of or the return on each Client's investment will be equivalent to or better than the terms of or the returns obtained by other Clients participating in the transaction. Our ability to implement a Client's strategies effectively may be limited to the extent that contractual obligations entered into in respect of investments made by other Clients impose restrictions on Clients engaging in transactions that we may otherwise be interested in pursuing.

Risks Affecting Secondary Investments

Certain Clients are privately offered pooled investment vehicles that acquire, and hold as investments, interests in underlying private equity or venture capital funds. Such Clients are "secondary" funds of funds acquiring interests in the underlying funds from existing investors. Where a Client makes a secondary investment in an underlying fund by acquiring an interest in such underlying fund from an existing investor, the Client generally will not have the opportunity to negotiate the terms of the interests being acquired, other than the purchase price, or other special

rights or privileges. In addition, Clients may receive in-kind distributions of securities from underlying funds. There can be no assurance that securities distributed in kind by underlying funds to Clients will be readily marketable or saleable, and such Clients may be required to hold such securities for an indefinite period and/or may incur additional expense in connection with any disposition of such securities.

Valuation Risk

Many of the investments made by our Clients are illiquid and thus have no readily ascertainable market prices. Where required by Client's Governing Documents, we value these investments based on our estimate, or an independent third party's estimate, of their fair value as of the date of determination, which often involves significant subjectivity. There is no single standard for determining fair value in good faith and in many cases fair value is best expressed as a range of fair values from which a single estimate may be derived. We estimate the fair value of our investments based on third-party models, or models developed by us, which include discounted cash flow analyses, adjusted EBITDA and other techniques and may be based, at least in part, on independently sourced market parameters. The estimates and assumptions used in these models include the timing and expected amount of cash flows, the appropriateness of discount rates used, and, in some cases, the ability to execute, the timing of and the estimated proceeds from expected financings, some or all of which factors may be ascribed more or less weight in light of the particular circumstances. The actual results related to any particular investment often vary materially as a result of the inaccuracy of these estimates and assumptions. In addition, because many of the illiquid investments held by our Clients are in industries or sectors which are unstable, in distress or undergoing some uncertainty, valuations of such investments may be subject to rapid and/or significant changes caused by, among other matters, sudden company-specific or industry-wide developments or significant market volatility.

Because such valuations will be inherently uncertain, may fluctuate significantly over short periods of time and will be based on estimates and other material assumptions, our determinations of fair value may differ materially from the values that would have been used if a readily available market for these investments existed and may differ materially from the values that a Client may ultimately realize on such investments. For Clients that issue shares on a continuous basis and/or offer redemptions or repurchases of shares, the price at which an underlying investor purchases or redeems shares in a Client will also be dependent on our determinations regarding the fair value of our investments.

In instances where Ares Management personnel determine the fair value of the investments of certain Clients and such Clients pay management fees and/or performance fees that may fluctuate with changes in value, such personnel will have a conflict of interest in determining fair value. In addition, the amount and timing of carried interest or incentive fee received by ACM II or its affiliates with respect to a Client will depend in part on the value of such Client's assets and liabilities. If the valuations are incorrect, the amount of carried interest or incentive fee received, or the timing of receipt of such carried interest or incentive fee, could also be incorrect.

Portfolio Company Due Diligence and Uncertainty of Financial Projections

Before making portfolio investments, ACM II will typically conduct due diligence that it deems reasonable and appropriate based on the facts and circumstances applicable to each portfolio investment. Due diligence may entail evaluation of important and complex business, financial tax, accounting, engineering, regulatory, environmental and legal issues, some of which may be based on information or projections by the target company. The due diligence investigation that we will carry out with respect to an investment opportunity may not reveal or highlight all relevant facts that may be necessary or helpful in evaluating such investment opportunity. General economic conditions, which are not predictable, along with other factors, may cause actual performance to fall short of projections. 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.

Leverage

A Client's investment strategy may involve the use of leverage, including the use of subscription lines. A Client may also participate in leveraged acquisitions of portfolios of debt instruments. Such investments are inherently more sensitive to declines in revenues and to increases in expenses. Utilization of leverage is a speculative investment technique and involves risks to underlying investors. The leverage provided will result in interest expense and other costs incurred in connection with such borrowings, which may not be covered by available cash flow. In addition, a Client may enter into a subscription line with one or more lenders in order to finance its operations (including the acquisition of the Client's investments). Because amounts borrowed under a subscription line typically are secured by pledges of the relevant general partner's right to call capital from the limited partners, limited partners may be obligated to contribute capital on an accelerated basis if the Client fails to repay the amounts borrowed under a subscription line or experiences an event of default thereunder. While leverage may enhance total returns to Clients and their underlying investors, if investment results fail to cover borrowing costs, then returns will be lower than if there had been no leverage.

In addition, the portfolio investments in which our Clients invest may use leverage for a variety of purposes, including, but not limited to, funding growth initiatives, leveraging existing investments to permit distributions or additional investments and bridging funding for investments in advance of capital calls. Leverage generally magnifies opportunities for gain and risk of loss from a particular investment. The leverage used by our portfolio investments may take the form of indebtedness for borrowed money as well as financial leverage in the form of short sales, forward contracts, options, derivatives, and other similar transactions, which may expose our Clients to greater risks than if such portfolio investments did not use leverage. This leverage could accelerate and magnify declines in the value of our portfolio investments in a down market. Gains made with borrowed funds generally would cause the portfolio investments' value to increase faster than without borrowed funds. However, losses incurred with borrowed funds would cause the portfolio investments' value to decrease faster and more significantly than without the use of borrowed funds. Money borrowed for the purpose of leveraging investments will also be subject to interest costs as well as financing, transaction and other fees and costs that may not be recovered by returns on the portfolio investments.

Derivative Risk

Certain Clients are permitted to engage in certain derivative transactions, including swaps, short sales, forward contracts or options (together, the “Derivative Instruments”) or hedging transactions that are intended to reduce the Client’s equity, debt, currency or interest rate exposure. The use of Derivative Instruments, even when used with the intent to reduce the risks associated with the Client’s investments, involves additional expenses as well as risks that are different from those of the Client’s direct or indirect investments, including the possible default by the counterparty to a transaction and the illiquidity of the Derivative Instrument acquired by the Client relating thereto. Unanticipated changes in securities prices, interest rates or currency exchange rates may result in a poorer overall performance for the Client than if it had not entered into any such derivative transaction. In addition, any hedging transaction into which the Client enters may be imperfect, including as a result of the timing at which such derivative transaction is entered into, leaving the Client exposed to some risk from the position that was intended to be protected. The successful use of hedging strategies depends upon the availability of a liquid market and appropriate hedging instruments and there can be no assurance that a Client will be able to close out a position when deemed advisable by ACM II or its affiliates. In addition, a Client’s portfolio companies may enter into derivative transactions that may expose the Client to the risks indicated above. Any Client or underlying investor should carefully review the Governing Documents related to such investment vehicle regarding a Client’s use of derivatives.

