

ITEM 1 - COVER PAGE



BROCHURE

Form ADV Part 2A

SEARCHLIGHT CAPITAL PARTNERS, L.P.

March 31, 2023

This brochure provides information about the qualifications and business practices of Searchlight Capital Partners, L.P. If you have any questions about the contents of this brochure, please contact us at +1 212 293 3730 or ir@searchlightcap.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (the "SEC") or by any state securities authority.

Additional information about Searchlight Capital Partners, L.P. is also available on the SEC's website at www.adviserinfo.sec.gov. Searchlight's status as an investment adviser registered with the SEC under the Advisers Act (as defined below) does not imply a certain level of skill or training.

ITEM 2 - MATERIAL CHANGES

This brochure updates the previous Searchlight Capital Partners, L.P. ("Searchlight") brochure dated March 31, 2022. Searchlight routinely 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. This brochure includes details regarding the final close of Searchlight's affiliated investment funds, Searchlight Opportunities Fund II, L.P. and Searchlight Fiber Alliance, LLC, and provides routine annual updates, certain enhanced disclosures, and updates to Searchlight's regulatory assets under management.

Recipients are encouraged to read the brochure carefully and in its entirety.

ITEM 3 - Table of Contents

Item 1 - COVER PAGE	i
Item 2 - Material Changes.....	ii
Item 3 - Table of Contents	iii
Item 4 - Advisory Business	5
A. Description of Advisory Firm.....	5
B. Types of Advisory Services Offered	6
C. Services Tailored to Individual Needs of Clients.....	6
D. Wrap Fee Programs	6
E. Client Assets.....	7
Item 5 - Fees and Compensation	7
A. Fees	7
B. How Fees are Charged	7
C. Other Fees and Expenses.....	8
D. Refunds for Fees Charged in Advance	11
E. Compensation for Sales of Securities	11
Item 6 - Performance-Based Fees and Side-By-Side Management.....	11
A. PE Funds.....	12
B. Opportunities Fund I.....	12
C. Opportunities Fund II.....	13
Item 7 - Types of Clients	13
Item 8 - Methods of Analysis, Investment Strategies and Risk of Loss	14
A. Methods of Analysis and Investment Strategies	14
B. Material Risks.....	14
C. Recommendations of Particular Securities.....	32
Item 9 - Disciplinary Information	32
Item 10 - Other Financial Industry Activities and Affiliations.....	32
A. Broker-Dealers	32
B. Futures and Commodity Trading	32
C. Material Relationships	32
D. Recommendation or Selection of Other Investment Advisers.....	33

Item 11 - Code of Ethics, Participation or Interest in Client Transactions and Personal Trading	33
A. Code of Ethics	33
B. Participation or Interest in Client Transactions	34
C. Personal Trading	36
D. Personal Trading Contemporaneous with Client Transactions	37
E. Other Potential Conflicts of Interest.....	37
Item 12 - Brokerage Practices.....	42
A. Selection of Broker-Dealers	42
1. Research and Other Soft Dollar Benefits	42
2. Brokerage for Client Referrals	42
3. Directed Brokerage	42
B. Aggregation of Orders of Securities for Client Accounts	42
Item 13 - Review of Accounts	42
A. Periodic Review of Client Accounts	42
B. Factors that Trigger a Review of Client Accounts	43
C. Reports to Clients Regarding Their Accounts	43
Item 14 - Client Referrals and Other Compensation	43
A. Client Referrals.....	43
B. Compensation for Client Referrals.....	44
Item 15 - Custody.....	44
Item 16 - Investment Discretion	44
Item 17 - Voting Client Securities	45
A. Authority to Vote Client Securities	45
Item 18 - Financial Information	45

ITEM 4 - ADVISORY BUSINESS

A. Description of Advisory Firm

Searchlight Capital Partners, L.P., a Delaware limited partnership ("Searchlight" or the "Firm") is a private equity firm established in June 2010. Searchlight was founded by Oliver Haarmann, Erol Uzumeri and Eric Zinterhofer (collectively, the "Principals"), who are the principal owners of the Firm directly and indirectly through Searchlight Capital Partners, LLC, a Delaware limited liability company and the general partner of Searchlight. In addition, the Firm's affiliates, Searchlight Capital Partners UK, LLP and Searchlight Capital Partners Canada Limited act as relying advisers and together with the General Partners (as defined below) operate with Searchlight as a single advisory business. The Firm is a private investment firm operating in North America and Europe with offices in New York, London and Toronto as well as a recently opened office in Miami. Searchlight has the ability to invest across the capital structure in both equity and debt. The Firm seeks to invest in attractive companies across a wide range of industries and is comfortable investing in complex situations. Searchlight's objective is to work in partnership with company management by providing patient, long-term capital as well as the strategic and operational support to enhance value creation for all stakeholders. Searchlight currently provides investment advisory services to Searchlight Capital, L.P., Searchlight Capital PV, L.P., and their respective parallel funds and alternative investment vehicles formed from time to time (collectively, "Fund I"), Searchlight Capital II, L.P., Searchlight Capital II PV, L.P., Searchlight Capital II Advisors, L.P. and their respective parallel funds and alternative investment vehicles formed from time to time (collectively, "Fund II"), Searchlight Capital III, L.P., Searchlight Capital III PV, L.P., Searchlight Capital III Advisors, L.P. and their respective parallel funds and alternative investment vehicles formed from time to time (collectively, "Fund III" and together with Fund I and Fund II, the "PE Funds"), Searchlight Opportunities Fund, L.P. and its alternative investment vehicles formed from time to time (collectively, "Opportunities Fund I"), Searchlight Opportunities Fund II, L.P. and its parallel funds and alternative investment vehicles formed from time to time (collectively, "Opportunities Fund II" and together with Opportunities Fund I, the "Opportunities Funds") and Searchlight Fiber Alliance, LLC and its alternative investment vehicles formed from time to time (collectively, the "Digital Infra Fund", together with the PE Funds and the Opportunities Funds, the "Funds"). In addition, Searchlight manages co-investment vehicles which invest alongside the Funds. As used herein, "Searchlight Funds" refers to the Funds and any co-investment vehicles formed from time to time, together with subsequently sponsored funds and their related vehicles and co-investment vehicles formed from time to time, and any similar pooled investment vehicles formed or managed by Searchlight or its affiliates. The general partner of Fund I is Searchlight Capital Partners GP, L.P., (the "Fund I General Partner"), the general partner of Fund II is Searchlight Capital Partners II GP, L.P. (the "Fund II General Partner"), the general partner of Fund III is Searchlight Capital Partners III GP, L.P. (the "Fund III General Partner"), the general partner of the Opportunities Fund I is Searchlight Opportunities Fund GP, L.P. (the "Opps Fund I General Partner"), the general partner of Opportunities Fund II is Searchlight Opportunities Fund II GP, L.P. (the "Opps Fund II General Partner") and the general partner of the Digital Infra Fund is Searchlight Fiber Alliance 2022 GP, L.P. (the "Infrastructure Fund GP", and together with the general partners of any other Searchlight Fund, the "General Partners"). The General Partners and Searchlight are affiliates. The General Partners have the power and authority to delegate the management of the Searchlight Funds to Searchlight. The General Partners and the Searchlight Funds have entered into management agreements with Searchlight to document the delegation of the management of each Searchlight Fund to Searchlight.

B. Types of Advisory Services Offered

Searchlight provides advice to the Searchlight Funds in respect of their investment portfolios, as well as certain ancillary managerial and administrative services, including, without limitation, identifying and screening potential investments, recommending strategies for the management and disposition of investments, monitoring the performance of investments, and preparing reports necessary or appropriate for compliance with the governing agreements of the Searchlight Funds. Investments in Searchlight Funds are privately offered only to qualified investors, typically institutional investors (for example, public and private pension funds) and eligible high-net-worth individuals.

C. Services Tailored to Individual Needs of Clients

Searchlight's advisory services are geared to the management of the Searchlight Funds, the investment objectives, parameters and restrictions of which are disclosed to investors in the applicable governing agreements before they invest. Investment restrictions applicable to specific Searchlight Funds are customarily imposed in the governing agreements for such Searchlight Funds, as agreed upon with investors.

Searchlight or certain affiliates have entered and may in the future enter into side letters or other writings with specific investors in Searchlight Funds which have the effect of establishing rights under, or altering or supplementing, the terms of the governing agreements of the Searchlight Funds or an investor's subscription agreement, in respect of the investor to whom such letter or writing is addressed. Other side letter rights are likely to confer benefits on the relevant investor at the expense of the relevant Searchlight Fund or of investors as a whole, including in the event that a side letter confers additional reporting, information rights and/or transfer rights, the costs and expenses of which are expected to be borne by the relevant Searchlight Fund. Generally, any rights established, or any terms altered or supplemented, will govern only that investor and not a Searchlight Fund as a whole. Certain such additional rights but not all rights, terms or conditions are permitted to be elected by certain sizeable investors with "most favored nations" rights pursuant to a Searchlight Fund's limited partnership agreement (any Searchlight Fund limited partnership agreement or limited liability company agreement, as applicable, hereinafter referred to as a "Partnership Agreement"). Such side letters have and may in the future impose restrictions on participation in certain investments or types of investments made by the Searchlight Funds, and may also provide benefits to certain investors in a Searchlight Fund not provided to investors in such Searchlight Fund generally. In addition, such side letters may include, without limitation, rights or altered or supplemented provisions in respect of the priority profit share or management fees, carried interest, distributions, co-investments, excuse or exclusion from investments, transfers of interests in the Searchlight Fund, tax and structuring matters, reporting and information rights, confidentiality, notice requirements, compliance with specified laws or regulations and other representations, warranties or diligence confirmations. Neither Searchlight nor its affiliates will enter into a particular side letter if Searchlight determines that the provisions contained in such side letter would be disruptive to the applicable Searchlight Fund or its investment program. Disclosure of applicable side letter provisions is made to investors prior to their investment in the applicable Searchlight Fund.

D. Wrap Fee Programs

Searchlight does not participate in wrap fee programs.

E. Client Assets

As of December 31, 2022, Searchlight had approximately \$11,820,800,328 in regulatory assets under management on a discretionary basis. As of December 31, 2022, Searchlight did not manage any assets on a non-discretionary basis.

The information provided herein about the investment advisory services provided by Searchlight is qualified in its entirety by reference to the Searchlight Funds' offering materials and Partnership Agreements and subscription agreements.

ITEM 5 - FEES AND COMPENSATION

A. Fees

The applicable fees for each Searchlight Fund are disclosed to investors in the private offering materials for the relevant private offering and the governing agreements of each Searchlight Fund. The Firm or its designee is generally entitled to receive a management fee or priority profit share (collectively, "Management Fees") payable semi-annually by the applicable Searchlight Fund with respect to each of the Searchlight Fund's limited partners (other than any affiliated limited partner). The General Partners generally receive or will receive a "carried interest" or performance fee, in each case, from the respective Searchlight Fund. Performance fees are typically measured as a percentage of the profits of a Searchlight Fund. Performance fees and Management fees are generally negotiated at the time the Searchlight Fund is formed or such investor is accepted into the Searchlight Fund.

Typically, a portion of the Management Fees payable by each investor in a Searchlight Fund will be reduced (but not below zero) by its pro rata share of other fees received by Searchlight or its affiliates in connection with portfolio investments or prospective portfolio investments of a Searchlight Fund, subject to reimbursement first of the General Partners or their respective affiliates for any balance of unreimbursed fund expenses paid by the General Partner or such affiliates. Senior Advisors and Operating Partners (as defined below) are not affiliates of Searchlight. Vehicles that do not pay Management Fees do not receive the benefit of such offset provisions or otherwise share in such fee income. Except where the governing agreements expressly provide to the contrary, Management Fees will not be reduced (in whole or in part) in the case of partial distributions or partial sales of investments.

As permitted under the respective Partnership Agreement, Searchlight has and may in the future waive a portion of the Management Fee. Any such waived portion of the Management Fee reduces the amount of capital Searchlight would otherwise be required to contribute to the respective Searchlight Fund. Upon a waiver, the investors in a Searchlight Fund are then required to make a pro rata contribution according to their respective commitments to fund any such waived Management Fee that Searchlight elects to treat as a contribution and, as a result, the exercise of such waiver in certain cases can result in an acceleration of investor capital contributions.

B. How Fees are Charged

Management Fees are payable or will be payable by each investor in a Searchlight Fund on a semi-annual basis. Management fees are generally collected no earlier than the second business day after the beginning of each semi-annual period. Management fees are paid by capital contributions from investors to each Searchlight Fund pursuant to draw down notices delivered by each Searchlight Fund's General Partner out of the total amount of capital an investor agrees to contribute to the applicable Searchlight

Fund (*i.e.*, an investor's "capital commitment") or are paid out of proceeds otherwise distributable to the investors in the Searchlight Funds, including cash held by the Searchlight Fund after the disposition of a portfolio investment of a Searchlight Fund and before the proceeds are distributed to investors (*i.e.*, deducted from the assets of a Searchlight Fund). Management fees are also permitted to be paid out of borrowings or cash reserves of the applicable Searchlight Fund.

Installments of the Management Fee payable for any period other than a full semi-annual period generally are adjusted on a pro rata basis according to the actual number of days in such period. Investors in the Searchlight Funds also bear certain fund expenses as further described below.

"Carried interest" or performance fees are assessed periodically, as discussed in more detail under Item 6 below.

Searchlight has exempted and may in the future exempt certain past or present Searchlight principals, employees, Senior Advisors or Operating Partners, service providers, and executive management members of portfolio companies from payment of all or a portion of Management Fees and/or carried interest in respect of their direct or indirect investment in one or more the Searchlight Funds. For example, certain past and present Searchlight principals, employees, Senior Advisors or Operating Partners, service providers, and executive management members of portfolio companies are not subject to Management Fees or carried interest on their direct or indirect investment in one or more of the Searchlight Funds. Additionally, Searchlight has formed, and in the future may form, co-investment vehicles that are not subject to Management Fees or carried interest. Searchlight also has reduced and may in the future reduce Management Fees and/or carried interest through side letter arrangements in certain instances, for example where certain investors have made an early commitment, a large commitment, multiple commitments or any other material concession to one or more of the Searchlight Funds.

C. Other Fees and Expenses

Searchlight Funds are subject to customary fees, costs and expenses relating to or arising from the operation of the applicable Searchlight Fund, including without limitation (i) all fees, costs and expenses related to the sourcing, researching, diligencing, investigating, identifying, analyzing, pursuing, negotiating, consummating, acquiring, purchasing, holding, monitoring, managing, seeking disposition (and sale) opportunities and selling (or otherwise disposing of) investments and prospective investments, whether or not consummated, as applicable (including reasonable travel and related expenses, and reasonable meal, communication and certain reasonable and business-related entertainment expenses incurred in connection therewith and the costs of any research services), (ii) all fees, costs and expenses for transactions not consummated, including, without limitation, all due diligence fees, costs and expenses, legal and accounting fees, costs and expenses, other amounts payable to third parties, and all fees and expenses of lenders, investment banks and other financing sources in connection with arranging financing for transactions that are not consummated by the Searchlight Fund, any deposits or down payments that are forfeited in connection with unconsummated transactions of the Searchlight Fund (including reasonable travel and related expenses, and reasonable meal, communication and certain reasonable and business-related entertainment expenses incurred in connection therewith), and reverse break-up fees or termination fees, expense reimbursement amounts or other amounts payable to the sellers, targets, advisors, service providers or other counterparties or third-parties, related to such transaction, (iii) all fees, costs and expenses of outside legal counsel, consultants, advisers, accountants, administrators, custodians, appraisers, record-keepers, brokers, professional service providers and other outside professionals, including, without limitation, all audit fees, appraisal fees, brokerage commissions,

banking and investment banking fees and all fees and costs associated with the preparation and filing (as applicable) of the financial statements, tax returns and Schedule K-1s or similar tax schedules of the Searchlight Fund and any expenses incurred or paid by the tax matters partner, (iv) the costs of any litigation, D&O or E&O liability or other insurance, any indemnification, extraordinary expense, liability, audit and investigation costs and expenses relating to the affairs of the Searchlight Funds (including all amounts paid in connection with settlements, penalties, fines and judgments, but excluding any indemnification claims that are finally determined to not be indemnifiable by the Searchlight Funds) and the fees, costs and expenses of complying with applicable law, rules and regulations, (v) costs and expenses of any meetings of the Searchlight Funds' advisory boards (each an "Advisory Board") or Searchlight Fund Partners ("Partners"), any votes or consents of Partners or the Advisory Board, any amendments to or waivers of the Searchlight Fund's Partnership Agreement or any related agreement (including the fees, costs and expenses of legal counsel to the Advisory Board as described in the applicable governing agreement of the Searchlight Fund), (vi) reasonable and business-related out-of-pocket expenses of any of the Senior Advisors or Operating Partners (as defined below) incurred in performing any services for the Searchlight Funds (other than any entertainment expenses), including any expenses incurred in connection with performing services for one or more of its potential or existing investments, (vii) principal, interest, fees and any other obligations or expenses arising out of any indebtedness, including, without limitation, any fees and expenses incurred as a result of the implementation and utilization of any credit facility and/or any credit support, (viii) all taxes, duties, fees and other governmental charges levied against the Searchlight Fund and all related filing fees, (ix) all fees, costs and expenses of the wind down, dissolution and termination of the Searchlight Fund and its General Partner and the liquidation of the assets of the Searchlight Fund in connection therewith, (x) out-of-pocket costs of reporting to investors, (xi) costs and expenses associated with any organization, maintenance and operation of any alternative investment vehicle, blocker corporation, intermediate entity or any other entity or vehicle through or in which portfolio investments are made, and (xii) expenses relating to the implementation of and compliance with any ESG (as defined below) policy or related protocols. In addition, Searchlight Funds will bear all costs, fees and expenses incurred in the formation and organization of the Searchlight Fund and its general partner entities, and the marketing and offering of interests in the Searchlight Fund, including, but not limited to, legal and accounting costs, fees and expenses, travel and related costs and expenses, meal, communication and certain entertainment expenses and filing costs and fees. In accordance with Searchlight's policies, the travel expenses noted above may include business and first-class travel, and in certain very limited circumstances the use of private air charters.

In certain instances, a Searchlight Fund has in the past and may in the future bear expenses in respect of an existing or prospective portfolio company that will not be borne by other owners or investors in such portfolio company (including co-investors or co-investment vehicles), where Searchlight has determined such arrangement to be in the best interest of such Searchlight Fund (*e.g.*, a Searchlight Fund engages or pays for a consultant for services in respect of a portfolio company without reimbursement by other owners of the portfolio company). None of these expenses will offset any Management Fees.

Searchlight allocates expenses in a manner it believes is fair and reasonable and consistent with applicable Searchlight Fund governing agreements. Typically, investment-related expenses are allocated among participating Searchlight Funds (including among co-investors or co-investment vehicles) on a pro rata basis. However, fees, costs and expenses incurred in connection with transactions not consummated by the Searchlight Fund are generally borne by such Fund, and not co-investment vehicles or co-investors unless otherwise agreed by such co-investors. Similarly, subscription credit facility fees and expenses are generally allocated entirely to the applicable Fund that is the borrower under such facility.

Each Searchlight Fund will also pay any placement agent fees incurred in connection with the marketing and offering of limited partnership interests in the Searchlight Fund, however, the Management Fees payable by the investors in a Searchlight Fund will be reduced dollar-for-dollar by their share of the amount of placement agent fees paid by the Searchlight Fund, such that the investors in the Searchlight Fund will not ultimately bear the placement agent fees.

Searchlight or one or more of its affiliates may engage or retain one or more third party consultants or investment professionals to assist Searchlight in sourcing transactions and/or providing consulting or related services to the Searchlight Funds' portfolio companies (collectively, "Senior Advisors" or "Operating Partners"). The Senior Advisors or Operating Partners include professionals who are former executives with operating experience, industry specific knowledge and/or geographic expertise. The Searchlight Funds and/or one or more of their respective existing or prospective portfolio companies (a) may pay one or more Senior Advisors or Operating Partners consultancy, advisory, directors', monitoring, transaction, sourcing or other similar fees for services provided in respect of the applicable Searchlight Fund or one or more potential and existing investments, and (b) will reimburse each Senior Advisor or Operating Partner for such person's out-of-pocket expenses incurred in performing any services for the applicable Searchlight Fund, including any expenses incurred in connection with performing services for one or more of its potential or existing investments. The Senior Advisors and Operating Partners are independent contractors that generally receive a monthly retainer which is borne by Searchlight, but they are not employees of Searchlight. If a portfolio company of a Searchlight Fund directly engages a Senior Advisor or Operating Partner, such portfolio company will bear the expenses in connection with such person's services (including compensation which may be in the form of equity grants), and therefore the applicable Searchlight Fund indirectly bears the expense of any such Senior Advisors or Operating Partners. Any amounts paid to third party consultants, Senior Advisors or Operating Partners by a Searchlight Fund or a portfolio company will not offset or reduce any amount of the Management Fee payable by the applicable Searchlight Fund to Searchlight.

From time to time, the Searchlight Funds may form and fund "platform" companies, where a Searchlight Fund forms a portfolio company and recruits a management team to build the portfolio company through acquisitions and organic growth. Typically, after recruiting and partnering with a management team to lead a new portfolio company, the Searchlight Funds will commit start-up capital to fund the operations of the portfolio company which includes the overhead of the management team and any diligence and related expenses incurred in pursuing acquisition opportunities.

Searchlight or its affiliates from time to time enter into arrangements with service providers that provide for fee discounts for services rendered to the Searchlight Funds and Searchlight. For example, certain law firms retained by Searchlight discount their legal fees for advice in connection with operational, compliance and related matters with respect to Searchlight. To the extent such law firms provide services to the Searchlight Funds, such Searchlight Funds also enjoy the benefit of fee discount arrangements. In some cases, discounts will be based on volume and so certain Searchlight Funds or portfolio companies have the potential to receive a greater discount than others depending on the timing of their transactions (e.g., if a transaction occurs early in a year it is possible it will not receive the same discount as a transaction that occurs later in the year).

In certain circumstances, one Searchlight Fund will provide a guarantee on behalf of a portfolio company or will pay an expense common to multiple legal entities within one or more Searchlight Fund families and be reimbursed by the other applicable Searchlight Funds, without interest. One or more Searchlight Funds may enter into indebtedness on a joint and several basis. In such instances, Searchlight is expected to

enter into one or more agreements that provide each applicable Searchlight Fund and any applicable co-invest entity with a right of contribution or reimbursement. While highly unlikely, it is possible that one of the other Searchlight Funds or applicable co-invest entities could default on its obligation to reimburse the paying Searchlight Fund.

Searchlight and its personnel can also be expected to receive certain intangible and/or other benefits arising or resulting from their activities on behalf of the Searchlight Funds, which will not be subject to Management Fee offsets or otherwise shared with the Searchlight Funds, their investors and/or portfolio companies. For example, airline travel or hotel stays incurred as fund expenses could result in “miles” or “points” or credit in loyalty or status programs, and such benefits will accrue exclusively to Searchlight or its personnel (and not to the Searchlight Funds, their investors and/or portfolio companies) even though the cost of the underlying service is borne directly by the Searchlight Funds or their portfolio companies and indirectly by the investors in a Searchlight Fund.

Given the nature of the Searchlight Funds’ investment programs, Searchlight may transact business through broker-dealers and as a result, the Searchlight Funds may incur brokerage and related transaction costs. A discussion of Searchlight’s brokerage practices may be found at Item 12 of this brochure.

The expenses described above are detailed, but do not include every possible expense a Searchlight Fund could incur. Investors should review the applicable Searchlight Fund’s offering materials and Partnership Agreement for further details.

D. Refunds for Fees Charged in Advance

Investors in Searchlight Funds agree to commit a certain amount of capital to a Searchlight Fund in advance of any investment advisory functions performed by Searchlight. Management fees assessed by the Searchlight Funds are paid from these amounts and are payable in advance for each period as described above in Item 5.B. Searchlight’s services may be terminated under very limited circumstances, and investors are generally expected to participate in the applicable Searchlight Fund for its duration, although investors in the Opportunities Funds have certain withdrawal rights after the initial commitment period expires. Subject to the applicable governing agreements of the Searchlight Funds, should Searchlight’s services be terminated before services are provided for the applicable period, fees that have been paid in advance will generally be pro-rated from the date of Searchlight’s termination to the end of the period to which the advance fee covered and will be returned to the investors that paid those fees in advance.

E. Compensation for Sales of Securities

Neither Searchlight nor its supervised persons accepts compensation for the sale of securities or other investment products.

ITEM 6 - PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT

A Searchlight Fund may be assessed a “carried interest” or performance fees that are paid to the applicable General Partner. “Carried interest” is negotiated separately for each Searchlight Fund in compliance with the Investment Advisers Act of 1940, as amended (the “Advisers Act”). The existence of the General Partners’ “carried interest” or performance fee could create an incentive for the General Partners and Searchlight to make riskier or more speculative investments on behalf of the Searchlight Funds than would be the case in the absence of these arrangements. In addition, the method of

calculating the carried interest poses potential conflicts of interest between the applicable General Partner and a Searchlight Fund with respect to the management and disposition of investments, as well as the determination of the timing, method, and amount of distributions by a Searchlight Fund, and the use of fund-level credit facilities. These potential conflicts of interest are addressed in the manner described in Item 11.

As provided under the applicable Partnership Agreements of the Searchlight Funds, carried interest is generally subject to waiver, deferral, recontribution or reduction by the General Partner, in its sole discretion, with respect of some or all of the investors in the Searchlight Fund (including in connection with investments in the applicable Searchlight Fund made by the General Partner or its affiliates) with the result being that investors in such Searchlight Fund could pay different performance-based compensation. In allocating investments, Searchlight could have incentives to favor Searchlight Funds with higher potential for carried interest distributions over Searchlight Funds with lower potential for carried interest. As described in more detail below, Searchlight has adopted allocation policies designed to allocate investment opportunities across Searchlight Funds on a fair and equitable basis and in accordance with the applicable Partnership Agreements and Searchlight's investment allocation policies and procedures.

A. PE Funds

Generally, "carried interest" represents a share of distributions made after return of invested capital, allocable fees and expenses and a preferred annualized "hurdle" rate of return. Carried interest is typically measured as a percentage of the profits of the applicable PE Fund and is negotiated separately for each PE Fund at a rate we believe is consistent with industry standards and in compliance with the Advisers Act. Carried interest distributions are generally subject to general partner catch-up. Except as noted below, carried interest distributions also include a "clawback" obligation generally requiring Searchlight to return excess distributions to investors at various stages during the term and at the end of the applicable PE Fund in the event that Searchlight receives more than its carried interest percentage of profits on an aggregate basis over the life of the applicable PE Fund. Such "clawback" obligation is calculated on an after-tax basis. The PE Funds employ an "American-style" deal-by-deal waterfall carried interest structure where it returns the sum of called capital in respect of realized investments, permanent write-downs or write-offs of unrealized investments, and called capital used to pay allocable fees and expenses, plus a preferred annualized "hurdle" return to investors, before Searchlight receives a carried interest distribution. From time to time, because Searchlight's affiliates are subject to income tax liabilities relating to carried interest when such carried interest is accrued as opposed to paid, in accordance with the applicable PE Fund's governing agreement such affiliates may cause the applicable PE Fund to make distributions to them in amounts sufficient to permit the payment of their tax obligations. These advances will reduce any amounts of carried interest that Searchlight and its affiliates later receive until these advances are restored to the applicable PE Fund. In the event that such tax distributions exceed the actual amount of carried interest to which Searchlight or such affiliates are entitled, Searchlight and such affiliates are not obligated to return any such excess distributions.

B. Opportunities Fund I

The "carried interest" is assessed and calculated on an annual basis based on the net increase in value of investors' capital accounts, taking into account both realized and unrealized gains on investments, at the end of each fiscal year; provided that allocations to the General Partner are subject to certain unrecovered losses in investors' capital accounts being restored and certain performance thresholds, similar to a preferred return, being met.

C. *Opportunities Fund II*

Generally, “carried interest” represents a share of distributions made after return of invested capital, allocable fees and expenses and a preferred rate of return. Carried interest allocations do not exceed 20% of profits and are generally subject to general partner catch-ups. Except as noted below, carried interest distributions also include a “clawback” obligation generally requiring Searchlight to return excess distributions to investors at the end of the Opportunities Fund II in the event that Searchlight receives more than its carried interest percentage of profits on an aggregate basis over the life of Opportunities Fund II. Such “clawback” obligation is calculated on an after-tax basis. Opportunities Fund II employs a “European-style” carried interest structure where it returns all called capital (including capital called for fees and expenses) plus a preferred return to investors before Searchlight receives a carried interest distribution. From time to time, because Searchlight’s affiliates are subject to income tax liabilities relating to carried interest when such carried interest is accrued as opposed to paid, in accordance with the Opportunities Fund II’s Partnership Agreement such affiliates may cause our Opportunities Fund II to make distributions to them in amounts sufficient to permit the payment of their tax obligations. These advances will reduce any amounts of carried interest that Searchlight and its affiliates later receive until these advances are restored to Opportunities Fund II. In the event that such tax distributions exceed the actual amount of carried interest to which Searchlight or such affiliates are entitled, Searchlight and such affiliates are not obligated to return any such excess distributions.

D. *Digital Infrastructure Fund*

Generally, “carried interest” represents a share of distributions made after return of capital contributions and a preferred rate of return. Carried interest allocations do not exceed 15% of profits and are generally subject to general partner catch-ups. Except as noted below, carried interest distributions also include a “clawback” obligation generally requiring Searchlight to return excess distributions to investors at the end of the Digital Infra Fund in the event that Searchlight receives more than its carried interest percentage of profits on an aggregate basis over the life of the Digital Infra Fund. Such “clawback” obligation is calculated on an after-tax basis. The Digital Infra Fund employs a “European-style” carried interest structure where it returns all called capital (including capital called for fees and expenses) plus a preferred return to investors before Searchlight receives a carried interest distribution. From time to time, because Searchlight’s affiliates are subject to income tax liabilities relating to carried interest when such carried interest is accrued as opposed to paid, in accordance with the Digital Infra Fund’s Partnership Agreement such affiliates may cause the Digital Infra Fund to make distributions to them in amounts sufficient to permit the payment of their tax obligations. These advances will reduce any amounts of carried interest that Searchlight and its affiliates later receive until these advances are restored to the Digital Infra Fund. In the event that such tax distributions exceed the actual amount of carried interest to which Searchlight or such affiliates are entitled, Searchlight and such affiliates are not obligated to return any such excess distributions.