Counterparty Risk

Some of our client accounts depend on the services of prime brokers, custodians, counterparties, administrators, investment banks and other agents to carry out certain transactions on behalf of the client account. The terms of these contracts are often customized and complex, and many of these arrangements occur in markets or relate to products that are not subject to regulatory oversight.

A client account is subject to the risk that the counterparty to one or more of these contracts defaults, either voluntarily or involuntarily, on its performance under the contract. Any such default may occur suddenly and without notice to ACM II. Moreover, if a counterparty defaults, ACM II may be unable to take action to cover a client account’s exposure, either because it lacks contractual recourse or because market conditions make it difficult to take effective action. This inability could occur in times of market stress, which is when defaults are most likely to occur.

In the event of the insolvency of a prime broker, custodian, counterparty or any other party that is holding assets of a client account as collateral, a client account might not be able to recover equivalent assets in full as they will rank among the prime broker’s, custodian’s or counterparty’s unsecured creditors in relation to the assets held as collateral. In addition, the client account’s cash held with a prime broker, custodian or counterparty generally will not be segregated from the prime broker’s, custodian’s or counterparty’s own cash, and the client account may therefore rank as an unsecured creditor in relation thereto and may not be able to recover the full amount of the cash held on the client account’s behalf.

In connection with certain loan transactions entered into by our client accounts, a financial intermediary such as an investment bank may arrange loans and hold assets on behalf of investors participating in such loan, including a client account. If such financial intermediary becomes

insolvent or bankrupt, there is significant uncertainty as to whether creditors of such intermediary have access to the assets related to such loans depending on such financial intermediary's role in such transaction and a client account may not be able to recover such assets held by such financial intermediary.

Misconduct by Employees or Service Providers

Misconduct by (i) the Firm's employees, (ii) portfolio company directors, officers or employees, and (iii) service providers to the foregoing and/or their respective affiliates could undermine the due diligence efforts of a Client and/or the general partner and cause significant losses to a Client. Misconduct may include entering into transactions without authorization, the failure to comply with operational and risk procedures, including due diligence procedures, misrepresentations as to investments being considered by a Client, the improper use or disclosure of confidential or material non-public information, or sexual or other harassment, which could result in litigation or serious financial harm, including limiting a Client's business prospects or future marketing activities, and non-compliance with applicable laws or regulations (and the concealing of any of the foregoing). Such activities may result in reputational damage, litigation, business disruption, market or industry segment volatility and/or financial losses to a Client. ACM II and Ares Management have controls and procedures through which we seek to minimize the risk of such misconduct occurring; however, no assurances can be given that such misconduct will be able to be identified or prevented.

Cybersecurity

ACM II, Ares Management and their service providers and other market participants increasingly depend on complex information technology and communications systems to conduct business functions. These systems are subject to a number of different threats or risks that could adversely affect ACM II's Clients and/or underlying investors, despite ACM II's efforts and the efforts of its service providers to adopt controls, processes and practices intended to mitigate these risks and protect the security of computer systems, software, networks and other technology assets, as well as the confidentiality, integrity and availability of information belonging to a Client or underlying investors. For example, unauthorized third parties may attempt to improperly access, modify, disrupt the operations of, or prevent access to ACM II's systems, the systems of its service providers, counterparties or data within these systems. Third parties may also attempt to fraudulently induce employees, underlying investors, third-party service providers or other users of our systems to disclose sensitive information in order to gain access to our data or that of our Clients and underlying investors. A successful penetration or circumvention of the security of our systems or those of our service providers could result in the loss or theft of an underlying investor or Client data, the inability to access electronic systems, loss or theft of proprietary information or corporate data, physical damage to a computer or network system or costs associated with system repairs. Such incidents could cause our Clients, service providers or us to incur regulatory penalties, reputational damage, additional compliance costs or financial loss. Similar types of operational and technology risks are also present for our Clients' portfolio companies, which could have material adverse consequences for such portfolio companies and may cause a Client's investments to lose value.

Litigation Risk

A Client's investment activities may subject it to risks of becoming involved in litigation or other disputes with third parties. The outcome of such proceedings may materially and adversely affect the value of the Client's investments and may continue without resolution for long periods of time. Litigation entails expense and the possibility of counterclaims against the Client, Ares or its affiliates and ultimately judgments may be rendered against the Client for which the Client may not carry insurance. Any litigation may consume substantial amounts of time and attention, and that time and the devotion of these resources to litigation may, at times, be disproportionate to the amounts at stake in the litigation. The expense of prosecuting or defending any such disputes or paying any amounts pursuant to settlements or judgments will be borne by a Client and will reduce amounts available for distribution to the investors. Pursuant to the term of a Client's Governing Documents, ACM II and its affiliates will be indemnified by the Client in connection with such disputes, subject to certain limitations.

Illiquidity of Client Assets

Many of our Clients invest in securities that are not publicly traded. In many cases, our Clients may be prohibited by contract or by applicable securities laws from selling such securities for a period of time. Our Clients generally cannot sell these securities publicly unless either their sale is registered under applicable securities laws or an exemption from such registration is available. Accordingly, our Clients may be forced, under certain conditions, to sell securities at a loss. The ability of many of our Clients to dispose of these investments is heavily dependent on the public equity markets. For example, the ability to realize any value from an investment may depend upon the ability of the portfolio company in which such investment is held to complete an initial public offering. Even if the securities are publicly traded, large holdings of securities can often be disposed of only over a substantial period of time.

Limited Control of Underlying Investments

Investments by many of our Clients will include debt instruments and equity securities of companies that we do not control. Such instruments and securities may be acquired by our Clients through trading activities or through purchases of securities from the issuer. Those investments will be subject to the risk that the company in which the investment is made may make business, financial or management decisions with which ACM II disagrees, and the stockholders and management of such company may take risks or otherwise act in ways that do not serve our Clients interests. As a result, a company may make decisions that could decrease the value of a Client's investment and, in turn, have a material adverse effect on the value of the interests.

Lack of Diversification and Portfolio Concentration

While diversification is generally an objective of our Clients, there can be no assurance as to the degree of diversification, if any, that will be achieved in any Client investments. Difficult market conditions or slowdowns affecting a particular asset class, geographic region or other category of investment could have a significant adverse impact on a Client if its investments are concentrated in that area, which would result in lower investment returns. This lack of diversification may expose a Client to losses disproportionate to market declines in general if there are disproportionately greater adverse price movements in the particular investments. If a Client holds

investments concentrated in a particular issuer, security, asset class or geographic region, such Client may be more susceptible than a more widely diversified investment partnership to the negative consequences of a single corporate, economic, political or regulatory event.

Certain Clients focus or tend to hold investments that are concentrated in a particular issuer, security, asset class or geographic region, and may have a limited number of targeted investments, as such, some Clients may be more susceptible than a more widely diversified investment strategy to the negative consequences of a single corporate, economic, political or regulatory event. These Clients may at certain times hold large positions in a relatively limited number of investments. These more concentrated strategies could be subject to significant losses when holding a relatively large position in a single issuer, industry, market or a particular type of investment declines in value, and the losses could increase even further if the investments cannot be liquidated. Accordingly, a lack of diversification and a specified concentration in asset classes or markets could adversely affect a Client's performance.

Investments in Privately Held Middle-Market Companies

Certain Clients invest in privately held U.S. middle-market companies. Investments in privately held middle-market companies involve a number of significant risks, including the following:

- these companies may have limited financial resources and may be unable to meet their obligations, which may be accompanied by a deterioration in the value of any collateral and a reduction in the likelihood of a Client realizing any guarantees such Client may have obtained in connection with such investment;
- they typically have shorter operating histories, narrower product lines and smaller market shares than larger businesses, which tend to render them more vulnerable to competitors' actions and market conditions, as well as general economic downturns;
- they typically depend on the management talents and efforts of a small group of persons; therefore, the death, disability, resignation or termination of one or more of these persons could have a material adverse impact on a Client's investment;
- they generally have less predictable operating results and may require substantial additional capital to support their operations, finance expansion or maintain their competitive position;
- they may have difficulty accessing the capital markets to meet future capital needs; and
- there is ordinarily a more limited secondary trading market for the sale of interests in smaller, private companies, which may limit exit opportunities for our Clients.

Risks Affecting Debt Instruments Generally

Certain Clients invest in our credit strategies. Debt instruments held by such Clients are subject to general market and credit and interest rate risks. Credit risk refers to the likelihood that an obligor will default on the payment of principal, interest or other amounts owed on an instrument. Financial strength and solvency of an obligor are the primary factors influencing credit risk. In addition, lack or inadequacy of collateral or other assets expected to be the source of repayment or

credit enhancement for a debt instrument may affect its credit risk. Credit risk may change over the life of an instrument and debt instruments that are rated by rating agencies are subject to downgrade at a later date.

Interest rate risk refers to the risks associated with market changes in interest rates. Interest rate changes may affect the value of a debt instrument indirectly (especially in the case of fixed rate obligations) or directly (especially in the case of instruments whose rates are adjustable). In general, rising interest rates will negatively affect the price of a fixed rate debt instrument and falling interest rates will have a positive effect on the price of a fixed rate debt instrument. Adjustable-rate instruments also react to interest rate changes in a similar manner although generally to a lesser degree (depending, however, on the characteristics of the reset terms, including the index chosen, frequency of reset and reset caps or floors, among other factors). Interest rate sensitivity is generally more pronounced and less predictable in instruments with uncertain payment or prepayment schedules.

Changes to the Method of Determining the London Interbank Offered Rate (“LIBOR”)

National and international regulators and law enforcement agencies have conducted investigations into a number of rates or indices that are deemed to be “reference rates.” Actions by such regulators and law enforcement agencies may result in changes to the manner in which certain reference rates are determined, their discontinuance, or the establishment of alternative reference rates.

In July 2017, the Chief Executive of the U.K. Financial Conduct Authority (the “FCA”), which regulates LIBOR, announced that the FCA would phase out LIBOR by the end of 2021. On March 5, 2021, the ICE Benchmark Administration Limited (“IBA”), which administers LIBOR, notified the FCA that it intended to cease publishing (i) the principal LIBOR tenors in four currencies (GBP, EUR, CHF and JPY) immediately after December 31, 2021, (ii) the one week and two month tenors of USD LIBOR immediately after December 31, 2021, and (iii) all other USD LIBOR tenors (e.g., overnight, one month, three month, six month and twelve month) immediately after June 30, 2023. On the same day, the FCA, as supervisor of IBA, issued a separate announcement confirming that the IBA had notified the FCA of its intent to cease providing all LIBOR settings as of the dates provided above. IBA ceased publishing GBP, EUR, CHF and JPY LIBOR rates as of January 1, 2022.

The nominated replacement for USD-LIBOR is the Secured Overnight Financing Rate (“SOFR”) and the nominated replacement for GBP-LIBOR is the Sterling Overnight Interbank Average Rate (“SONIA”). In March 2020, the Federal Reserve began publishing 30-, 90- and 180-day tenor SOFR Averages and a SOFR Index and in July 2020, Bloomberg began publishing fall-backs that the International Swaps and Derivatives Association (“ISDA”) implemented in lieu of LIBOR with respect to swaps and derivatives. In July 2021, the CME Group’s forward-looking SOFR term rates were formally recommended by the Alternative Reference Rates Committee.

Changes in the method of calculating the remaining LIBOR settings, or the replacement of LIBOR with an alternative rate or benchmark, may adversely affect the market for LIBOR-based securities, including LIBOR-indexed and floating-rate debt securities, which comprise a significant portion of some of our Clients’ portfolios, or the cost of borrowings of our Clients that

utilize LIBOR-based leverage. In addition, there can be no assurance that any replacement to LIBOR will gain wide market acceptance, nor whether multiple substitute benchmarks will develop that (taken as a whole) have sufficiently robust trading volumes. There can also be no assurance that any such replacement(s) or substitute(s) will necessarily be an improvement over LIBOR in its current (or modified) form. Any reduction or elimination of LIBOR as a global benchmark going forward could adversely affect the value and liquidity of our Clients' investments, especially if a Client's investments bear interest based on LIBOR, and/or could cause an absence of available investments until an alternative benchmark becomes generally accepted in the marketplace. In addition, an increase in alternative types of financing at the expense of LIBOR-based corporate loans may have a material adverse effect on the market value of a Client's investments, which, in turn, could have a material adverse effect on the Client's ability to achieve its investment objectives.

Highly Leveraged Borrowers

The issuers of debt in which a Client may invest are likely to be highly leveraged, which may have adverse consequences to these companies and to a Client as an investor. Leverage generally magnifies both the Client's opportunities for gain and its risk of loss from a particular investment. The use of leverage also imposes restrictive financial and operating covenants on a company, in addition to the burden of debt service, and the leverage may impair these companies' ability to operate their business as desired and/or finance their future operations and capital needs. As a result, these companies' flexibility to respond to changing business and economic conditions and to take advantage of business opportunities may be limited. Further, a leveraged company's income and net assets will tend to increase or decrease at a greater rate than if borrowed money were not used. A borrower's leverage may adversely impact a Client in a number of ways, such as creating a greater possibility of default or bankruptcy of the borrower. It is also possible that the pledging of collateral (if any) to secure debt could be found to constitute a fraudulent conveyance or preferential transfer which would be nullified or subordinated to the rights of other creditors of the borrower under applicable law.

Risks of Subordinated Loans

Certain Clients invest in loans or securities that are subordinate in right of payment to one or more senior secured loans and, therefore, are subject to additional risks that the cash flows of the related obligor(s) and any property securing such subordinated loan may be insufficient to make the scheduled payments after giving effect to any senior secured loans of the related obligor(s). Subordinated loans are expected to be more illiquid investments than senior secured loans, which are themselves illiquid investments.

Unsecured loans are unsecured obligations of the applicable obligor(s), may be subordinated to other obligations of such obligor(s) and generally have greater credit, insolvency and liquidity risk than is typically associated with secured obligations. Unsecured obligations will generally have lower rates of recovery than secured obligations following a default. Also, in the event of the insolvency of an obligor of an unsecured obligation, the holders of such unsecured obligation will be considered general, unsecured creditors of such obligor, will have fewer rights than secured

creditors of such obligor and will be subordinate to the secured creditors of such obligor with respect to the related collateral.