ITEM 7 - TYPES OF CLIENTS

Searchlight provides investment advisory services to the Searchlight Funds, which are its only clients. Investment advice is provided directly to such Searchlight Funds and not individually to the limited partners of such Funds. The Searchlight Funds may include investment partnerships or other pooled investment vehicles formed under domestic or foreign laws and operated as exempt investment pools under the Investment Company Act of 1940, as amended (the “1940 Act”). Interests in the Searchlight Funds are offered privately to a limited number of sophisticated investors, and investors may include

institutional investors (for example, public and private pension funds, governmental plans, insurance companies, banks, and fund of private equity funds, etc.) and individuals who qualify to invest in the Searchlight Funds because they have a sufficiently high income or net worth (for example, individuals with at least \$5 million in investment assets). Searchlight typically imposes a minimum investment in connection with investing in a Searchlight Fund, often in the range of \$5 million to \$10 million, although such minimums may be waived in the discretion of Searchlight. In some cases, principals of other private equity firms and service provider professionals (e.g., outside counsel) invest in Searchlight Funds.

Interests in the Searchlight Funds are offered and sold generally to investors that are (i) “accredited investors” as defined under Regulation D of the Securities Act of 1933, as amended and (ii) “qualified purchasers” as defined in the 1940 Act or other “knowledgeable employees” of Searchlight.

ITEM 8 - METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

A. Methods of Analysis and Investment Strategies

The Firm seeks to invest in attractive companies across a wide range of industries and is comfortable investing in complex situations. Searchlight’s objective is to work in partnership with company management by providing patient, long-term capital as well as the strategic and operational support to enhance value creation for all stakeholders. The Searchlight team has a strong global network of relationships with companies large and small, which the team leverages across geographies to enhance deal flow, idea generation and cross border execution.

Investing in portfolio companies involves a high degree of business and financial risk that can result in substantial losses that investors in a Searchlight Fund should be prepared to bear, including up to the entire amount of their investment or commitment. For a discussion of material risks, see Items 8.B and 8.C immediately below. In addition, prospective investors in Searchlight Funds are provided with more detailed information about risks before they invest in any Searchlight Fund in the private offering materials and governing agreements for such Searchlight Fund.

The PE Funds pursue a strategy that targets control positions or positions of influence in leading North American and European middle market businesses at attractive values. The Opportunities Funds pursue a multi-strategy approach by investing in value oriented passive debt and equity securities in North America and Europe.

While the descriptions of the Searchlight Funds’ investment strategies and methods of analysis are relevant to the co-investment funds, each co-investment fund generally invests in one portfolio company of one of the main Searchlight Funds and therefore lacks the potential benefit of diversification and will be particularly exposed to the legal and financial risks associated with that transaction, including the risk of loss. The summary provided herein should not be interpreted to limit in any way the Searchlight Funds’ investment activities.

B. Material Risks

In order for the Firm to succeed on behalf of the Searchlight Funds, it must be able to identify potentially successful business enterprises, a process that is difficult even for those with extensive experience investing in such enterprises. Portfolio companies may operate at a loss or with substantial variations in operating results from period to period, and may require substantial additional capital to support expansion or to achieve or maintain a competitive position. Investments in a Searchlight Fund are highly

speculative, involve a high degree of risk and could result in the loss of part or all of an investor's capital contributions. Prospective investors should not invest in a Searchlight Fund unless they can bear such a loss. There can be no assurance that a Searchlight Fund's investment objectives will be achieved, and investment results may vary materially from one reporting period to the next. In addition, there will be occasions when the Firm and its affiliates may encounter potential conflicts of interest in connection with the Searchlight Funds. Consequently, investments in Searchlight Funds are suitable only for sophisticated investors capable of making an informed independent decision as to the risks involved in an investment. In addition to the risks set forth above, there are several additional risk factors to consider prior to making an investment in a Searchlight Fund including, but not limited to, the risk factors set forth in this [Item 8.B](#) and the risk factors disclosed to investors before they invest in any Searchlight Fund in the private offering materials and governing agreements for such Searchlight Fund. All investors are required to represent in their subscription materials that they have carefully read the risk factor disclosures and understand all such risks. Prospective investors are also advised in the offering materials that the risk factors and other investment considerations described therein are not necessarily a complete list or explanation of all risks involved and are advised to consult their own counsel and other advisors.

Without limiting (i) the foregoing, (ii) the disclosure set forth in the Searchlight Funds' private offering documents and governing agreements, and (iii) the acknowledgements made by investors in their subscription agreements or otherwise, the discussion below summarizes certain of the material risks associated with investments in the Searchlight Funds:

Nature of Investment: An investment in a Searchlight Fund requires a long-term commitment, with no certainty of return. Portfolio investments of a Searchlight Fund may not generate current income. Therefore, the return of capital and the realization of gains, if any, from a portfolio investment generally will occur upon the partial or complete realization or disposition of such portfolio investment. While a portfolio investment may be realized or disposed of at any time, it is generally expected that the ultimate realization or disposition of most of a Searchlight Fund's portfolio investments will not occur for a number of years after such portfolio investments are made.

Restrictions on Transfer and Withdrawal; Lack of Liquidity: The interests in Searchlight Funds are not registered under the Securities Act or any other applicable securities laws and there will be no public or private market for the interests in Searchlight Funds and none is expected to develop. In addition, the interests in Searchlight Funds are not transferable and are not permitted to be encumbered.

Prior Investment Performance Not Indicative of Future Results: The performance of prior investments made by a Searchlight Fund or Searchlight's Principals or other investment professionals is not indicative of any Searchlight Fund's future results. On any given investment, total loss of the investment is possible.

Investors Will Not Participate in Management of the Searchlight Funds: Searchlight and the General Partners will have the exclusive responsibility for the Searchlight Fund's activities, including the management, day-to-day operations and investment and disposition decisions for the Searchlight Funds. Accordingly, investors in a Searchlight Fund will have almost no control over their investments in a Searchlight Fund and will not have the opportunity to approve investments made by a Searchlight Fund or to independently evaluate the information that will be utilized by Searchlight and the General Partners in the selection, management or disposition of investments.

Dependence on Key Personnel: The success of a Searchlight Fund depends in substantial part upon the skill and expertise of the Principals and other investment professionals of Searchlight. There can be no

assurance that the Principals and other investment professionals will continue to be partners of or employed by Searchlight. The loss of service to a Searchlight Fund of one or more investment professionals could have a material adverse effect on the success of a Searchlight Fund.

Effect of Fees and Expenses on Returns: A Searchlight Fund will pay fees and will bear all expenses related to its operations. Such fees are expected to reduce the actual returns to investors in a Searchlight Fund. Most of the fees and expenses will be paid regardless of whether a Searchlight Fund produces positive investment returns.

Indemnification: Searchlight and its respective members, partners, shareholders, directors, officers, employees, agents, and affiliates, will be entitled to indemnification from a Searchlight Fund, except in certain circumstances. The assets of a Searchlight Fund will be available to satisfy these indemnification obligations, and investors in a Searchlight Fund may be required to return distributions to satisfy such obligations. Such obligations will survive the dissolution of a Searchlight Fund.

Failure to Make Capital Contributions: If any investor in a Searchlight Fund fails to fund its subscription obligation or make required capital contributions when due, a Searchlight Fund's ability to complete its investment program or otherwise continue operations could be impaired and the investor may be subject to significant consequences.

Regulatory Concerns: Each Searchlight Fund is not required to, and does not intend to, register as an investment company under the Investment Company Act. Accordingly, certain provisions of the Investment Company Act (which may provide certain regulatory safeguards to investors) will not be applicable.

Early Termination of a Fund: Under the Partnership Agreement, a Searchlight Fund is permitted to be dissolved and terminated prematurely, and so could be unable to accomplish its objectives and be required to dispose of its investments at a disadvantageous time or make an in-kind distribution (causing investors not having their capital invested or deployed in the manner originally contemplated).

Legal, Tax and Regulatory Risks: During the term of a Searchlight Fund, legal, tax and regulatory changes could occur that may adversely affect a Searchlight Fund. Failure to comply with the requirements imposed on Searchlight or the Searchlight Funds as a consequence of registrations or requirements that are currently applicable, or in future may be imposed, may have a significant adverse effect on Searchlight's ability to perform its duties to the Searchlight Funds. Searchlight's ability to source and execute transactions for the Searchlight Funds may also be adversely affected by negative publicity arising from any regulatory compliance failures or other inappropriate behavior attributed to or any other publicity related to Searchlight, the General Partners', the Searchlight Funds' or a portfolio company's reputation.

Credit Facility: The General Partner may establish one or more credit facilities for a Searchlight Fund with one or more financial institutions. Implementation and utilization of any credit facility may result in fees and expenses to a Searchlight Fund. In addition, the Searchlight Funds may be required, in certain instances, to provide credit support in connection with the underlying portfolio investments' use of such Searchlight Fund's credit facility.

Recourse to a Searchlight Fund's Assets: A Searchlight Fund's assets, including any investments made by a Searchlight Fund and any capital held by a Searchlight Fund, are available to satisfy all liabilities and

other obligations of a Searchlight Fund. If a Searchlight Fund itself becomes subject to a liability, parties seeking to have the liability satisfied may have recourse to a Searchlight Fund's assets generally and not be limited to any particular asset, such as the investment giving rise to the liability.

Competitive Marketplace: A Searchlight Fund will be competing with a significant number of private equity funds, as well as institutional investors and strategic investors, for investments in prospective portfolio companies. As a result of this competition, there can be no assurance that a Searchlight Fund will be able to locate suitable investment opportunities, acquire them for an appropriate level of consideration, achieve its targeted rate of return or fully invest its committed capital. In addition, Searchlight could be unable to obtain as favorable terms as it would otherwise in a less competitive investment environment. The availability of investment opportunities generally will be subject to market conditions as well as the prevailing regulatory or political climate. In addition, the current private equity environment has become even more competitive as other market participants, including hedge funds and special purpose acquisition companies, have been competing for investment opportunities that have traditionally been targeted by private equity funds. The Searchlight Funds will be competing with other investors, private equity funds, financial institutions and corporate or strategic buyers, some of which will have greater resources than the Searchlight Funds, for the investments that the Searchlight Funds will make. Furthermore, additional Searchlight Funds with similar investment objectives are expected to be formed in the future by other unrelated parties. As a result, there can be no assurance that the Searchlight Funds will be able to identify and complete portfolio investments that satisfy their investment objectives or realize the value of those portfolio investments, or that they will be able to fully invest their commitments. Even so, investors will need to pay management fees based on aggregate commitments during the commitment period. The difficulty identifying and gaining access to attractive investment opportunities also applies to the management teams of portfolio companies, who will not necessarily be able to fully invest all the capital committed to those portfolio companies by a Searchlight Fund. The Searchlight Funds and the portfolio companies could incur significant expenses investigating potential investments that are ultimately not consummated, including expenses relating to due diligence, transportation, legal expenses and the fees of other third-party advisors.

Limited Number of Investments: A Searchlight Fund may participate in a limited number of investments and, as a consequence, the aggregate return of a Searchlight Fund may be substantially affected by the unfavorable performance of a single investment.

Minority Investments: A Searchlight Fund may make minority equity investments or investments in debt securities in portfolio companies where the Searchlight Fund may not be able to protect its investment or to control or influence effectively the business or affairs of such entities to the same extent as it would in a controlled investment. As discussed above, the Opportunities Funds' investment mandate is to make non-control investments and, as a result, returns in the Opportunities Funds may be impacted more frequently by decisions of majority equityholders of such investments, which may include actions that limit the Opportunities Funds from exiting minority positions on a timely basis.

Reliance on Portfolio Company Management: Each portfolio company's day-to-day operations will be the responsibility of such company's management team. Although the general partner of each Searchlight Fund and Searchlight will monitor the performance of each portfolio investment, there can be no assurance that the existing management team, or any successor team or member, will be able to successfully operate the portfolio company in accordance with such Searchlight Fund's plans. Additionally, portfolio companies need to attract, retain and develop executives and members of their management teams. The market for executive talent can be, despite general unemployment levels or developments

within a particular industry, extremely competitive. There can be no assurance that portfolio companies will be able to attract, develop, integrate and retain suitable members of its management team and, as a result, a Searchlight Fund could be adversely affected thereby. Additionally, Searchlight relies on portfolio company management to comply with laws and regulations as they relate to such portfolio company. There can be no assurance that portfolio company management will assure such compliance.

Leverage: A Searchlight Fund's investments are expected to include companies whose capital structures may have significant leverage. Such investments are inherently more sensitive to declines in revenues and to increases in expenses and interest rates. Although Searchlight will seek to use leverage in a prudent manner, the leveraged capital structure of such investments will increase the exposure of the portfolio companies to adverse economic factors such as rising interest rates, downturns in the economy or deterioration in the condition of the portfolio companies or their respective industry. Additionally, the securities acquired by a Searchlight Fund may be the most junior in what may be a complex capital structure and thus subject to the greatest risk of loss. These risks generally are expected to increase as interest rates rise, including in circumstances where a portfolio company's creditworthiness is such that it must borrow at higher interest rates than are available to the relevant Searchlight Fund. Except where otherwise required by the relevant governing documents, a Searchlight Fund will not be obligated to borrow on behalf of a portfolio company, even in circumstances where the Searchlight Fund's creditworthiness would permit borrowing at a lower rate than is available to the portfolio company.

In addition, the Opportunities Funds are expected to utilize leverage in the acquisition of portfolio investments (including through the use of subscription lines), and accordingly, investors would not receive a preferred return accrual on such amount until such time as capital is actually called from investors. Such acquisitions by their nature, require companies to undertake a high ratio of fixed charges to available income. Utilization of leverage is a speculative investment technique and involves risks to investors. Further, the Searchlight Funds are permitted to maintain additional leverage at the fund or aggregator level with one or more financial institutions. The Searchlight Funds reserve the right to make investments with proceeds from drawdowns under one or more revolving credit facilities (the collateral for which can be, for example, the undrawn capital commitments of investors: subscription lines) before calling capital commitments. The interest expense and other costs of any such borrowings will be borne by the applicable investors in each Searchlight Fund and therefore are expected to decrease net returns of such Searchlight Fund and its investors. Interest will accrue on any such outstanding borrowings at a rate lower than the preferred return, which will begin accruing when capital contributions to fund such investments, or repay borrowings used to fund such investments, are actually made to the applicable Searchlight Fund. Given the foregoing, Searchlight has an incentive to cause such vehicle to borrow in this way rather than draw down capital commitments, subject to the operating and offering documents of each Searchlight Fund. In addition, because amounts borrowed under a subscription line typically are secured by pledges of the relevant general partner's right to call capital from the investors, investors will, in certain circumstances, have to contribute capital on an accelerated basis if a Searchlight Fund fails to repay the amounts borrowed under a subscription line or experiences an event of default.

Hedging: A Searchlight Fund is permitted to enter into purchase swaps, forward contracts and other arrangements to seek to preserve a return on a particular investment or to seek to protect against currency fluctuations. Such transactions have special risks associated with them, including the possible default by the counterparty to the transaction and the illiquidity of the instrument acquired by a Searchlight Fund relating thereto. Although such transactions may reduce a Searchlight Fund's exposure to currency fluctuations or decreases in the value of investments, the costs associated with these

arrangements may reduce the returns that a Searchlight Fund would have otherwise achieved if it had not entered into these transactions.

Swaps: Searchlight Funds may enter into swap agreements to facilitate its investment objectives and for hedging purposes. Swap agreements may be individually negotiated to include exposure to a variety of different types of investments or market factors. If a swap counterparty's creditworthiness declines, the value of the related swap agreement would likely decline, potentially resulting in losses to the Searchlight Funds. A significant factor in the performance of swap agreements is the change in the specific amounts of payments to and from a Searchlight Fund.