Unrated or Below-Investment Grade Debt Investments

A Client's debt investments may be risky and such account could lose all or part of its investment. The debt investments held by our Clients are typically not initially rated by any rating agency, but ACM II believes that if such investments were rated, they would be below investment grade (rated lower than "Baa3" by Moody's Investors Service, lower than "BBB-" by Fitch Ratings or lower than "BBB-" by Standard & Poor's Rating Service). Indebtedness of below investment grade quality is regarded as having predominantly speculative characteristics with respect to the issuer's capacity to pay interest and repay principal. Therefore, the Client's investments may result in an above average amount of risk and volatility or loss of principal. Certain Clients also invest in assets other than first and second lien and mezzanine debt investments, including high-yield securities, U.S. government securities, credit derivatives and other structured securities and certain direct equity investments. These investments entail additional risks that could adversely affect a Client's investment returns.

Revolving Credit Facilities and Unfunded Loans

Revolving credit facilities and other committed unfunded loans, which are loan commitments that are unfunded at the time of investment, are written agreements in which the lender commits itself to make a loan or loans up to a specified amount within a specified time period. The loan commitment sets out the terms and conditions of the lender's obligation to make the loans. The portion of the amount committed by a lender under a loan commitment that the borrower has not drawn down is referred to as "unfunded." A lender typically is obligated to advance the unfunded amount of a loan commitment at the borrower's request, subject to certain conditions regarding, among other things, the creditworthiness of the borrower. Borrowers with deteriorating creditworthiness may continue to satisfy their contractual conditions and therefore be eligible to borrow at times when a Client might prefer not to lend. In addition, a lender may have assumptions as to when the borrower may draw on an unfunded loan commitment when the lender enters into the commitment. If the borrower does not draw as expected, the commitment may not result in as attractive an investment as originally anticipated for our Clients.

Bankruptcy

A Client may hold investments in obligors that are experiencing, or are expected to experience, severe financial difficulties, which may never be overcome and may lead to uncertain outcomes. The bankruptcy courts of the various jurisdictions in which any such obligor may file bankruptcy would have broad discretion to control the terms of a reorganization, and political factors may be of significant importance in high profile bankruptcies or bankruptcies in particular jurisdictions.

There are a number of significant risks inherent in the bankruptcy process. While creditors are generally given an opportunity to object to significant actions, there can be no assurance that a bankruptcy court, in the exercise of its broad powers, would not approve actions that would be contrary to the interests of the Client. For example, in order to protect net operating losses of an obligor in bankruptcy, a bankruptcy court might take any number of actions, including prohibiting or limiting the transfer of claims held by certain classes of creditors. Such a prohibition could

have a material adverse effect on the value of certain investments made by a Client. For example, a Client might be prohibited from liquidating investments which are declining in value.

In addition, under certain circumstances, a lender, such as a Client, who has inappropriately exercised control of the management and policies of an obligor may have their claims subordinated or disallowed or may be found liable for damages suffered by parties as a result of such actions. In addition, under certain circumstances, payments to a Client and distributions by a Client to its investors may be reclaimed if any such payment or distribution is later determined to have been a fraudulent conveyance, a preferential payment or similar transaction under applicable bankruptcy or other insolvency laws. Furthermore, investments held by a Client may be adversely affected by statutes related to, among other things, fraudulent conveyances, voidable preferences, lender liability or the bankruptcy court's discretionary power to disallow, subordinate or disenfranchise particular claims or re-characterize investments made in the form of debt as equity contributions.

Non-U.S. Investments

Some of our Clients invest a portion of their assets in the equity, debt, loans, or other securities of issuers located outside the United States, including Europe and Asia, while certain of our Clients invest substantially all of their assets in these types of securities, and we expect that international investments will increase as a proportion of certain of our Clients' portfolios in the future. Investments in non-U.S. securities involve certain factors not typically associated with investing in U.S. securities, including risks relating to:

- our Clients' abilities to exchange local currencies for U.S. dollars and other currency exchange matters, including fluctuations in currency exchange rates and costs associated with conversion of investment principal and income from one currency into another;
- controls on, and changes in controls on, foreign investment and limitations on repatriation of invested capital;
- less developed or less efficient financial markets than exist in the United States, which may lead to price volatility and relative illiquidity;
- the absence of uniform accounting, auditing and financial reporting standards, practices and disclosure requirements and less government supervision and regulation;
- changes in laws or clarifications to existing laws that could impact our tax treaty positions, which could adversely impact the returns on our investments;
- differences in legal and regulatory environments, particularly with respect to bankruptcy and reorganization, labor and employment laws, less developed corporate laws regarding fiduciary duties and the protection of investors and less reliable judicial systems to enforce contracts and applicable law;
- political hostility to investments by foreign or private equity investors;
- less publicly available information in respect of companies in non-U.S. markets;
- reliance on a more limited number of commodity inputs, service providers and/or distribution mechanisms;

- higher rates of inflation;
- higher transaction costs;
- difficulty in enforcing contractual obligations;
- fewer investor protections;
- limitations on the deductibility of interest and other financing costs and expenses for income tax purposes in certain jurisdictions;
- certain economic and political risks, including potential exchange control regulations and restrictions on our non-U.S. investments and repatriation of capital, potential political, economic or social instability, the possibility of nationalization or expropriation or confiscatory taxation and adverse economic and political developments;
- the imposition of non-U.S. taxes or withholding taxes on income and gains recognized with respect to such securities; and
- there may be a series of complex tax issues related to such securities.

While our Clients will take these factors into consideration in making investment decisions, including when hedging positions, there can be no assurance that adverse developments with respect to these risks will not adversely affect our Clients that invest in securities of non-U.S. issuers. In addition, certain of these Clients are managed outside the United States, which may increase the foregoing risks.

United Kingdom (“UK”) Exit from the European Union (“EU”)

On March 29, 2017, the UK formally notified the European Council of its intention to leave the EU (“Brexit”). The UK formally left the EU on January 31, 2020, and entered a transition period that ended on December 31, 2020. The UK and the EU announced, in December 2020, that they had provisionally agreed to a trade and cooperation agreement governing their future relationship.

Due to the trade and cooperation agreement only being agreed to shortly before the end of the transition period, it applied on a provisional basis in the EU until it was formally ratified by the European Parliament and has applied permanently since May 1, 2021. While the trade and cooperation agreement includes a commitment by the UK and the EU to keep their markets open for persons wishing to provide financial services through a permanent establishment, it does not substantively address future cooperation in the financial services sector or reciprocal market access into the EU by UK firms under equivalence arrangements or otherwise.

Although the trade and cooperation agreement provides clarity in some areas, there remains considerable uncertainty as to the future position of the UK and the arrangements which will apply to its relationships with the EU and other countries.

There can be no assurance that any renegotiated laws or regulations will not have an adverse impact on our Clients and their underlying investors, including the ability of a Client to achieve its investment objectives.

The legal, political and economic uncertainty generally resulting from the UK's exit from the EU may adversely affect both EU and UK-based businesses, including Ares and Client portfolio companies, as applicable. This uncertainty may also result in an economic slowdown and/or a deteriorating business environment in the UK and in one or more EU Member States.

Investment and Trading Risks

The Credit Group client accounts invest in bonds, loans and other fixed income securities and instruments, including, without limitation, structured credit, second-lien loans, mezzanine debt, unsecured debt and "higher yielding" (and, therefore, generally higher risk) debt securities and instruments. Such securities and instruments will be primarily below "investment grade" or nonrated and may face ongoing uncertainties and exposure to adverse business, financial or economic conditions which could lead to the obligor's inability to meet timely interest and principal payments. The market prices of such investments are also subject to abrupt and erratic market movements and changes in liquidity and above-average price volatility relative to the historical averages in non-investment grade markets, and the spread between the bid and offered prices of such investments may be greater than those prevailing in other more liquid markets. Credit Group client accounts may utilize such investment and hedging techniques as short sales, leverage and the use of synthetic instruments (such as credit default swaps, interest rate swaps, other swaps, options on securities, forward contracts and other derivative instruments) which practices can, in certain circumstances, create or magnify adverse impact to the client involved.

Portfolio Risk Factors

The risks of debt instruments include (among others): (a) limited liquidity and secondary market support, (b) the possibility that earnings of the relevant obligor may be insufficient to meet its debt service, (c) the declining creditworthiness and potential for (or actual) insolvency of the relevant obligor of such debt during periods of economic downturn, (d) that the relevant obligor may be a small or mid-size company serving only local or regional interests, (e) decline in the yield or quality of the opportunities for reinvestment or proceeds received from repayments of portfolio positions and (f) if subordinated, subordination to the prior claims of other debt or senior lenders. Debt instruments are generally subject to market value volatility or rating agency downgrades that may not be apparent from historical volatility studies and that could be significant or unpredictable. A continued economic downturn could severely disrupt the market for debt instruments and adversely affect the value of outstanding debt and the ability of the borrowers thereof to repay principal and interest. Moreover, the default history for debt instruments is limited; actual defaults may be greater than indicated by historical data and the timing of defaults may vary significantly from historical observations.

In certain circumstances, the collateral securing debt instruments, if any, might not be sufficient to satisfy the relevant obligor's obligations in the event of nonpayment of scheduled interest or principal, and may be difficult to liquidate on a timely basis. Additionally, a decline in the value of the collateral could cause the debt to become substantially unsecured, and circumstances could arise (such as in the bankruptcy of a borrower) which could cause the security interest in the debt instrument's collateral to be invalidated. Also, collateral may be subject to restrictions on transfer

intended to satisfy securities regulations, which may limit the number of potential purchasers if the issuer intends to liquidate such collateral.

A portfolio may also include unsecured debt instruments. Unsecured debt instruments are subject to the same investment risks generally applicable to debt instruments described above but are subject to additional risk that the assets and cash flow of the relevant obligor may be insufficient to repay the scheduled payments to the lender after giving effect to any secured obligations of the relevant obligor. Unsecured debt instruments will be subject to certain additional risks to the extent that such debt may not be protected and such debt is not secured by collateral or protected by financial covenants or limitations upon additional indebtedness. Unsecured debt instruments are also expected to be more illiquid and may be more volatile than senior secured debt instruments for this reason.

Investment in Reorganizations and Restructurings

Credit Group client accounts may make investments in companies that are experiencing or are expected to experience severe financial difficulties, including rescue financings in companies undergoing reorganization or restructurings. These severe financial difficulties may never be overcome and may cause such companies to become subject to bankruptcy proceedings. In such situations, a Credit Group client account's investment may be subject to the risk that a bankruptcy filing may adversely and permanently impact the value of a company and that high administrative costs may impair the value of the company. In addition, such investments could subject a Credit Group client account to certain additional potential liabilities that may exceed the value of the Credit Group client account's original investment therein. Furthermore, investments in distressed companies and restructurings may be adversely affected by statutes relating to, among other things, fraudulent conveyances, voidable preferences, lender liability and the court's discretionary power to disallow, subordinate or disenfranchise particular claims.

Having a "blocking position" in a security that is subject to a plan of reorganization or restructuring entails significant risks if a Credit Group client account's evaluation of the anticipated outcome of the investment situation should prove incorrect. In addition, an investment in a company involved in a reorganization proceeding or restructuring entails significant risks and may be adversely impacted if a Credit Group client account's evaluation of the anticipated outcome of the investment situation should prove inaccurate.

Some of the investments a Credit Group client account will make may require active monitoring or representation on official and unofficial creditors' committees for a company involved in a reorganization proceeding or restructuring. Accordingly, a Credit Group client account may seek representation on such committees from time to time if the manager or general partner of such Credit Group client account, in its discretion, determines that such representation is necessary or advisable to protect or further a Credit Group client account's interests. Serving on an official or unofficial committee increases the possibility that a Credit Group client account will be deemed an "insider" or a "fiduciary" of the company it has so assisted and may restrict a Credit Group client account's trading of its investments in such company and exposes the person serving on the committee to litigation risks. Should such assistance be provided before a company enters bankruptcy proceedings, the Bankruptcy Court, under certain conditions such as a finding of fraud

or inequitable conduct, may invoke a doctrine of “equitable subordination” with respect to any claim or equity interest held by a Credit Group client account in such company and subordinate any such claim or equity interest in whole or in part to other claims or equity interests in such company. Claims of equitable subordination may also arise outside of the context of a Credit Group client account’s committee activities. In addition, if representation of a creditors’ committee of a company causes a Credit Group client account to be deemed an affiliate of the company, the securities of such company held by a Credit Group client account may become restricted securities, which are not freely tradable. As a Credit Group client account will indemnify any person serving on a committee on its behalf for claims arising from the breaches of those obligations, indemnification payments could adversely affect the return on a Credit Group client account’s investment in a portfolio company.

U.S. Taxation on Carried Interest

U.S. federal income tax law treats certain allocations of capital gains to service providers by partnerships, such as certain of our Clients, as short-term capital gain (taxed at higher ordinary income rates) unless the partnership has held the asset that generated such gain for more than three years. Additionally, Congress has considered proposed legislation that would treat certain income allocations to service providers by partnerships (including any carried interest) as ordinary income for U.S. federal income tax purposes that under current law are treated as an allocation of the partnership’s income (and which may be taxed at lower rates than ordinary income). Such rules, as well as any such legislation that may be enacted in the future, could apply to reduce the after-tax returns of individuals associated with a Client, its general partner, or ACM II who were or may in the future be granted direct or indirect interests in carried interest, which could make it more difficult for the relevant general partner and its affiliates to incentivize, attract and retain individuals to perform services for a Client. This creates potential incentives for ACM II to cause a Client to hold investments for a longer period than would be the case if such greater-than-three-year holding period requirement did not exist.

Item 9 - Disciplinary Information

Except as described below, neither ACM II nor any of its executive officers, members of its investment committees or portfolio management committees or other “management persons” as defined in Form ADV has been subject to legal or disciplinary events related to this Item.