Derivatives: Searchlight Funds may invest in complex derivative instruments which seek to modify or replace the investment performance of particular securities, currencies or interest rates. Depending on how derivatives are used, they may increase or decrease the volatility of a Searchlight Fund's portfolio. Derivatives may have very high leverage embedded in them, which can substantially magnify market movements and result in losses greater than the amount of the investment. Some of the markets in which the Searchlight Funds may effect derivative transactions are over-the-counter or interdealer markets. Such markets may expose the Searchlight Funds to risks that a counterparty will not settle a transaction because of a credit or liquidity issue or because of disputes over terms of the contract.

Bridge Financing: A Searchlight Fund may provide bridge financing or investments in connection with one or more of its equity investments. A Searchlight Fund will bear the risk of any changes in capital markets that may adversely affect the ability of a portfolio company to refinance any bridge investments. If the portfolio company were unable to complete a refinancing, a Searchlight Fund could have a long-term investment in a junior debt security or a junior debt security that is convertible into equity.

Nature of Distressed Investments: Searchlight Funds may invest in debt obligations and other securities of distressed companies. These debt obligations and other securities will by their nature relate to companies in unstable financial condition and entail substantial inherent risks. Many of these companies likely will have significantly leveraged capital structures, making them highly sensitive to declines in revenues and to increases in expenses and interest rates. The leveraged capital structure of such investments will increase the exposure of the portfolio companies to adverse economic factors such as downturns in the economy or deterioration in the condition of the portfolio company or its industry.

Effects of Bankruptcy: A Searchlight Fund may make investments in portfolio companies that are or may become the subject of voluntary or involuntary bankruptcy proceedings under applicable bankruptcy laws. Certain risks that are faced in bankruptcy cases that must be factored into the investment decision include, for example, the potential total loss of any such investment. Upon confirmation of a plan of reorganization under applicable bankruptcy laws, or as a result of a liquidation proceeding, a Searchlight Fund could suffer a loss of all or a part of the value of its investment in a portfolio company. A bankruptcy filing may adversely and permanently affect a portfolio company. The portfolio company could lose market position and key employees, and the liquidation value of the portfolio company may not equal the liquidation value that was believed to exist prior to the making of the initial investment.

Difficulty in Valuing Investment Portfolio: The valuation of Searchlight Fund investments, which will affect the performance results of the Searchlight Funds, involves uncertainties and subjective determinations. Because Searchlight determines in its discretion the value of Searchlight Fund investments, potential conflict of interest exists in making valuation determinations given the potential

impact of such valuations on a Searchlight Fund's performance, particularly with respect to payment of performance fees.

Toehold Investments: Searchlight Funds may accumulate minority positions in the outstanding voting stock, or securities convertible into the voting stock, of potential portfolio companies. While Searchlight Funds will generally seek to achieve such accumulation through open market purchases, registered tender offers, negotiated transactions, or private placements, the Searchlight Funds may be unable to accumulate a sufficiently large position in a target company to execute its strategy.

Risks In Effecting Operating Improvements: In many cases, the success of a Searchlight Fund's investment strategy will depend, in part, on the ability of a Searchlight Fund to effect improvements in the operations of a portfolio company. The activity of identifying and implementing potential operating improvements at portfolio companies entails a high degree of uncertainty. There can be no assurance that a Searchlight Fund will be able to successfully identify and implement such improvements.

Investments in Debt Securities Generally: Searchlight Funds may invest in debt securities and obligations which entail typical credit risks (i.e., the risk of non-payment of interest and principal) and market risks (i.e., the risk that interest rates and other factors will cause the value of the instrument to decline).

Interest Rate Risks: Generally, the value of fixed-income securities changes inversely with changes in interest rates. As interest rates rise, the market value of fixed-income securities tends to decrease. Conversely, as interest rates fall, the market value of fixed-income securities tends to increase. This risk is greater for long-term securities than for short-term securities.

Investments in Junior, Unsecured Securities: Searchlight Funds may acquire securities which are junior, unsecured, equity or quasi-equity instruments. While this approach can facilitate obtaining control and then adding value through active management, it also means that the Searchlight Fund's positions will be unsecured. The ability of the Searchlight Funds to influence an issuer, especially during periods of financial distress or following insolvency, is likely to be substantially less than that of senior creditors. Investments in junior, unsecured securities may be subject to early redemption features, refinancing options, prepayment options or other similar provisions, which, in each case, could result in the issuer repaying the principal on an obligation earlier than expected.

Sub-Investment Grade and Unrated Debt Obligations: Searchlight Funds investment strategy may result in investments in sub-investment grade securities, which are subject to greater risk of loss of principal and interest than higher-rated instruments. Because investors generally perceive that there are greater risks associated with non-investment grade instruments, yields and prices of such instruments may fluctuate more than those that are higher rated.

Pay-In-Kind Bonds: Searchlight Funds may invest in PIK bonds. PIK bonds pay interest through the issuance of additional debt or equity securities. These instruments realize no cash until the cash payment date unless a portion of the instrument is sold. If the issuer defaults, the Searchlight Funds may obtain no return on its investment. Current U.S. federal tax law requires the holders of certain types of PIK bonds to accrue income with respect to these securities prior to the receipt of cash payments, which may result in the Searchlight Funds generating taxable income without cash needed to make distributions of such income to its investors.

Preferred Stock and Other Equities: Searchlight Funds may invest in preferred stock which may have characteristics of both debt and equity. Dividend payments to preferred stockholders may be suspended

or cancelled if the issuer experiences liquidity difficulties and the principal paid for preferred stock is generally subordinate to the debt obligations of the issuer. Preferred stocks are not generally entitled to meaningful covenant protection. Some preferred stocks may be non-cumulative, which means that the issuer does not ever have to declare or pay dividends on the stock or make-up any missed dividends.

Convertible Securities: Searchlight Funds may invest in convertible securities. A convertible security is a bond, debenture, note, preferred stock or other security that may be converted for a prescribed amount into common stock or other equity security of an issuer. Convertible securities rank senior to common stock in a corporation's capital structure, but are typically subordinated to comparable non-convertible securities. Convertible securities may be subject to redemption at the option of the issuer at a price established in the convertible security's governing documents. The value of a convertible security will be influenced by its "conversion value", which is the market value of the underlying equity security that would be obtained if the convertible security was converted.

Non-U.S. Investments: Searchlight Funds may invest in portfolio companies organized and operating primarily in certain countries outside the United States. Such non-U.S. Investments may involve risks and special considerations not typically associated with U.S. Investments. Such risks may include (i) the risk of nationalization or expropriation of assets or confiscatory taxation, (ii) social, economic and political uncertainty, including corruption, war and revolution, (iii) dependence on exports and the corresponding importance of international trade, (iv) price fluctuations, market volatility, less liquidity and smaller capitalization of securities markets, (v) currency risks, including exchange rate fluctuations, devaluation and the costs of currency conversions, (vi) rates of inflation, (vii) controls on, and changes in controls on, foreign investment, limitations on repatriation of invested capital, proceeds from the sale of securities and other remittances, and on a Searchlight Fund's ability to exchange local currencies for U.S. dollars, (viii) governmental involvement in and control over such non-U.S. economies, (ix) governmental decisions to discontinue support of economic reform programs generally and impose centrally planned economies, (x) differences in auditing and financial reporting standards which may result in the unavailability of material information about issuers, (xi) less extensive regulation of the securities markets, (xii) longer settlement periods for securities transactions, (xiii) less developed corporate laws regarding fiduciary duties and the protection of investors, (xiv) adverse effects of local withholding and foreign tax requirements on repatriation of income from and investments in entities that are organized or domiciled in non-U.S. jurisdictions, (xv) less reliable judicial systems to enforce contracts and applicable law, (xvi) foreign restrictions and prohibitions on ownership of property by U.S. entities and changes in foreign laws relating thereto, and (xvii) incidents of terrorism.

Reinvestment: Under certain circumstances, proceeds distributable (or previously distributed) to the investors in a Searchlight Fund that constitute a return of capital contributions may be retained and reinvested (or recalled for reinvestment) by Searchlight or used (or recalled for use) by Searchlight for any other proper purpose. Accordingly, an investor may be required to fund for investments or expenses during the term of a Searchlight Fund an aggregate amount that significantly exceeds its capital commitment.

Unspecified Use of Proceeds: Investors in a Searchlight Fund do not have an opportunity to evaluate for themselves the relevant economic, financial and other information regarding the investments to be made by a Searchlight Fund and, accordingly, will be dependent upon the judgment and ability of Searchlight in investing and managing the capital of a Searchlight Fund.

Material Non-Public Information: Despite the maintenance of restricted lists and other internal controls, perhaps the internal controls relating to the management of material non-public information could fail and lead to Searchlight, or one of its investment professionals, buying or selling a security while, at least constructively, in possession of material non-public information. Inadvertent trading on material non-public information could harm Searchlight's reputation, lead to the imposition of regulatory or financial sanctions, and so harm Searchlight's ability to perform its investment management services on behalf of a Searchlight Fund.

U.S. Taxation of Carried Interest: U.S. federal income tax law treats certain allocations of capital gains to service providers by partnerships such as the Searchlight Funds 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 such as a Searchlight Fund (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 could be taxed at lower rates than ordinary income). Such rules, as well as any such legislation that could be enacted in the future, could apply to reduce the after-tax returns of individuals associated with a Searchlight Fund, its General Partner, or Searchlight 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 Searchlight Fund. This creates potential incentives for Searchlight to cause a Searchlight Fund to hold investments for a longer period than would be the case if such greater-than-three-year holding period requirement did not exist.

Uncertain Economic, Social and Geopolitical Environment: Searchlight, the Searchlight Funds and the companies in which they invest may be adversely affected by economic, social and geopolitical developments in the countries in which they are invested and more broadly. The global economic and geopolitical climate is uncertain as acts of war, acts of terrorism, the threat of future acts of war or terrorism, growing social and political discord in the United States and elsewhere, economic sanctions, tariffs and other trade disputes, evolving international political developments, changes in government policies and taxation, restrictions on foreign investment and currency repatriation, currency fluctuations and the fear of a prolonged global conflict have exacerbated volatility in the financial markets and can cause consumer, corporate and financial confidence to weaken. This may have an adverse effect on the economy generally and on the ability of the Searchlight Funds to execute their respective strategies. A climate of uncertainty may reduce the availability of potential investment opportunities and increases the difficulty of modeling market conditions. The Searchlight Funds may be adversely affected by abrogation of international agreements and national laws which have created the market instruments in which the Searchlight Funds may invest, failure of the designated national and international authorities to enforce compliance with the same laws and agreements, failure of local, national and international organization to carry out the duties prescribed to them under the relevant agreements, revisions of these laws and agreements which dilute their effectiveness or conflicting interpretation of provisions of the same laws and agreements. U.S. and global market and economic conditions may decrease the demand for consumer products and could materially and adversely affect (i) the ability of a Searchlight Fund, its portfolio companies or their respective affiliates to access credit markets on favorable terms or at all in connection with the financing or refinancing of investments, (ii) the ability or willingness of certain counterparties to do business with a Searchlight Fund or its affiliates, (iii) a Searchlight Fund's exposure to the credit risk of others in its dealings with various counterparties (for example, in connection with joint ventures or the maintenance with financial institutions of reserves in cash or cash equivalents), (iv) consumer spending and demand for the products and services offered by a Searchlight Fund's portfolio

companies, (v) growth opportunity for a Searchlight Fund's investments, (vi) a Searchlight Fund's ability to exit its investments at desired times, on favorable terms, or at all, (vii) availability of reliable insurance on favorable terms or at all, and (viii) the ability of a Searchlight Fund's investors to meet their obligations to a Searchlight Fund promptly or at all. There can be no assurance as to the future direction of national and global market and economic conditions. The market outlook, trends, opportunities and other matters presented in the Searchlight Funds' private offering documents and governing agreements are based on various estimates and assumptions, including about future events. There can be no assurance that such market outlook, trends, opportunities and other matters will materialize.

Russia-Ukraine Conflict: The Russian Federation invaded Ukraine on February 24, 2022. Geopolitical tensions have mounted in response and the U.S., the United Kingdom, European Union ("EU") member states, and other countries have imposed economic sanctions on the Russian Federation, parts of Ukraine, as well as various designated parties. As further military conflicts and economic sanctions continue to evolve, it has become increasingly difficult to predict the effect of these events or how long they will last. Depending on direction and timing, the Russian Federation-Ukraine conflict could significantly exacerbate the normal risks associated with a Searchlight Fund and lead to adverse changes to, among other things: (i) general economic and market conditions; (ii) shipping, energy and transportation costs and supply chain constraints; (iii) interest rates, currency exchange rates, and expenses associated with currency management transactions; (iv) demand for investments; (v) available credit in certain markets; (vi) import and export activity from certain markets; and (vii) laws, regulations, treaties, pacts, accords and governmental policies. Economic and military sanctions related to the Russian Federation-Ukraine conflict, or other conflicts, could affect markets, global supply and demand, import/export policies, and the availability of labor in certain markets. There is no guarantee that such sanctions and economic actions will abate or that more restrictive measures will not be put in place in the near term. It is also expected that the Russian Federation-Ukraine conflict could spark further sanctions or military conflicts which will impact other regions. The foregoing could seriously impact each Fund's operations and its ability to timely realize its investment objectives.

Inflation: Certain countries have experienced and could in the future experience substantial, and in some periods extremely high, rates of inflation. Inflation and rapid fluctuations in inflation rates have had and may continue to have very negative effects on the economies and securities markets (both public and private) of certain countries in which the Searchlight Funds may invest. There can be no assurance that high rates of inflation will not have a material adverse effect on the investments of the Searchlight Funds.

Benchmark Risk: The London Interbank Offered Rate ("LIBOR") and certain other "benchmarks" have been the subject of national, international, and other regulatory guidance and reform. The phasing out and eventual discontinuation of LIBOR, or the replacement of LIBOR with an alternative reference rate such as the Secured Overnight Financing Rate ("SOFR"), may adversely affect the Searchlight Funds' credit arrangements and may negatively impact the expected return on a Searchlight Fund's portfolio and/or the availability of instruments designed to hedge a Searchlight Fund's exposure to LIBOR, and such impacts may be material. Although it is expected that certain loan obligations that bear interest based on LIBOR will migrate to a new benchmark, there is no guarantee that (i) such transition will occur, and if it occurs, when such transition will occur, (ii) SOFR will replace LIBOR as the benchmark for such loan obligations and (iii) any spread adjustment adopted in connection with such transition will be representative of LIBOR as of the date of determination of such benchmark. When LIBOR is discontinued as a benchmark rate, it may cause an increase in the volatility of LIBOR and SOFR prior to the consummation of any such change. There is no certainty as to what rate or rates may become market-accepted alternatives to LIBOR or how those alternatives may impact investment returns. There may not

be any alternative benchmark that reflects the composition and characteristics of LIBOR, and there may be dramatic shifts in debt investments and the debt markets generally, which could negatively impact the expected return on the Searchlight Funds' portfolios. As a result of the expected transition, interest rates on loans, deposits, derivatives, and other financial instruments tied to LIBOR rates, as well as the revenue and expenses associated with those financial instruments, may be adversely affected. There is no guarantee that a transition from LIBOR to an alternative will not result in financial market disruptions, significant increases in benchmark rates, or borrowing costs to borrowers, any of which could have a material adverse effect on the Searchlight Funds' business, result of operations, and financial condition

Alternative Data: Searchlight is permitted to obtain and use alternative data in its investment process. Alternative data could consist of datasets that have been culled from a variety of sources, such as internet usage, payment records, financial transactions, weather and other physical phenomena sensors, applications and devices (such as smartphones) that generate location and mobility data, data gathered by satellites, and government and other public records databases (this data is sometimes referred to as "big data" or "alternative data"). Searchlight reserves the right to apply this alternative data to better anticipate micro- and macroeconomic trends and otherwise to develop or improve trading or investment themes. No assurance can be given that Searchlight will be successful in utilizing alternative data in its investment process.

Moreover, there has been increased scrutiny from a variety of regulators regarding the use of alternative data in this manner, and its use or misuse under current or future laws and regulations could create liability for Searchlight and the Funds in numerous jurisdictions. Searchlight cannot predict what, if any, regulatory or other actions could be asserted with regard to alternative data, but any adverse inquiries or formal actions could cause reputational, financial, or other harm to Searchlight or to the Searchlight Funds. Conversely, any future limitations on the use of alternative data could have a material adverse impact on the performance of the Searchlight Funds.

Withdrawal of the United Kingdom from the European Union: The United Kingdom ("UK") withdrew from the EU on January 31, 2020 ("Brexit"). In connection with Brexit the UK and the EU agreed the Trade and Cooperation Agreement ("TCA") which took effect from January 1, 2021, that governs the future trading relationship between the UK and the EU in specified areas. Notably, the TCA does not include an EU-wide cooperation arrangement for financial services, with UK firms instead having to negotiate individual EU member state regulations and cooperation/recognition arrangements. There can be no assurance that any negotiated laws, taxation and/or regulations will not have an adverse impact on the Searchlight Funds and their investments, including the ability of the Searchlight Funds to achieve their investment objectives. The ongoing effects of Brexit may result in significant market dislocation, heightened counterparty risk, an adverse effect on the management of market risk and, in particular, asset and liability management (due in part to redenomination of financial assets and liabilities), an adverse effect on the ability of Searchlight to manage, operate and invest the Searchlight Funds and increased legal, regulatory or compliance burden for Searchlight or the Searchlight Funds, each of which may have a negative impact on the operations, financial condition, returns or prospects of the Searchlight Funds.

The AIFMD and the UK AIFMR: The Directive on Alternative Investment Fund Managers, together with any supplementary regulation implemented in the UK following Brexit ("UK AIFMR"), or subordinate legislation or guidance thereto implemented in any relevant jurisdiction (the "AIFMD"), imposes requirements on AIFMs (as defined in the AIFMD) that market AIFs (as defined in the AIFMD) to professional investors who are domiciled or have a registered office within the European Economic Area

(the “EEA”) or the UK, as applicable. The UK AIFMR currently imposes compliance obligations that are broadly similar to those described below in connection with a non-EEA AIFM marketing a non-EEA AIF.

For these purposes certain of the Searchlight Funds are non-EEA and non-UK AIFs and Searchlight is a non-EEA and non-UK AIFM. As a non-EEA entity, Searchlight, is required to comply with the national private placement regimes in those EEA member states that allow private placement and in which interests in a Searchlight Fund are marketed and sold. Compliance with these requirements may result in significant additional costs over the life of the Searchlight Funds and may reduce returns to investors. In addition, Searchlight relies on third party AIFMs to manage certain of its AIFs from time to time. Searchlight and its affiliates and agents have endeavored to comply with these rules as interpreted but there is not absolute certainty as to their successful compliance. In the event that Searchlight or any of its affiliates or agents, including any third party AIFMs, is found to have breached the provisions of the AIFMD (inadvertently or otherwise), such parties (and/or a Searchlight Fund indirectly) may face regulatory sanctions and/or EEA investors may seek to rescind their interests, which would result in significant costs and ultimately materially and adversely affect such Searchlight Fund.

Data Privacy: The General Data Protection Regulation (“GDPR”) governs the processing of personal data and is directly applicable in all EEA member states. The GDPR has been imposed into UK law as the UK General Data Protection Regulation (“UK GDPR”) and sits alongside the UK Data Protection Act 2018 (together the “UK DP Laws”). To the extent that Searchlight actively offers investment opportunities to, or monitors the behavior of, natural persons located in the EEA and the UK, Searchlight will be: (i) deemed a “controller”; (ii) required to comply with the GDPR, UK DP Laws and any applicable local derogations; and (iii) subject to certain rules with respect to cross-border transfers of personal data from the EEA and the UK. For non-compliance, the GDPR imposes fines of up to €20 million (£17.5 million) or 4% of a company’s total worldwide annual turnover of the preceding financial year, whichever is higher. In relation to any alleged non-compliance, Searchlight may therefore incur additional costs, become subject to regulatory investigations or fines, face civil claims (including representative actions and class action type litigation) and experience serious reputational damage – all of which may affect how Searchlight conducts its business, reducing capital and time that can be deployed for making investments.

In addition, Searchlight, each Searchlight Fund, and their respective affiliates receive, store, handle, transmit, use and otherwise process information related to our portfolio companies and prospective portfolio companies, including from and about actual and prospective investors (and the beneficial owners of investors), as well as our employees, job applicants, contractors and representatives of companies we do business with (collectively, “confidential information”). As a result, Searchlight, each Searchlight Fund and its respective affiliates is, and could in the future become subject to further U.S. federal and state laws, rules and regulations related to data privacy, data protection and information security which could apply to personal information provided by, or on behalf of, any investor. For instance, in the United States, the federal Gramm-Leach-Bliley Act of 1999 (“GLBA”) and Regulation S-P adopted by the SEC pursuant to the GLBA, imposes certain privacy obligations on covered financial institutions that offer financial products or services, including to notify customers of their privacy policies and establish sufficient safeguards of its confidential information. Additionally, many states are currently reviewing or proposing the need for greater regulation of the collection, sharing, use and other processing of information about individuals and there remains increased interest at the federal level.

We could be required to modify our data collection or processing practices and policies and incur substantial costs and expenses in an effort to comply with such laws, and increase our potential exposure to regulatory enforcement and/or litigation. Additionally, these requirements, and their application,

interpretation and amendment are constantly evolving and developing. Compliance with existing and emerging data privacy and security laws, regulations and industry standards could result in increased compliance costs and/or lead to changes in business practices and policies. Any actual or perceived failure to protect the confidentiality of client or other personal information could adversely affect our reputation, lead to private litigation against us, and require additional investment in resources, impact strategies and availability of previously useful data, any of which could materially and adversely Searchlight, each Searchlight Fund, and their respective affiliates to incur regulatory penalties, reputational damage, additional compliance costs or financial loss.

Environmental, Social & Governance (“ESG”) Matters: ESG matters have been the subject of increased focus by regulators in the United States, UK and EU, among other jurisdictions. While Searchlight strives to implement ESG practices, there can be no assurance that Searchlight will be able to identify all ESG issues or will be able to successfully implement their ESG policies. The use of ESG metrics in the investment process may be subjective and are not subject to uniform standards, and, as such, there is no guarantee that Searchlight will be able to accurately assess and measure the ESG risks and ESG compliance of a Searchlight Fund’s investments and/or potential investments. In evaluating an investment’s ESG characteristics, Searchlight expects to also rely on information and data from third party providers, which often will be incomplete, inaccurate or unavailable. As a result, there is a risk that Searchlight could incorrectly assess an investment or potential investment. There is also a risk that Searchlight will not apply the relevant ESG criteria correctly or that a portfolio could have indirect exposure to issuers that do not meet the relevant ESG criteria used by such portfolio. While Searchlight views ESG considerations as having the potential to contribute to a portfolio’s long-term performance, there is no guarantee that such results will be achieved. Additionally, it should not be assumed that any ESG practices or standards will apply to every investment in which the Searchlight Funds invest or that they have applied to all of the Searchlight Funds’ prior investments. ESG is only one of many considerations that Searchlight takes into account when making investment decisions and when seeking to maximize investment returns, and other considerations can be expected in certain circumstances to outweigh ESG considerations. Accordingly, certain investments may exhibit characteristics that are inconsistent with ESG standards.

The impact following the occurrence of an ESG event may vary depending on the nature of the event, asset class, the region and applicable regulatory regime(s). Where such an event occurs, there could be a negative impact on the value of an underlying asset or other adverse impacts for the underlying asset, Searchlight or the Searchlight Funds, including as a result of reputational harm. Any ESG information provided is intended solely to provide an indication of ESG initiatives and standards that the firm applies when seeking to evaluate and/or improve the ESG characteristics of an investment as part of the larger goal of maximizing financial returns on investments. Accordingly, certain investments will, from time to time, exhibit characteristics that are inconsistent with the practices or standards described herein.

Competition for ESG and Climate-Related Investments: Due to increasing market interest in ESG and climate-related investing, the Searchlight Funds are likely to encounter competition from other entities having a similar focus on these areas. Searchlight expects that competition for appropriate investment opportunities in these areas will increase, which could increase the difficulty of finding investments at attractive prices or at all, increase the pressure on the Searchlight Funds to seek investments that are perhaps more vulnerable to greenwashing claims or allegations, increase the likelihood the Searchlight Funds will pay higher prices for investments, conduct less due diligence and/or provide certain seller favorable terms in transactions, and/or decrease the likelihood of the Searchlight Funds obtaining buyer favorable terms in transactions.

Disease and Epidemics: The impact of disease and epidemics, including coronavirus, could have a negative impact on our business, the Searchlight Funds, their portfolio companies and their performance and financial position. Coronavirus, renewed outbreaks of other epidemics or the outbreak of new epidemics could result in health or governmental authorities requiring the closure of offices or other businesses and could also result in a general economic decline. For example, such events could adversely impact economic activity through disruption in supply and delivery chains. Moreover, our operations and those of our Funds or portfolio companies could be negatively affected if personnel are quarantined as the result of, or in order to avoid, exposure to a contagious illness. Similarly, travel restrictions or operational issues resulting from the rapid spread of contagious illnesses could have a material adverse effect on business and results of operations. A resulting negative impact on economic fundamentals and consumer confidence could negatively impact market value, increase market volatility and reduce liquidity, all of which could have an adverse effect on our business, the Searchlight Funds and underlying portfolio investments.

Regulatory Changes: The regulatory environment for private funds and other financial institutions is evolving. A portfolio company in which the Searchlight Funds invest could be materially and adversely affected as a result of new laws or regulations, or statutory or regulatory changes or changes in judicial or administrative interpretations of existing laws and regulations that impose more comprehensive or stringent requirements on such company, the markets in which such company operates or such company's industry generally. For example, environmental laws regulating infrastructure projects could become more restrictive, as governments aim to limit the impact of infrastructure on the environment, wildlife and natural resources and reduce the emissions of greenhouse gases. Such changes could materially and adversely affect the performance of one or more of the Searchlight Funds' investments. Moreover, additional regulatory approvals and permits, including renewals, extensions, transfers, assignments, reissuances or similar actions, may become applicable in the future due to a change in laws and regulations, a change in the companies' customer(s), or for other reasons. Changes in laws and regulations could result in increased compliance costs, additional capital expenditures or unanticipated liabilities. A portfolio company also could be materially and adversely affected by regulations that have been vacated, remanded or otherwise limited by court decisions, which creates considerable uncertainty as to how these regulations will be modified and/or ultimately implemented. Any such modifications could alter the competitive landscape and/or the nature of the markets in which a portfolio company operates in a material and adverse manner to such portfolio company.

Currently the asset management industry is subject to enhanced governmental scrutiny and increased regulatory activity. The SEC has recently increased its focus on the private fund industry in particular, including conducting numerous examinations and bringing a number of enforcement actions against private fund managers. The SEC has also recently proposed a number of new rules and regulations that, if finalized, will affect Searchlight and its operations. Changes in law or regulations may adversely affect the value of Searchlight Fund investments, may affect the ability of the Searchlight Funds to pursue their investment strategies, or may restrict or prevent Searchlight from continuing to perform services for the Searchlight Funds in the manner currently contemplated. There can be no assurance that any such scrutiny or regulatory activity will not have an adverse impact on the Searchlight Funds' activities, including the ability of the Searchlight Funds to effectively and timely address such regulations, implement operating improvements or otherwise execute their investment strategies or achieve their investment objectives. Changes in laws and regulations could result in increased compliance costs, additional capital expenditures or unanticipated liabilities. Additionally, such additional scrutiny may divert Searchlight's time, attention and resources from investment advisory activities. The effect of any regulatory changes on Searchlight and the Searchlight Funds cannot be predicted at this time but could be substantial.

Risks Upon Dispositions of Investments: In connection with the disposition of a portfolio investment, a Searchlight Fund may be required to make representations about the business and financial affairs of such portfolio company typical of those made in connection with the sale of a business. It may also be required to indemnify the purchasers of such investment to the extent that any such representation turns out to be inaccurate and in connection with such indemnification obligations may be required to holdback certain funds in escrow accounts for a period of time following such disposition. Any such escrowed funds will delay payment to a Searchlight Fund's investors, even if such investors are properly entitled to such amount. These arrangements in certain cases will result in contingent liabilities of a Searchlight Fund, which might ultimately have to be funded by the investors in a Searchlight Fund to the extent that such contingent liabilities exceed the reserves and other assets of a Searchlight Fund and the investors of a Searchlight Fund have received prior distributions from a Searchlight Fund.

Distributions in Kind: Although, under normal circumstances, a Searchlight Fund intends to make distributions in cash or in publicly traded securities, it is possible that under certain circumstances (including the liquidation of a Searchlight Fund) distributions could be made in kind and could consist of securities for which there is no readily available public market. In such circumstances, there is a potential conflict of interest between a General Partner (and its beneficial owners) and the relevant Searchlight Fund's investors. For example, the General Partner and its beneficial owners may intend to hold securities distributed in-kind for a different time period than Searchlight deems suitable for the Searchlight Fund.

Benefit Plan Investors: Searchlight Funds are generally structured so that their underlying assets will not constitute assets of any plan subject to Title I of ERISA or Section 4975 of the United States Internal Revenue Code of 1986, as amended. This may restrict a Searchlight Fund's activities, preclude it from making certain investments, and require it to take actions that may expose the assets of the Searchlight Fund to claims or liabilities. Failure to structure a Searchlight Fund accordingly may also expose a Searchlight Fund to additional duties and liabilities under ERISA.

General Tax Considerations: Searchlight Funds are generally expected to be treated as pass-through vehicles for U.S. federal income tax purposes. Investments in Searchlight Funds give rise to a variety of complex U.S. federal income tax, non-U.S. income tax and other tax issues for both tax-exempt and non tax-exempt investors.

Cyber Security Breaches and Identity Theft: Searchlight, each Searchlight Fund, portfolio companies and service providers to Searchlight, rely on the Internet, computer networks, and various software and hardware (collectively, "information technology" or "IT" systems) for both internal and external-facing operations. Searchlight manages certain IT systems but also relies on third-party service providers and vendors that manage other IT systems and provide products and services critical to our business. All IT systems are subject to cybersecurity threats, risks and vulnerabilities. While we have taken steps to protect our IT systems and confidential information, threat actors are increasingly sophisticated and using advanced tools and techniques to circumvent security controls, obfuscate data access and delete forensic evidence, which impacts our ability to timely and effectively detect, investigate and mitigate attacks and incidents. Additionally, continued remote and hybrid working arrangements present potentially increased risks associated with the prevalence of social engineering attacks and vulnerabilities inherent in many non-corporate and home networks.