On May 26, 2020, without admitting or denying any wrongdoing, Ares Management consented to the entry of an administrative and cease-and-desist order (the “Order”) instituted by the SEC. According to the Order, in 2016, Ares Management’s written policies and procedures regarding the prevention of misuse of potentially material nonpublic information (“MNPI”) were not sufficiently implemented and enforced in certain circumstances when Ares Management had an employee serving on the board of directors of a public company in which one of its Clients was invested. The Order did not find any misuse of MNPI by Ares Management or its employees; however, the Order included findings of violations of Section 204A and Section 206(4) of the Advisers Act and Rule 206(4)-7 thereunder with respect to the implementation and enforcement of its written procedures. The Order includes cease and desist provisions and a censure, and payment of a civil penalty in the amount of \$1 million.

From time to time, ACM II and/or its employees are subject to regulatory inquiries, litigation, investigations, disputes related to investment and employment-related matters and other potential claims arising out of the ordinary course of business. Neither ACM II nor any of its management persons has been the subject of any legal or disciplinary proceedings that we believe are material to a Client's evaluation of our business or the integrity of our management.

Item 10 - Other Financial Industry Activities and Affiliations

Registered Broker-Dealers

Ares Management Capital Markets LLC ("AMCM"), a wholly owned subsidiary of Ares Management, the Firm's parent company, is a broker-dealer currently registered with the SEC and is a member of the Financial Industry Regulatory Authority. AMCM is authorized to provide the following services to Ares Management and its affiliates, including our Clients, and third parties: (i) underwriting firm commitment and best-efforts offerings of securities (as well as acting as a selling group participant), (ii) marketing registered and private funds, (iii) conducting private placements, (iv) acting as a broker or dealer for corporate debt securities, (v) acting as an underwriter or sponsor for investment companies, and (vi) providing capital markets advisory services.

AMCM acts as a placement agent for certain Clients sponsored by Ares Management and its affiliates, including ACM II. Certain Ares Management employees that are involved in marketing activities are registered representatives of AMCM. Although a Client will not directly pay any compensation to AMCM for such services, ACM II is responsible for paying certain expenses of the operation of AMCM. Such payments may be considered to be compensation to AMCM. If compensation is received, such compensation would be made on a fully disclosed basis. Any such compensation would generally be determined through negotiation and charged at market rates.

AMCM is authorized to and may in the future provide capital markets advisory services, acting as, among other roles, an underwriter, syndicator and placement agent of securities of corporate issuers in private and public offerings for ACM II and its affiliates, including our Clients, and third parties. AMCM is authorized to and may in the future manage or otherwise participate in underwriting syndicates with respect to the securities of portfolio companies in which our Clients invest, including in respect of securities or other instruments of such portfolio companies in which our Clients have not invested. AMCM may also provide capital markets services to third parties that are not portfolio companies including third parties that are competitors of ACM II or one or more of its affiliates or portfolio companies of Clients.

Ares Wealth Management Solutions, LLC ("AWMS"), a wholly owned subsidiary of Ares Management, the Firm's parent company, is a broker-dealer currently registered with the SEC and the Financial Industry Regulatory Authority. AWMS's primary business is the wholesale distribution of real estate investment trusts ("REITs"), non-traded registered investment companies and business development companies, and private placements of real estate related securities offered by certain funds sponsored by Ares Management and its affiliates.

Relationships with Related Persons

Ares Management, the parent company of ACM II and an SEC-registered adviser, is also the parent company of:

- Ares Capital Management LLC (“ACM”), an SEC-registered investment adviser and the investment manager of most of Ares’ U.S. direct lending funds and institutional accounts, including Ares Capital Corporation (“ARCC”) and Ares Strategic Income Fund, each of which is a closed-end management investment company that has elected to be regulated as a business development company under the Investment Company Act. ARCC directly or indirectly owns the equity and voting interests of Ivy Hill Asset Management, L.P. (“Ivy Hill”), an SEC-registered investment adviser; and
- Ares Commercial Real Estate Management LLC (“ACREM”), an SEC-registered investment adviser. ACREM provides advisory services to Ares Commercial Real Estate Corporation (“ACRE”, NYSE: ACRE), a publicly traded commercial mortgage REIT. ACREM also provides advisory services to non-traded REITs and certain other institutional funds and accounts.

Ares Management is also the majority owner of CION Ares Management, LLC (“CAM”), an SEC-registered investment adviser and the investment adviser of CION Ares Diversified Credit Client. In addition, several advisory entities controlled by Ares Management are relying advisers included in Ares Management’s umbrella registration. Some of these relying advisers are registered with foreign financial regulatory authorities, including:

- the UK Financial Conduct Authority in the United Kingdom
- the Commission de Surveillance du Secteur Financier in Luxembourg;
- the Cayman Islands Monetary Authority;
- the Securities and Futures Commission in Hong Kong;
- the Monetary Authority of Singapore;
- the Financial Services Commission in the Republic of Mauritius; and
- the Australian Securities and Investments Commission.

ACM II and certain of its related persons are investment advisers and/or general partners to the Clients, and, in many cases, limited partners of the Clients. As such, the Firm, our investment professionals and other qualifying employees makes capital commitments to certain Clients. General partner capital commitment amounts are generally less than 5% of the total commitment of any particular Client and the amount varies from Client to Client. The general partner capital commitments are typically funded with cash and not with a deferral of management fees or performance-based compensation. Additionally, such commitments are not subject to management fees or performance-based fees.

Although ACM II employees will devote as much of their business time on one or more of the Clients as required pursuant to the terms of each Client’s Governing Documents, employees of ACM II and its affiliates may also serve as advisors, directors, members of credit committees or, less frequently, officers for portfolio companies in which the Clients invest, or provide other

services to portfolio companies. Further, in connection with such roles and related investment activities, employees may be given access to confidential information relating to, or deemed to be insiders of, such companies in which the Clients invest. As a result, Clients may be prohibited from engaging in transactions with such a portfolio company which may have an adverse effect on such Clients.

Principals, officers and certain employees of ACM II, members of their families and related persons of ACM II may generally participate directly or indirectly as investors in ACM II's Clients, as described in a Client's Governing Documents, which may be privately negotiated transactions at varying prices.

ACM II may recommend to Clients the purchase or sale of securities in which it, or an employee or related person thereof, has a financial interest. In addition, ACM II permits its employees to engage in personal securities transactions, subject to compliance with the Firm's Code of Ethics.

For a general discussion of how we address resulting conflicts of interest, see discussion under Item 11 – *"Code of Ethics, Participation or Interest in Client Transactions and Personal Trading"* below.

Selection or Recommendation of Other Advisers

ACM II does not recommend or select other third-party investment advisers for its Clients. Except for its related parties, Ares Management (ACM II's parent), ACM and ACREM, each a subsidiary of Ares Management and ACM II's related persons, CAM and Ivy Hill, ACM II does not have business relationships with other advisers that create a material conflict of interest.