We have experienced cyberattacks and security incidents in the past that have not resulted, and are not expected to result, in any material impact to our operations or financial results. However, we cannot

provide any assurance that future attacks or incidents will not have a material adverse impact. The confidentiality, integrity and availability of our IT systems and confidential information is increasingly subject to the risk of cyberattacks, computer viruses (for example, ransomware), network failures, computer and telecommunication failures, infiltration by unauthorized persons, software “bugs” and vulnerabilities, usage errors, employee negligence, social engineering (for example, third parties inducing employees, investors, service providers or other users of our IT systems to gain access to our confidential information or that of a Searchlight Fund’s investors), power outages and catastrophic events such as fires, tornadoes, floods, hurricanes and earthquakes. If any security systems, counter measures or other controls designed to mitigate cyber-related risks are compromised, are disrupted or cease to function properly, Searchlight, each Searchlight Fund and their respective affiliates could incur significant costs and liability due to the theft of Searchlight Fund assets (including proprietary information and intellectual property) and/or numerous other events including, but not limited to: disruption to our operations or the operations of any Searchlight Funds, portfolio companies or critical third parties; litigation and regulatory enforcement; fines and penalties; increased preventative and protective costs; increased remediation and compliance costs; reputational or brand damage, including the loss of current and future investors; and the loss of liquidity. Any of the foregoing could materially impact Searchlight’s business prospects and/or financial position, as well as each Fund’s ability to achieve their investment objectives and/or conduct their operations, and there is no guarantee that any insurance policy would partially or fully cover such exposure.

Business Continuity Plans: In the event of unforeseen catastrophic events, such as natural disasters, terrorist attacks and epidemics, Searchlight will begin its business continuity plan to safeguard that its employees have the resources and technology necessary to continue their responsibilities and meet portfolio company and investor needs. The business continuity plan is tested to ensure that appropriate measures are put in place to measure any such catastrophic events. Despite such measures, Searchlight cannot predict the level of disruption that such catastrophic events could have on its operation or the ability of the plan to succeed in a time of crisis, and such plans could still result in reduced collaboration and less ideal communication and supervision relative to traditional office structures which could severely impair Searchlight’s, its Funds’, and its portfolio companies’ business and operations. If personnel, as a result of working remotely, rely more heavily on external sources for information and technology systems for their business-related communications and information sharing, that business will likely be more vulnerable to cybersecurity incidents and cyberattacks and could have more difficulty resuming normal operations if it is the target of such incident or attack. Similar types of operational risks are also present for the portfolio companies in which the Searchlight Funds invest, which could have material adverse consequences for such companies and could cause the Funds’ investments to lose value. While Searchlight has limited ability to control these risks at the portfolio-company level, Searchlight will work with portfolio companies to implement their own business continuity plans, where the opportunity arises.

Systems and Operational Risk: Searchlight relies on certain financial, accounting, data processing and other operational systems and services that are employed by Searchlight and by third party service providers, including prime brokers, third-party administrators, market counterparties and others. Many of these systems and services require manual input and are susceptible to error. These programs or systems could be subject to certain defects, failures or interruptions. For example, Searchlight and its clients could be exposed to errors made in the confirmation or settlement of transactions, from transactions not being properly booked, evaluated or accounted for or related to other similar disruptions in the clients’ operations. In addition, despite certain measures established by Searchlight and third-party service providers to safeguard information in these systems, Searchlight, clients and their third-party service providers are subject to risks associated with a breach in cybersecurity which could result in

damage and disruption to hardware and software systems, loss or corruption of data and/or misappropriation of confidential information. Any such errors and/or disruptions could lead to financial losses, the disruption of the client trading activities, liability under applicable law, regulatory intervention or reputational damage.

Investments with Co-Investors: Searchlight Funds may co-invest in one or more investments with strategic investors, lenders, limited partners (or affiliates thereof) and/or other third parties through joint ventures or other entities, which parties in certain cases may have different interests or superior rights to those of the Searchlight Funds. The Searchlight Funds may not have control rights over certain of its investments and, therefore, may have a limited ability to protect its position therein. In addition, the Searchlight Funds' investments will be subject to typical risks in connection with third-party involvement, including the possibility that a third-party may have financial difficulties resulting in a negative impact on such investment, may have economic or business interests or goals that are inconsistent with those of the Searchlight Funds, or may be in a position to take (or block) action in a manner contrary to the Searchlight Funds' investment objectives. The Searchlight Funds may also in certain circumstances be liable for the actions of its third-party partners or co-investors. Investments made with third parties in joint ventures or other entities may involve carried interests or fees payable to such third-party partners or co-investors, thereby reducing the distributions to the Searchlight Funds. In addition, such co-investments may or may not be on substantially the same terms and conditions as the Searchlight Funds, and such different terms may be disadvantageous to the Searchlight Funds or to any investor participating directly or indirectly therein.

Diverse Investor Group: Searchlight Fund investors may have investment, tax or other interests that compete with or conflict with the interests of one or more of the Searchlight Funds, other investors in the Searchlight Funds, and/or the portfolio companies. Investors may also be service providers to or counterparties of the Searchlight Funds and their portfolio companies. The General Partners manage the Searchlight Funds based on the particular Searchlight Fund's overall investment objectives, not the objectives of individual investors. Conflicts of interest may arise in connection with decisions made by the General Partners, including with respect to the nature or structuring of investments or dispositions, that may be more beneficial for one investor, Searchlight Fund and/or portfolio company than for another investor, Searchlight Fund and/or portfolio company.

Banking System Volatility: As of March 2023, the U.S. banking system has experienced, and likely will continue to experience, significant volatility. The closing of Silicon Valley Bank ("SVB") and Signature Bank could negatively impact the availability of certain financial services to their respective former clients, which could include Searchlight, the General Partners, the Searchlight Funds, a portfolio company or service providers and could require former clients to establish new bank relationships. These closures, and any additional closures that could occur within the banking system, could increase Searchlight's, the General Partners' and the Searchlight Funds' costs, negatively impact the Searchlight Funds' ability to execute on pending transactions, including with respect to the ability to draw down amounts under credit facilities, and divert Searchlight's time, attention and resources away from the pursuit of the Searchlight Funds' investment strategy. Furthermore, these closures, and any additional closures that could occur within the banking system, have the potential to also increase counterparty risk, including raising the likelihood of defaults or bankruptcies by counterparties and their major customers that rely on such bank relationships. Depending on ongoing developments, regulatory guidance and timing, the closing of SVB and Signature Bank could exacerbate the normal risks associated with the Searchlight Funds and result in adverse changes to, among other things: (i) general economic and market conditions; (ii) interest rates, currency exchange rates, and expenses associated with currency management transactions; (iii) demand

for investments; (iv) availability of credit in certain markets; and (v) laws, regulations and governmental policies. Furthermore, the closing of SVB and Signature Bank could lead to financial system and participant regulatory reform, and such increased regulatory oversight could impose additional administrative burden on Searchlight, the General Partners and the Searchlight Funds. It is currently unclear what the ultimate effect of the situation will be on the Searchlight Funds, the private equity industry and global markets as a whole.

Access to Deposits: Searchlight maintains the majority of its and the Searchlight Funds' cash and cash equivalents in accounts with major U.S. and financial institutions, and the deposits at these institutions often will exceed insured limits. Market conditions can impact the viability of these institutions. In the event of failure of any of the financial institutions where Searchlight maintains its and the Searchlight Funds' cash and cash equivalents, there can be no assurance that Searchlight would be able to access uninsured funds in a timely manner or at all. Any inability to access or delay in accessing these funds could adversely affect Searchlight's or the Funds' business and financial position.

Potential Conflicts of Interest: There will be occasions when Searchlight and its affiliates may encounter potential conflicts of interest in connection with Searchlight Funds. Such conflicts may include, but are not limited to, the following:

- The existence of "carried interest," which is discussed further in Item 6 above.
- A General Partner may engage in transactions on behalf of a Searchlight Fund with Searchlight or its affiliates (for example, Searchlight or its affiliates may receive certain fees for services rendered to, or in connection with, a particular investment).
- Searchlight, a General Partner or one or more of its affiliates may elect to co-invest alongside the Searchlight Fund's or may offer co-investment opportunities to third parties, including other investors who have preexisting investments with other Searchlight Funds or Searchlight affiliates on different terms.
- Searchlight personnel generally devote time to multiple Searchlight Funds, Searchlight investment vehicles and activities of other Searchlight affiliates, and certain other permitted activities as further described in the governing agreement of the applicable Searchlight Fund.
- Searchlight Funds may on occasion engage in certain affiliated or interested transactions, as further discussed in Item 11 below.
- As further discussed in Item 10.C below, Searchlight may be presented from time to time with investment opportunities that meet the investment objectives of one or more Searchlight Funds and/or other Searchlight-advised investment vehicles.

Conflicts of interest, and the methods Searchlight and its supervised persons utilize to address these conflicts, are generally disclosed to investors in each applicable Searchlight Fund's governing agreements before they invest.

To address conflicts of interest such as those described above, Searchlight investment professionals prepare an investment memorandum for each new investment opportunity or other transaction. Searchlight's Chief Compliance Officer reviews these investment memoranda. If the Chief Compliance Officer identifies any actual or potential conflicts of interest, the Chief Compliance Officer reviews the

actual or potential conflicts with the Principal and outside legal counsel, if deemed appropriate, in order to recommend courses of action to the Principals to seek to mitigate such conflicts of interest.

In addition, the governing agreements for the Searchlight Funds generally contain specified procedures to address certain conflicts of interests. These procedures may include (i) requiring a General Partner to take certain actions to mitigate the conflict of interest, or (ii) referring a conflict of interest transaction to a Searchlight Fund's Advisory Board for approval. A Searchlight Fund's Advisory Board is typically comprised of representatives of investors in the applicable Searchlight Fund and is typically authorized to grant consents on behalf of the Searchlight Fund. The Partnership Agreements of the Searchlight Funds provide that to the fullest extent permitted by applicable law, none of the Advisory Board members shall owe any fiduciary or other duties to the Searchlight Funds or any other partner, other than to act in good faith. In addition, representatives of the Advisory Board may have various business and other relationships with Searchlight and its partners, employees and affiliates which may influence their decisions as members of the Advisory Board. The members of the Advisory Board of a Searchlight Fund may disproportionately represent one or more of the entities or categories of limited partners comprising such Searchlight Fund. In addition, the composition of a Searchlight Fund advisory committee may have substantial overlap with the composition of an advisory committee for another Searchlight Fund which could lead to conflicts of interest if there are transactions between such Searchlight Funds that require advisory committee approval.

C. Recommendations of Particular Securities

Please see Items 8.A and 8.B for risks associated with investments in the Searchlight Funds. In addition, prospective investors in Searchlight Funds are provided with more detailed information about risks before they invest in any Searchlight Fund in the private offering materials and governing agreements for such Searchlight Fund.

ITEM 9 - DISCIPLINARY INFORMATION

There are no legal or disciplinary events that would be material to a client's or prospective client's evaluation of Searchlight's advisory business or the integrity of its management.

ITEM 10 - OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

A. Broker-Dealers

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

B. Futures and Commodity Trading

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

C. Material Relationships

Searchlight, the General Partners (which are also investment advisers registered in accordance with SEC guidance under the Advisers Act pursuant to Searchlight's registration) and their respective affiliates

operate as a single advisory business and serve as managers or general partners to the Searchlight Funds to make investments in portfolio companies as described in Items 4 and 8. These affiliated investment advisers may share common owners, officers, partners, employees, consultants or persons occupying similar positions. All of these advisers are subject to Searchlight's Code of Ethics (as defined below) and compliance programs adopted pursuant to the requirements of the Advisers Act. The applicable relationships and related management or other fees relevant to such investment advisers are disclosed in the private offering materials in connection with the launch of each Searchlight Fund.

Searchlight seeks to allocate investment opportunities among the Searchlight Funds in a fair and equitable manner, bearing in mind, among other things, the size, investment objectives, risk tolerance, return targets, permissible and preferred asset classes and liquidity needs of each Searchlight Fund. In addition, certain Searchlight Fund governing agreements prescribe additional requirements for the allocation of investment opportunities, which will be disclosed to investors prior to their investment in such Searchlight Fund. Under no circumstances may Searchlight or any affiliate allocate investment opportunities based on anticipated compensation or profits to Searchlight, the General Partner, any affiliates or their respective employees. Each Searchlight Fund has its own investment guidelines, charter and organizational documents that are taken into account when making investment allocation determinations.

Each of the General Partners are related persons to Searchlight. The General Partners are directly or indirectly controlled by the same individuals who also indirectly control Searchlight. As previously described, because the General Partners may receive a "carried interest" or performance fee, there could be an incentive for the General Partner and Searchlight to make riskier or more speculative investments on behalf of the Searchlight Funds than would be the case in the absence of these arrangements. These potential conflicts of interest are addressed in the manner described in Item 11.

As noted in Item 6 "Performance-Based Fees and Side by Side Management", Searchlight and its affiliates may raise co-investment funds or establish co-investment vehicles, and the existence of, and participation by Searchlight and its affiliates in, such funds and vehicles may create conflicts of interest.

D. Recommendation or Selection of Other Investment Advisers

Searchlight does not recommend or select other investment advisers for its clients, nor does it receive compensation directly or indirectly from any such advisers.

ITEM 11 - CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING

A. Code of Ethics

Searchlight has implemented a code of ethics (the "Code of Ethics") which includes guidelines, policies and procedures to avoid any appearance of impropriety and remain in full compliance with applicable U.S. federal securities laws, the applicable securities laws of any other applicable jurisdiction and the highest standards of ethics. The Code of Ethics addresses, amongst other items, the detailed policies to mitigate insider trading and conflicts of interest. Searchlight will provide a copy of its Code of Ethics to any client or prospective client upon request.

In general, the Code of Ethics requires Searchlight's employees to:

- Place the interests of the Searchlight Funds above any personal interests;
- Seek to identify conflicts of interest and observe established resolution procedures as contemplated in the Code of Ethics and Searchlight's Compliance Manual;
- Avoid misleading or inaccurate statements that may be attributed to Searchlight;
- Conduct personal securities transactions in a manner consistent with Searchlight's Code of Ethics (including pre-clearance (if applicable) and reporting of transactions by all "access persons" to the extent described therein);
- Report any violations of Searchlight's Code of Ethics, or Searchlight's Compliance Manual generally, to its Chief Compliance Officer; and
- Comply with Searchlight's Code of Ethics, its Compliance Manual, and applicable provisions of the federal securities laws as well as any other laws applicable to Searchlight.

See Items 11.C and 11.D below for further details regarding Searchlight's Code of Ethics.

Searchlight's policies and procedures for addressing conflicts of interest generally are also described in more detail at Item 8 above.

B. Participation or Interest in Client Transactions

Searchlight provides ongoing portfolio management services for the Searchlight Funds. Searchlight's investment professionals are responsible for monitoring and managing each respective Searchlight Fund's investment portfolio in accordance with the particular Searchlight Fund's investment objectives, limitations, and guidelines, and as set forth in the Searchlight Fund's governing agreements. In addition, the General Partners and their respective affiliates typically invest in each Searchlight Fund or alongside each Searchlight Fund in connection with making of portfolio investments.

Searchlight is subject to restrictions disclosed to investors in the applicable Searchlight Fund offering materials and governing agreements relating to principal transactions, cross trades and other affiliated transactions, in which Searchlight or its affiliates or employees may have interests that are adverse to, or in any event potentially not aligned with, the interests of one or more of the Searchlight Funds.

The governing agreement of each Searchlight Fund will generally prohibit affiliated transactions with certain limited exceptions without the prior approval of either the Advisory Board of the applicable Searchlight Fund or the investors of the applicable Searchlight Fund. A Searchlight Fund may enter into an affiliated transaction if the transaction complies with the governing agreement of the particular Searchlight Fund and if the Searchlight Fund consults with the Chief Compliance Officer (and, if appropriate, outside legal counsel) prior to entering into such transaction.

To address any potential conflicts of interest, Searchlight investment professionals prepare an investment memorandum for each new investment opportunity or other transaction. The Chief Compliance Officer, together with the Principals, reviews these investment memoranda. If the Chief Compliance Officer identifies any actual or potential conflicts of interest, the Chief Compliance Officer reviews the actual or potential conflicts with the Principals and/or outside legal counsel, if deemed appropriate, in order to recommend courses of action to the Principals. The Principals will then determine the specific actions to

be taken in accordance with the Code of Ethics and the governing agreements of the applicable Searchlight Fund.

Searchlight serves as investment manager to certain co-invest vehicles that invest alongside the Funds in certain portfolio companies. Such co-investment vehicles generally acquire and dispose of their investments at the same time and on the same terms as the Funds, subject to any applicable limitations in the governing agreement of the applicable Fund. However, from time to time, for strategic and other reasons, a co-investment vehicle may purchase a portion of an investment from the Fund after such Fund has consummated its investment in the portfolio company. Any such purchase from the Fund by a co-investment vehicle generally would occur shortly after the Fund's completion of the investment (also known as a post-closing sell down or transfer) to avoid any changes in the valuation of the investment. The participants in the co-investment vehicle (other than the Funds) may be charged interest on the purchase to compensate the applicable Funds for the applicable holding period. If a potential investment or co-investment is not consummated, the full amount of any expenses relating to such potential but not consummated investment will typically be borne entirely by the primary Fund or Funds allocated such investment rather than the co-invest vehicle or other co-investor. In addition, investors that participate in co-investments may be in a position to obtain additional information about a portfolio company that is not available to a PE Fund or Opportunities Fund investor.

Searchlight may permit a General Partner, one or more of its affiliates, its personnel or any third parties, including other investors who have preexisting investments with other Searchlight Funds or Searchlight affiliates on different terms, to participate in the co-investment vehicles or, in certain cases, co-invest directly in a particular portfolio company. Generally, Searchlight will select which investors or other persons are permitted to co-invest based on various factors, including (but not limited to) the sophistication of the investor, the ability of the investor to fund and complete the investment on a timely basis, the investor's expression of interest or right to co-invest granted by such investor's side letter arrangement, potential strategic benefit to the portfolio company if such investor participates, and any other reason for including such investor or person determined by Searchlight in its sole discretion. Co-investment opportunities typically will be offered to some and not to other Searchlight Fund investors, and the consideration of the factors set forth above likely will result in certain investors receiving multiple opportunities to co-invest while others expressing interest in co-investments have the potential to receive none. Searchlight's exercise of discretion in allocating investment opportunities may not, and often will not, result in proportional allocations among investors that have expressed interest in co-invest opportunities, and such allocations will likely be more or less advantageous to some such investors relative to other such investors.

In circumstances where an entire investment could be made by a Searchlight Fund, Searchlight may still allocate a portion of such investment to one or more co-invest vehicles in accordance with such Fund's governing agreement and Searchlight's allocation policy. Searchlight's allocation of investment opportunities often will not result in proportional allocations, and such allocations likely will be more or less advantageous to some such persons relative to others. While Searchlight will allocate investment opportunities in a manner that it believes is fair and equitable under the circumstances over time and considering relevant factors, Searchlight Funds will, in certain cases, involve different terms and fee structures, which could incentivize Searchlight and its affiliates to make more (or less) of such investment opportunities available to a Searchlight Fund and/or such Searchlight Funds and result in conflicts of interest in respect of the managing and monitoring of such investments and evaluating and executing on disposition opportunities. Accordingly, Searchlight cannot assure equal treatment across the Searchlight Funds, and there can be no assurance that a Searchlight Fund's actual allocation of an investment

opportunity, if any, or the terms on which that allocation is made, will be as favorable as they would be if the potential conflicts of interest to which Searchlight expects to be subject, discussed herein, did not exist.

Searchlight frequently has and may in the future make investments on behalf of the Searchlight Funds with the expectation that co-investors will participate in the investment. In the event that Searchlight is not successful in offering a co-investment opportunity to potential co-investors, in whole or in part, one or more Searchlight Funds will consequently hold a greater concentration and have a larger exposure in the related investment opportunity than was intended, which could make such Searchlight Funds more susceptible to fluctuations in value resulting from adverse economic and/or business conditions with respect thereto. Moreover, an investment by a Searchlight Fund which is not syndicated to co-investors as anticipated could significantly impact the Searchlight Fund's overall investment returns. A Searchlight Fund will bear the risk that any or all of the excess portion of such investment could only be sold on unattractive terms, including for example the risk that a portion of the investment will be syndicated at reduced cost, at cost, or at a lower amount at a time when the General Partner believes the value of such investment has appreciated or should be higher than that paid (or willing to be paid) by a co-investor. To the extent such a syndication is made, the General Partner's interest in limiting the Searchlight Fund's exposure to a given investment while providing a potential benefit to co-investors investing at such lower values will give rise to a potential conflict of interest. As a consequence of a failed co-investment syndication process or a co-investment syndication on unattractive terms, the relevant Searchlight Fund would be required to (i) bear the entire portion of any break-up, topping or other fees, costs, and expenses related to such investment (including the proportionate share of such amounts that were expected to have been borne by co-investors), (ii) hold a larger-than-expected investment in such portfolio company, (iii) receive less-than-fair-market value for the syndicated portion of the investment and/or (iv) be diluted or realize lower than expected returns from such investment. Moreover, an investment by a Searchlight Fund which is not syndicated to co-investors as anticipated could significantly impact the Searchlight Fund's overall investment returns.

C. Personal Trading

Conflicts of interest may arise between a Searchlight Fund and Searchlight when Searchlight or a related person invests in the same securities that it recommends to Searchlight Funds, or has another interest in a transaction that is, or may be, in conflict with the interest of any of the Searchlight Funds.

Searchlight employees may have personal conflicts of interest, such as (i) a material interest in a transaction to be entered into with or for a Searchlight Fund, (ii) a relationship that gives or may give rise to a conflict of interest in relation to a transaction, or (iii) another interest in a transaction that is, or may be, in conflict with the interest of any Searchlight Funds.

From time to time, certain principals and employees of the Searchlight Funds invest in other private equity investment vehicles (including single investor co-investments) managed by other investment advisers. In some cases, the Searchlight Funds may seek to purchase portfolio companies that are owned by such other investment vehicles, which may directly or indirectly benefit any principals or employees of Searchlight.

To address these conflicts, Searchlight's Code of Ethics (discussed in Item 11.A above) requires, among other things, that each Searchlight employee submit to the Chief Compliance Officer a report of his or her current holdings of certain securities described in the Code Ethics. Each Searchlight employee must

update this report annually. In addition, Searchlight employees must submit to the Chief Compliance Officer quarterly reports of transactions involving certain securities described in the Code Ethics.

The Code of Ethics also requires that all Searchlight employees obtain the approval of the Chief Compliance Officer before participating in certain initial public offerings or private transactions (*e.g.*, private placements and limited offerings). The Chief Compliance Officer reviews such reports and monitors employees' personal securities trading for unusual or excessive trading patterns.

D. Personal Trading Contemporaneous with Client Transactions

Conflicts of interest may arise when Searchlight (or a related person) or its employees buy or sell securities for client accounts at or about the same time as it buys or sells the same securities for its own account. In these situations, Searchlight addresses actual or potential conflicts of interest in the manner outlined in Items 11.B and 11.C above.

Employees are generally not permitted to buy or sell any security (or cause another person to do so) if the employee is in possession of "material" non-public information relating to the issuer or the transaction. Employees also are not permitted to disclose this information to a third party to use in securities transactions. In general, "material" information means information that would reasonably affect, or have a significant impact on, an investor's decision to buy or sell a security, or information that would have been viewed by a reasonable investor as having significantly altered the "total mix" of information available.

Since Searchlight and/or its affiliates may be reimbursed for certain compensation and other fees and expenses that relate to the employment of certain expected portfolio company employees (as described under Item 5 "Fees and Compensation"), they could have a conflict of interest in connection with the applicable Fund's initial investment in such portfolio company and the resulting reimbursement of such amounts. In addition, as a result of the Searchlight Funds' interests in certain portfolio companies, Searchlight and its affiliates may have the right (i) to appoint, or to influence the appointment of, board members to such portfolio companies, (ii) to retain, or influence the retention of, certain persons to serve as employees or independent consultants (including consultants introduced or arranged by Searchlight and/or its affiliates that may regularly provide services to one or more Fund portfolio companies) of a portfolio company and (iii) to determine or influence a determination of the compensation for such board member, employee or consultant. In addition, compensation and fees paid to such consultants or expense reimbursements received by such persons from portfolio companies (or from a Searchlight Fund to the extent not paid or reimbursed by a portfolio company) will not offset the Management Fee or priority profit share as described herein.

E. Other Potential Conflicts of Interest

Additionally, the Searchlight Funds may invest in the same projects or portfolio companies with other Searchlight Funds, subject to limitations set forth in the applicable Partnership Agreements. Such investments may, in limited circumstances, be in different parts of the capital structure of a company in which one or more Searchlight Funds have an investment in a debt and/or equity tranche. Consequently, given the differing tranches and corresponding priorities in the capital structure of a single company, Searchlight and its personnel may in certain circumstances face a conflict of interest in respect of the advice they have given to, and the actions they take on behalf of, the Searchlight Funds. In addition, where one or more Searchlight Fund invest in different parts of the capital structure, their respective interests may diverge significantly in the case of financial distress of the company. Searchlight will determine

allocations of investment opportunities in a manner that they believe is fair and equitable to the Searchlight Funds consistent with Searchlight's obligations to each such Searchlight Fund, including as set forth in the Partnership Agreement and Searchlight's allocation policy. Where necessary, Searchlight consults and receive consent to conflicts from the Advisory Board of the Searchlight Fund or Funds subject to any conflict of interest.

A Searchlight Fund has invested and may in the future invest in a company that competes with, or could be perceived to compete with, is a customer of, or a service provider or supplier to a portfolio company of another Searchlight Fund. In addition, as noted above, principals and employees of Searchlight serve as directors and officers of companies that are competitors of, or could be perceived to be competitors of, portfolio companies of certain Searchlight Funds. These circumstances may give rise to certain conflicts of interest. First, another Searchlight Fund or its portfolio company may take actions for commercial reasons that have adverse consequences for a Searchlight Fund or its portfolio company, such as seeking to increase market share, withdrawing business in favor of a competitor, or commencing litigation. Secondly, Searchlight could obtain information while investigating investment opportunities or dealing with existing portfolio companies that it is prohibited from acting on or disclosing to anyone, including another Searchlight Fund or any portfolio company, as a result of confidentiality requirements or applicable law, regardless of whether acting on or disclosing such information would be in the interest of any Searchlight Fund or portfolio company.

Searchlight expects, from time to time, for certain reasons, including efficiency considerations, to outsource certain services in whole or in part to third parties at the discretion of Searchlight in connection with the operation of a Searchlight Fund. Such outsourced services could include, without limitation, accounting, tax, compliance, trade settlement, information technology or legal services. Such services could be outsourced to individuals who are not employees or affiliates of Searchlight but are consultants who work with Searchlight on an exclusive or partly-exclusive basis. The decision by Searchlight to initially perform particular services in house for a Searchlight Fund will not preclude a later decision to outsource such services, or any additional services, in whole or in part to third parties, and Searchlight has no obligation to inform a Searchlight Fund of such a change. Searchlight expects, from time to time, to engage service providers or other third-party consultants in connection with a Searchlight Fund's investment processes.

Former employees of Searchlight could become employees, officers or directors of, or otherwise engaged by, portfolio companies of other Searchlight Funds. Current employees of Searchlight could also be temporarily seconded to or otherwise engaged by certain portfolio companies on either a full-time or a part-time basis to provide services to such portfolio companies and similar arrangements, have previously been implemented with respect to portfolio investments of other Searchlight Funds. Those companies will often pay such persons directors' fees, salaries, consultant fees, other cash compensation, stock options or other compensation and incentives and reimburse such persons for any travel costs or other out-of-pocket expenses incurred in connection with the provision of their services. Searchlight can also elect to advance compensation to seconded employees and be subsequently reimbursed by the applicable portfolio companies. Any compensation customarily paid directly by Searchlight to such persons will typically be reduced to reflect amounts paid directly or indirectly by the portfolio company even though a management fee paid to a Searchlight will not be reduced. Any amounts paid to such persons by a portfolio company (or paid by Searchlight or such affiliate and reimbursed by a portfolio company) will not be treated as fees and will not be offset against the management fees otherwise payable to Searchlight. All or a portion of any such compensation and incentives will be borne by a Searchlight Fund, directly or indirectly, via its ownership interest in such portfolio company. In certain

instances, whether an individual who provides services to a portfolio company should be characterized as a consultant, an employee or former employee of Searchlight or one of its affiliates, or a seconded employee could be unclear. In such cases, Searchlight will make a determination in its discretion based on its evaluation of the relevant facts and circumstances.

Additionally, Searchlight and the Searchlight Funds regularly obtain confidential information regarding various target companies and other investment opportunities. Confidential information received by any member of the Searchlight investment team is imputed to all other investment professionals unless an information barrier is in place. If Searchlight or a Searchlight Fund receives confidential information with respect to a company, the other Searchlight Funds therefore may face certain restrictions on their ability to pursue a transaction with that company or dispose of an investment. Furthermore, from time to time the confidentiality agreements entered into on behalf of the Searchlight Funds may include provisions that prevent the Searchlight Funds from acquiring or disposing of certain investments, potentially for extended periods (i.e., “standstill” provisions).

The portfolio companies of certain Searchlight Funds may also be counterparties to or participants in agreements, transactions or other arrangements with portfolio companies of other Searchlight Funds that, although Searchlight determines to be consistent with the requirements of such Searchlight Funds’ governing agreements, may not have otherwise been entered into but for the affiliation with Searchlight.

The Searchlight Funds may fund the making of investments with proceeds from drawdowns under one or more revolving credit facilities (the collateral for which can be, for example, the undrawn capital commitments of investors, i.e., subscription lines) prior to calling capital commitments. The interest expense and other costs of any such borrowings (for example, any upfront fees, unused commitment fees and the legal expenses relating to such subscription line) will be borne by the relevant Searchlight Fund and, accordingly, will decrease net returns and total distributable profits of such Searchlight Fund. It is expected that interest will accrue on any such outstanding borrowings at a rate lower than the preferred return, which will begin accruing when capital contributions to fund such investments, or repay borrowings used to fund such investments, are actually made to the relevant Searchlight Fund. In light of the foregoing, Searchlight has an incentive to cause such vehicle to borrow in this manner in lieu of drawing down capital commitments, subject to the operating and offering documents of each Fund. Additionally, calling a large amount of capital at once to repay amounts under a subscription line could cause liquidity concerns for investors that would not arise had smaller amounts of capital been called incrementally over time.

To the extent a Searchlight Fund uses its subscription line to make an investment and then subsequently sells down a portion of such investment to one or more co-investors, such co-investors generally will reimburse the Searchlight Fund for their pro-rata borrowing amount and related interest expense associated with its purchased interest, but such co-investors generally will not reimburse the Searchlight Fund for any other expenses associated with the subscription line (including, without limitation, any upfront fees, unused commitment fees and the legal expenses relating to such subscription line).