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

Statement of Business Ethics and Code of Ethics

ACM II has adopted an Ethics Policy (the "Code") pursuant to Rule 204A-1 under the Advisers Act that sets forth standards of business and fiduciary conduct that ACM II requires of Covered Persons (as defined in the Code). The Code is reasonably designed to minimize actual or potential conflicts of interest between Covered Persons and the interests of ACM II and its Clients and prevent violation of federal securities laws. The Code provides that no Covered Person may engage directly or indirectly in any business in a manner detrimental to our Clients or use confidential information gained by reason of his or her employment by or affiliation with ACM II in a manner detrimental to the Clients. The Code includes, among other things: a) policies and procedures regarding personal securities transactions; and b) disclosure and reporting obligations of personal securities transactions and holdings. The reporting and pre-clearance requirements of the Code apply to all ACM II employees and immediate family members living in their household. Under the Code, transactions involving the purchase or sale of certain securities are subject to pre-clearance, reporting and minimum holding requirements. All ACM II employees are required to make compliance certifications attesting to compliance with the Code on a quarterly and annual basis. The compliance certifications are administered through Ares Management's compliance portal.

The Code is available upon the written request of any Client, underlying investor or a prospective investor.

Participation or Interest in Client Transactions

As general partners, limited partners or investors in certain Clients, ACM II, our related persons and qualifying employees have indirect beneficial interests in the securities owned by such Clients and will share in any profits and losses generated by such Clients' investments. The Code requires that before, or at the time that, a Covered Person recommends or authorizes the purchase or sale of a Covered Security (as defined in the Code) by a Client, he or she must disclose to the Chief Compliance Officer ("CCO") (a) any beneficial ownership in such Covered Security that he or she has or proposes to acquire; (b) any interest he or she has or proposes to acquire in any third party account in which such Covered Security is held; (c) any beneficial interest in any other security that may benefit from such proposed purchase, sale or other action; and (d) any interest in or business relationship with the issuer of such Covered Security that a Covered Person or his or her Covered Family Members (as defined in the Code) has or proposes to acquire.

From time to time, we make investments on our own behalf and on behalf of our affiliates in securities we recommend to a Client. Such investments may be subject to conflicting investment strategies or objectives. In addition, ACM II and our principals may co-invest with certain Clients, as permissible in the applicable Governing Documents. Any such co-investments or related transactions may raise potential conflicts of interest, particularly if a Client invests in different classes or types of securities of the same issuer. In such cases, the interest of one Client may significantly diverge from the other Client and may pose an actual or potential conflict of interest, as a Client may pursue or enforce rights with respect to an investment, and those activities may have an adverse effect on the other Client as prices, liquidity, terms of the investments, and levels of risk may be negatively impacted by such actions.

Principals, officers and certain employees of ACM II, members of their families and related persons of ACM II may participate directly or indirectly as investors in ACM's Clients, as described in a Client's Governing Documents. Such participation is generally achieved through the creation of a feeder fund that invests on the same terms and conditions as the Client's underlying investors except that generally these feeder funds are not subject to managements fees or carried interest.

ACM II has adopted an investment allocation policy designed to ensure that all investment opportunities are, to the extent practicable, allocated among its Clients on a basis that over a period of time is fair and equitable to each Client relative to other Clients as well as a co-investment policy designed to ensure fair allocation of co-investment opportunities amongst the Clients. These policies are described in "*Item 6. Performance-Based Fees and Side-by-Side Management.*"

Personal Trading

The Code covers personal trading policies and procedures of all Covered Persons and their Covered Family Members. Under the Code, Covered Persons and their Covered Family Members are permitted to trade in securities for their own accounts so long as they follow the Code, which contains certain preclearance requirements, reporting requirements and other provisions that restrict trading by Covered Persons. Generally, for Covered Securities transactions in a Covered

Person's or a Covered Family Member's account, Covered Persons are required to obtain preclearance approval from the Compliance Department. Covered Securities purchased by a Covered Person or a Covered Family Member are generally subject to a minimum holding period. The Code also requires that all Covered Securities holdings and transaction information in Covered Securities accounts be disclosed to the Compliance Department. Any transactions by a Covered Person in securities or investments that are held by one or more Clients are generally subject to a blackout period after any Client has traded in any security of that issuer and may further be restricted by a Client's Governing Documents. The Code's procedures are administered by the Ares Management's Compliance Department. On a quarterly basis, Covered Persons must certify to all Covered Securities transactions, effected by them or their Covered Family Members, including the nature of the transaction, the price of the security and the name of the broker, dealer or bank with or through which the transaction was effected. On an annual basis, Covered Persons must provide a full accounting of Covered Securities holdings held by them and their Covered Family Members Covered Securities transactions over which the Covered Person or their Covered Family Members had no direct or indirect influence or control are exempt from these reporting requirements. Lastly, Covered Persons are periodically required to certify that they have read and understand the Firm's compliance policies, including the Code, and certify that they have complied with the provisions of the Code.

Other Potential Conflicts

Certain ACM II employees and/or their Covered Family Members own private placement interests, including but not limited to, investments in private pooled investment vehicles, other private funds and in single business entities, which could result in a conflict of interest between a Client and the employee in light of a potential personal benefit to the employee. A conflict could arise when an employee invests in an issuer and/or their affiliates who may become a portfolio company, competitor, service provider, counterparty, sponsor or any other business partner of ACM II and/or its Clients. In order to mitigate such potential conflicts, these investments are monitored through the pre-clearance and reporting requirements under the Code.

ACM II also requires certain outside business activities to be reported and monitored to avoid potential or actual conflicts of interest. Such activities require prior written approval from the CCO and the Covered Person's direct supervisor, may be subject to restrictions or conditions and such approval is revocable at any time.

From time to time, subject to the applicable Governing Documents, a Client may engage in cross trades with one or more other Clients, typically for purposes of rebalancing its portfolios, in order to further such participating Client investment programs, or for other reasons consistent with the investment and operating guidelines of such participating Clients. Neither ACM II nor its affiliates will receive commission or similar fees in connection with such cross trades. Generally, the value of any positions that are cross-traded in this manner will be determined in a manner that is consistent with applicable policies.

Certain ACM II personnel may receive discounts on products and services offered by companies in which a Client is an advisor or investor or otherwise has interest, similar to what would be given to an employee of such company. In addition, ACM II may engage certain of its Clients' portfolio companies to provide goods and services. In these instances, ACM II engages with the portfolio

company at an arm's length, and the portfolio company provides the same pricing and service levels as it would any comparable client or purchaser.

Item 12 - Brokerage Practices

Subject to the investment objectives, policies and restrictions of each Client as set forth in their respective Governing Documents, ACM II has discretionary authority to determine the type, amount, and price of securities and investments to be bought and sold on behalf of each Client, including the selection of, and commissions paid to, brokers.

In selecting broker-dealers to effect transactions, ACM II seeks to obtain best execution by considering various factors in addition to the quantitative factors such as price or spreads/commission rates, including, but not limited to, ability to maintain the confidentiality of trading intentions, timeliness and certainty of execution, liquidity of the securities traded, ability to place trades in difficult market environments, ability to access a variety of market venues, expertise in specific securities, credit quality, financial condition (counterparty risk) and business reputation. While ACM II generally seeks reasonably competitive trade execution costs, Clients will not necessarily pay the lowest spread or commission available.