Even though it presents many of the same risks as fund-level borrowing, indebtedness of entities other than a Searchlight Fund will not be treated as fund-level borrowing for purposes of the governing documents, even if the special purpose vehicles or other entities incurring such leverage engage in borrowings that are cross-collateralized with or among multiple investments such that multiple investments and a substantial portion of a Searchlight Fund’s value are at risk. As a result, these borrowings will not be subject to any limitations on fund-level borrowing in the governing documents.

Since Searchlight has more flexibility to engage in these structures, Searchlight is incentivized to incur significant leverage at the level of holding companies beneath a Searchlight Fund. The negative performance of one asset may materially and adversely impact the performance of other investments or a Searchlight Fund as a whole.

It is expected that employees, officers, directors, agents, managers, members, representatives, partners, investors and shareholders of Searchlight and their affiliates may serve as directors of certain of the portfolio companies and, as such, may have duties to persons other than a Searchlight Fund. Although such positions in certain circumstances may be important to a Searchlight Fund's investment strategy and may enhance Searchlight's ability to manage investments, they may also have the effect of impairing a Searchlight Fund's ability to sell the related securities when, and upon the terms, it may otherwise desire, and may subject Searchlight and the Searchlight Funds to claims they would not otherwise be subject to as an investor, including claims of breach of duty of loyalty, securities claims and other director-related claims. In general, the Searchlight Funds will indemnify employees, officers, directors, agents, managers, members, representatives, partners, investors and shareholders of Searchlight and its respective affiliates from such claims.

From time to time, certain principals of Searchlight serve as board members of or organize or sponsor one or more special purpose acquisition companies ("SPACs"), either on behalf of Searchlight or separately, for the purposes of effecting a merger, capital stock exchange, asset acquisition, stock purchase, reorganization or other similar business combination with one or more businesses. Although such principals of Searchlight will continue to devote their time and attention to the investment activities of the Searchlight Funds, they will have other obligations with respect to the SPACs as board members. In addition, such principals of Searchlight may regularly obtain confidential information regarding various target companies and other investment opportunities that would be imputed to Searchlight. Therefore, if any such principal of Searchlight receives confidential information with respect to a company, the Searchlight Funds may face certain restrictions on their ability to pursue a transaction with that company or dispose of an investment.

Searchlight could propose to a Searchlight Fund's investors one or more transactions that would enable such investors to monetize or restructure all or a portion of their interests in a Searchlight Fund, including through the use of a continuation vehicle (each such transaction, a "Secondary Transaction"). The sale of an investment to a continuation vehicle could result in certain investors, the general partner and/or members of the firm (including employees and affiliates) disposing of their investments in the underlying assets at a different time than some or all investors of such Searchlight Fund and otherwise taking actions with respect to such investments that are different than the actions taken by other investors. We could be subject to other conflicts of interests in connection with a Secondary Transaction, including with respect to investment valuations, allocation of fees and expenses and the offering of investment opportunities to the Searchlight Funds and co-investors.

The offering, governing and related documents of each Searchlight Fund are detailed agreements that establish complex arrangements among Searchlight, the limited partners, the Searchlight Funds, the general partners of such Searchlight Funds and other entities and individuals. From time to time, questions will arise under these agreements regarding the parties' rights and obligations in certain situations, some of which will not have been contemplated at the time of the agreements' drafting and execution. In these instances, the agreements may have no directly applicable provisions or the applicable provisions may be broad, general, ambiguous or conflicting, and may permit more than one reasonable interpretation. While Searchlight will construe the relevant agreements in good faith and in a manner consistent with its legal

obligations, the interpretations adopted will not necessarily be, and need not be, the interpretations that are most favorable to the Searchlight Funds or their investors.

The operating documents of certain Searchlight Funds generally permit Searchlight to withhold information from certain investors in such Searchlight Funds in certain circumstances. For example, information may at times be withheld from limited partners that are subject to the Freedom of Information Act or similar requirements. Searchlight will also from time to time elect to withhold certain information for reasons relating to overall business strategy, despite the potential benefits to limited partners of receiving such information.

Additionally, due in part to the fact that actual and/or potential investors in a Searchlight Fund often ask different questions and request different information, Searchlight has in the past and expects in the future to provide certain information to one or more actual and/or prospective investors that is not necessarily provided to all prospective investors or limited partners in a Searchlight Fund.

Searchlight and its affiliates in certain cases could expand the range of services it provides over time. Except as provided herein and in a Searchlight Fund's private placement memorandum or Partnership Agreement, Searchlight and its affiliates will not be restricted in the scope of their business or in the performance of any such services (whether now offered or undertaken in the future) even if such activities could give rise to conflicts of interest, and whether such conflicts are described herein.

To the extent a former Searchlight employee becomes employed by a portfolio company, no compensation earned by such former Searchlight employee from such portfolio company will offset the management fee notwithstanding that such former employee has a remaining interest in the relevant Searchlight Fund's General Partner or affiliated entity.

In addition, investments and other activities undertaken by Searchlight could have an effect on the existing investments and/or investment opportunities of a Searchlight Fund. For example, any such investment in a particular industry could limit the ability of a Searchlight Fund to pursue other opportunities within the same or related industries. Portfolio companies in which Searchlight invests are expected to, from time to time, be in the same industry as, and compete with, a Searchlight Fund's portfolio company investments. In such instances, Searchlight will be free, in its discretion, to make recommendations and decisions with respect to the origination or disposition of such investments, independent of the recommendations and decisions made by Searchlight for the Searchlight Funds. All such recommendations and decisions will be made for a Searchlight Fund in a manner that Searchlight deems, based upon its fiduciary duties and contractual obligations, appropriate given the investment objective, liquidity, diversification and other limitations of a Searchlight Fund.

Searchlight or its personnel may, from time to time, come into possession of material nonpublic or other confidential information about public companies which, if disclosed, might affect an investor's decision to buy, sell or hold a security. Under applicable law, Searchlight and its personnel are prohibited from improperly disclosing or using such information for their personal benefit or for the benefit of any person, regardless of whether such person is a client of Searchlight.

Accordingly, should Searchlight or its principals or employees come into possession of material nonpublic or other confidential information with respect to any public company, Searchlight is prohibited from communicating such information to clients, and Searchlight has no responsibility or liability for failing to disclose such information to clients as a result of following their policies and procedures designed to comply with applicable law. Similar restrictions may be applicable as a result of Searchlight's personnel

serving as directors of public companies and may restrict trading on behalf of clients, including the Searchlight Funds. Due to these restrictions, a Searchlight Fund may not be able to initiate a transaction that it otherwise might have initiated and/or may not be able to sell an investment that it otherwise might have sold.

ITEM 12 - BROKERAGE PRACTICES

A. Selection of Broker-Dealers

Given the nature of the PE Funds' investment program, Searchlight does not usually transact through broker-dealers with respect to investments made by the PE Fund. The Opportunities Funds may use broker-dealers in order to transact with respect to certain of its investments. In situations where Searchlight may need to select a broker-dealer, Searchlight will consider the broker's execution capabilities, including block positioning, research, financial stability, ability to maintain confidentiality, delivery and ability to obtain best execution for all client securities transactions. Searchlight does not have any agreements in place that require that Searchlight give any specified amount of brokerage to any broker-dealer.

1. Research and Other Soft Dollar Benefits

In practice, the investment program of the Searchlight Funds managed by Searchlight typically does not include substantial investments in publicly traded securities. As a result, it is Searchlight's policy not to enter into soft dollar arrangements or to accept soft dollars.

2. Brokerage for Client Referrals

Searchlight does not consider whether it or a related person receives client referrals from a broker-dealer or a third party when selecting or recommending broker-dealers.

3. Directed Brokerage

Given that Searchlight or its affiliates generally maintain investment discretion on behalf of the Searchlight Funds, Searchlight can generally require the Searchlight Funds to use a specified broker-dealer.

B. Aggregation of Orders of Securities for Client Accounts

Although the investments of the Searchlight Funds do not generally require the services of a broker-dealer, Searchlight may seek to aggregate orders of securities for the accounts of the Searchlight Funds where practicable.

ITEM 13 - REVIEW OF ACCOUNTS

A. Periodic Review of Client Accounts

The portfolio investments of the Searchlight Funds are reviewed by the Principals and Searchlight's other investment professionals on a quarterly basis. These investment professionals monitor operations, overall performance, financial performance and strategic direction of each portfolio investment owned by the Searchlight Funds. Searchlight's investment professionals also perform periodic comprehensive reviews. In addition, the Principals and the other investment professionals of Searchlight meet on a

regular basis. In connection with their regular meetings, the Principals and the other investment professionals will, among other things, (i) review market events and their effect on investments; (ii) discuss investment ideas, economic developments, current events, investment strategies and issues related to portfolio companies; (iii) review the operations, financial condition and other matters regarding the portfolio companies; (iv) consider any departures from applicable investment guidelines; and (v) assess any proposed investments or divestments, in whole or in part, of any portfolio companies. The offering materials for each Searchlight Fund contain additional specific descriptions of the oversight and monitoring of the portfolio investments of such Searchlight Fund.

B. Factors that Trigger a Review of Client Accounts

Searchlight investment professionals review the portfolio investments of Searchlight Funds on a periodic basis as described above. There are no specific triggers to launch a portfolio review.

C. Reports to Clients Regarding Their Accounts

Searchlight delivers written financial reports to the investors in Searchlight Funds on a quarterly basis. These reports include information relevant to the Searchlight Fund's investments (and each investor's investment in such Searchlight Fund). In addition, the investors in Searchlight Funds receive written audited annual financial statements of the applicable Searchlight Fund.

In addition to the information typically provided to all investors, Searchlight may in certain circumstances provide certain investors with additional information with respect to the Searchlight Fund or a portfolio company or more frequent reports that other investors will not necessarily receive.

ITEM 14 - CLIENT REFERRALS AND OTHER COMPENSATION

A. Client Referrals

Searchlight does not accept economic benefits from a person who is not a client for providing investment advice or other advisory services to the Searchlight Funds. Searchlight or its affiliates may receive directors' fees, monitoring fees, transaction fees, topping and break-up fees, advisory fees, organizational fees or other fees in connection with portfolio investments or prospective portfolio investments of a Searchlight Fund. Typically, a portion of the Management Fees payable by each investor in a Searchlight Fund will be reduced (but not below zero) by its pro rata share of other fees received by Searchlight or its affiliates in connection with portfolio investments or prospective portfolio investments of a Searchlight Fund, subject to reimbursement first of the General Partners or their respective affiliates for any balance of unreimbursed Fund expenses paid by the General Partner or such affiliates. Offsets are applied after taking into account any Management Fee waiver. Searchlight could have a conflict of interest to the extent, for example, it is incentivized to make an investment to earn a transaction fee or provide a service to a particular portfolio company to earn a director or monitoring fee. However, Searchlight believes that this potential conflict of interest is mitigated by the Management Fee offset mechanic described above and the substantial equity commitment by Searchlight and the Principals. Senior Advisors are not affiliates of Searchlight. Vehicles that do not pay Management Fees do not receive the benefit of such offset provisions or otherwise share in such fee income.

B. Compensation for Client Referrals

Searchlight and its related persons do not directly or indirectly compensate any person who is not a supervised person for client referrals. Searchlight or its affiliates may, from time to time, enter into arrangements in which persons who are not supervised persons (such as placement agents or financial advisors) assist in the capital-raising efforts of a Searchlight Fund in exchange for a fee. The fee paid, if any, to such persons may be calculated as a percentage of funds raised by such persons, as specifically negotiated between Searchlight and each such person or a flat fee. These relationships could affect the independence of such person in connection with their recommendations of a particular Searchlight Fund. In the event any placement agent or other advisor is engaged in respect of a Searchlight Fund, prospective investors should also note that at various times such placement agent or other advisor will likely act as placement agent or advisor for other fund sponsors and funds, including fund sponsors and funds that are not affiliated with the general partner or its affiliates, including those which offer interests that are similar to the interests. Such unaffiliated fund sponsors may pay placement fees on terms different from the fees placement agents may receive in respect of a Searchlight Fund, and such differences in fees can influence a placement agent's decision to introduce prospective investors to a Searchlight Fund. Furthermore, a placement agent or other advisor can seek to do business with and earn fees or commissions from portfolio companies of a Searchlight Fund and affiliates of the general partner (e.g., in connection with financing or investment banking services, or lending or arranging credit). Accordingly, prospective investors should recognize that each placement agent's participation as a placement agent for the interests and each other advisor's participation as an advisor to the general partner or Searchlight can be influenced by its interest in such current or future fees and commissions. Prospective investors should also be aware that affiliates or employees of a placement agent or other advisor could invest in a Searchlight Fund on their own behalf and/or on behalf of their clients. Neither Searchlight nor its affiliates engage any placement agent or finder that is not registered as a broker-dealer with the SEC and a member of FINRA (or, if applicable, corresponding non-U.S. authorities). These types of arrangements are disclosed in the relevant Searchlight Fund offering materials.

ITEM 15 - CUSTODY

To the extent required by SEC rules and guidance, Searchlight maintains any client funds and securities with "qualified custodians."

For those Searchlight Funds for which Searchlight is deemed to have custody of client assets within the meaning of the Advisers Act, such Searchlight Funds are audited and the investors in such Searchlight Funds receive audited financial statements within 120 days of the end of each fiscal year. Consequently, such clients (as well as investors therein) will not receive reports directly from Searchlight's "qualified custodian."

ITEM 16 - INVESTMENT DISCRETION

Searchlight has discretionary authority to manage the investment portfolios of each of the Searchlight Funds. This authority is limited by each Searchlight Fund's governing agreements and investment guidelines, as specifically negotiated between Searchlight and Searchlight Fund investors. For additional discussion of limitations clients may impose on investing in certain investments or types of investments, see Item 4.C above.

ITEM 17 - VOTING CLIENT SECURITIES

A. Authority to Vote Client Securities

Searchlight has policies and procedures that Searchlight believes are reasonably designed to ensure that proxies are voted in the best interests of Searchlight Funds and to recognize and resolve any material conflicts of interest that may arise in the course of such voting. The general policy of Searchlight is to vote proxy proposals, amendments, consents or resolutions (collectively, “proxies”) relating to Searchlight Funds in a manner that serves the best interest of the Searchlight Fund, as determined by Searchlight in its discretion, and Searchlight’s Code of Ethics, taking into account relevant factors, such as (but not limited to) the impact on the value of the returns of the relevant Searchlight Fund and industry and business practice.

If Searchlight determines that it has, or may be perceived to have, a conflict of interest when voting a proxy, Searchlight will take action in accordance with the governing agreements of the applicable Searchlight Fund or as otherwise determined by Searchlight to be in the best interest of the Searchlight Fund in voting such proxy.

The Chief Compliance Officer is responsible for identifying any potential conflict of interest for each proxy, and reporting this information to the managing members of Searchlight. The managing members of Searchlight are responsible for determining how to vote such proxies and whether to confer with the advisory committee of an applicable Searchlight Fund before voting.

The Chief Compliance Officer is responsible for monitoring compliance with Searchlight’s proxy voting policies and procedures. The Chief Compliance Officer will also maintain, or have available, written or electronic copies of each proxy statement received and of each executed proxy, as well as all applicable records relating to each proxy. Additional information about Searchlight’s proxy voting policies and procedures may be obtained from the Chief Compliance Officer.

Because Searchlight has authority to vote client securities, Item 17.B of Form ADV Part 2A (addressing considerations if an adviser does not have authority to vote client securities) has been omitted.

ITEM 18 - FINANCIAL INFORMATION

Searchlight does not require prepayment of Management Fees more than six months in advance or have any other events requiring disclosure under this item of the brochure. Searchlight has not been the subject of any bankruptcy petition.