From time to time, ACM II may receive client or investor referrals from broker-dealers, which may provide an incentive for ACM II to select or recommend certain broker-dealers for execution services.

Research and Other Soft Dollar Benefits

Section 28(e) of the Securities Exchange Act of 1934 (the "Exchange Act") provides a safe harbor that permits advisers, when selecting brokers to execute transactions for client accounts, to take into account certain research products and services provided to the adviser by brokers. ACM II does not engage in soft dollar arrangements; however, should Ares engage in any soft dollar arrangements, we will do so in a manner consistent with the safe harbor under Section 28(e) of the Exchange Act.

Trade Aggregation

Under ACM II's policy respecting aggregation of orders, orders for the same investment, including acquisition and disposition transactions, entered on behalf of more than one client may be aggregated (i.e., blocked or bunched), subject to the aggregation being in the best interests of all participating clients. The trade order must indicate the amount or percentage of the trade intended to be allocated to each participating client. If the final allocation differs from the initially indicated allocation or is not allocated on a pro rata basis for partially filled orders, except in the case of de minimis changes in the allocations, a written rationale must be provided in the allocation statement. Please refer to "*Item 6. Side-by-Side Management*" for further information regarding ACM II's allocation policy.

Item 13 - Review of Accounts

Review of Client Accounts

ACM II monitors all portfolio investments on behalf of each client account on an ongoing basis. Investments are reviewed in the context of each client account's (i) adherence to the investment objectives and guidelines as set forth in its Governing Documents and (ii) investment performance. Subsequent to an initial investment, each position is monitored on an ongoing basis by at least one investment professional. The monitoring may include ongoing dialogue with a borrower's management, financing sources, rating agencies, fixed income analysts, competitors, and/or other industry sources. In addition, a client's investments as well as a client's overall performance and adherence to its investment mandates and restrictions are monitored on an ongoing basis by senior investment professionals, including partners and senior investment professionals including portfolio managers in the Credit Group.

Reports to Clients

ACM II provides reports to client accounts as required by the applicable Governing Documents or otherwise agreed upon with a client or investor. Investors in client accounts should refer to the applicable Governing Documents for further information on the reports provided to a particular client account. Investors in Clients that are investment companies or pooled investment vehicles regulated in jurisdictions other than the U.S. receive reports in accordance with the Investment Company Act of 1940 or other applicable regulations.

Item 14 - Client Referrals and Other Compensation

Economic Benefits Received from Third Parties

In connection with investments made by certain client accounts, ACM II or its related persons may receive commitment, structuring, monitoring or other transaction fees from portfolio investments in which one or more of the client accounts may invest or propose to invest. See discussion under Item 5 – "*Transaction-Based Compensation*" above for more detail on the transaction fees received by ACM II.

The potential for ACM II and its related persons to receive such economic benefits may create conflicts of interest as ACM II and its related persons may have economic incentives to invest in portfolio investments that provide such benefits. To mitigate potential conflicts, such benefits received by ACM II in connection with its services related to portfolio companies or transactions are generally offset in whole or in part against advisory fees payable by the related fund or client.

Third Party Compensation for Client Referrals

Please see *Item 10. Other Financial Industry Activities and Affiliations* for information regarding a related broker-dealer.

Item 15 - Custody

It is ACM II's general policy not to have physical custody of any Client assets. However, ACM II may be deemed to have custody of the assets of a certain Client because of the authority it or a

related party has over such Client or its assets. It is ACM II's policy generally to cause each Client with assets over which ACM II is deemed to have "custody" to be audited annually and to distribute audited financial statements, prepared in accordance with U.S. generally accepted accounting principles ("GAAP"), to investors no later than 120 days after the end of each fiscal year (180 days if the client is a "fund of funds"). In addition, upon the final liquidation of any such collective investment vehicle, ACM II will obtain a final audit and distribute audited financial statements prepared in accordance with GAAP with respect to such client account to all investors promptly after completion of the audit.

In the alternative, where ACM II is deemed to have custody of a Client account solely due to its ability to withdraw client funds to pay its advisory fees, ACM II may comply with the custody rules under the Advisers Act by having a reasonable belief that a qualified custodian will send quarterly account statements to each underlying investor. ACM II urges all Clients and underlying investors to compare the reports they receive from ACM II to the statements they receive from their custodians. Any issues or discrepancies should be communicated to ACM II promptly.

Item 16 - Investment Discretion

For accounts over which ACM II has discretionary authority, ACM II has the authority to determine the type, amount and price of securities and investments to be bought and sold on behalf of each such Client, including the selection of, and commissions paid to, broker-dealers. This discretionary authority is subject to the investment objectives, policies and restrictions as set forth in the Governing Documents of each such Client. For ACM II to assume such discretionary authority, each Client or underlying investor must complete the appropriate investment advisory agreement or subscription documents prior to the establishment of an advisory relationship granting such authority.

With respect to certain Clients, ACM II is required to obtain investor consent for investment decisions and certain other actions. ACM II deems such accounts to be managed on a non-discretionary basis.

Item 17 - Voting Client Securities

In instances where a client account owns equity securities in which it has the right to vote via shareholder proxy (each a "Voting Security"), ACM II generally retains proxy voting authority with respect to these Voting Securities. ACM II has adopted and implemented written Proxy Voting Policies and Guidelines ("Proxy Voting Guidelines") that are reasonably designed to ensure that ACM II votes proxies in the best interests of its Clients for whom ACM II has voting authority.

The Proxy Voting Guidelines describe the positions ACM II generally takes in voting proxies on particular issues and require ACM II to keep records with respect to the votes cast.

The Proxy Voting Guidelines also provide that, in the event a particular proxy vote would involve a conflict between the interests of ACM II and its affiliates, and those of one or more clients of ACM II, ACM II, if it so elects, may:

- vote in accordance with the recommendations of a disinterested third party;
- refer the voting decision to the Client; or
- abstain from voting.

Some examples of potential conflicts can include;

- ACM II provides investment advice to an officer or director of an issuer and ACM II receives a proxy solicitation from that issuer;
- an issuer or some other third party offers ACM II or an employee, officer or director of Ares Management compensation in exchange for voting a proxy in a particular way;
- an employee, officer or director of Ares Management or a member of such person's household has a personal or business relationship with an issuer;
- an employee, officer or director of Ares Management has a beneficial interest contrary to the position held by ACM II on behalf of a Client;
- ACM II holds various classes and types of equity and debt securities of the same issuer contemporaneously in different Client portfolios; or
- any other circumstance where ACM II's duty to service the interest of its Clients could be compromised.

ACM II will not delegate its voting authority to any third party, although it may retain an outside service to provide voting recommendations and to assist in analyzing votes.

Clients may obtain a copy of ACM II's Proxy Voting Guidelines or information about how ACM II voted client proxies by contacting Ares Management's Compliance Department at (310) 201-4100.

Item 18 - Financial Information

Not applicable.