

**Form ADV
Part 2**



**AUA PRIVATE EQUITY PARTNERS, LLC
1 NORTH CLEMATIS STREET, SUITE 500
WEST PALM BEACH, FLORIDA 33401**

(212) 231-8600

<http://www.auaequity.com>

March 29, 2023

This brochure provides information about the qualifications and business practices of AUA Private Equity Partners, LLC (“AUA Equity” or the “Firm”). If you have any questions about the contents of this brochure, please contact Steven Flyer at 212-231-8680 or steven.flyer@auaequity.com.

The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (“SEC”) or by any state securities authority.

Additional information about AUA Private Equity Partners, LLC also is available on the SEC’s website at <https://adviserinfo.sec.gov/>.

Any reference to AUA Private Equity Partners, LLC as a “registered investment adviser” or being “registered” does not imply a certain level of skill or training.

ITEM 2 – MATERIAL CHANGES

Since AUA Equity's previous annual amendment filing on March 31, 2022, the Firm is reporting the following material change:

The Firm appointed Steven Flyer as the Chief Compliance Officer as of June 30, 2022.

AUA Equity routinely makes changes throughout its brochure in an effort to improve and clarify the description of its and its affiliates' business practices and compliance policies and procedures or in response to evolving industry and Firm practices.

We encourage all recipients to read this brochure carefully in its entirety.

I

ITEM 3 – TABLE OF CONTENTS

	Page
ITEM 2 – MATERIAL CHANGES	I
ITEM 3 – TABLE OF CONTENTS	II
ITEM 4 – AUA PRIVATE EQUITY PARTNERS, LLC ADVISORY BUSINESS.....	1
ITEM 5 – FEES AND COMPENSATION	2
ITEM 6 – PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT.....	5
ITEM 7 – TYPES OF CLIENTS	5
ITEM 8 – METHODS OF ANALYSIS, INVESTMENT STRATEGY AND RISK OF LOSS.....	6
ITEM 9 – DISCIPLINARY INFORMATION	14
ITEM 10 – OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS	14
ITEM 11 – CODE OF ETHICS.....	15
ITEM 12 – BROKERAGE PRACTICES.....	17
ITEM 13 – REVIEW OF ACCOUNTS.....	17
ITEM 14 – CLIENT REFERRALS AND OTHER COMPENSATION.....	18
ITEM 15 – CUSTODY	18
ITEM 16 – INVESTMENT DISCRETION	18
ITEM 17 – VOTING CLIENT SECURITIES.....	18
ITEM 18 – FINANCIAL INFORMATION	18

II

ITEM 4 – AUA PRIVATE EQUITY PARTNERS, LLC ADVISORY BUSINESS

AUA Private Equity Partners, LLC (“**AUA Equity**” or the “**Firm**”), a Delaware limited liability company, is headquartered in West Palm Beach, FL and comprises seasoned and experienced private equity professionals and operators of companies who have diverse and complementary backgrounds in operations, C-level corporate management, mergers & acquisitions, leveraged finance, and corporate law. The principal owner of AUA Equity is Andy Unanue who serves as the Managing Partner.

Along with Andy Unanue, Steven Flyer, David Benyaminy and Kyce Chihi have ownership interests in AUA Equity (the “**Principals**”). AUA Equity was formed in November 2011 and provides discretionary investment advice solely to private equity pooled investment vehicles that seek to generate long-term capital appreciation by investing in private equity securities in connection with leveraged and management buyouts, growth capital, recapitalizations and buy-and-build strategies targeting consumer products and consumer services sectors with a particular focus on Hispanic-oriented companies or family-owned businesses. AUA Equity offers an integrated operational and investment platform with proven domain expertise.

AUA Equity provides discretionary investment advisory services and management services to AUA Private Equity Fund, LP and AUA Private Equity Parallel Fund, LP (collectively “**Fund I**”), each a Delaware limited partnership. AUA Equity also advises AUA Private Equity Fund II, LP, AUA Private Equity Parallel Fund II, LP and AUA Private Equity Parallel Fund II - B, LP (collectively “**Fund II**”), each a Delaware limited partnership. The parallel fund vehicles were formed under provisions of the limited partnership agreements of Fund I and Fund II to accommodate the investment requirements of certain investors. Fund I and Fund II are collectively referred to as the (the “**Funds**”) and are private equity pooled investment vehicles. AUA Private Equity Investments GP I, LP, a Delaware limited partnership, is the General Partner for Fund I, and AUA Private Equity Investments GP II, LP, a Delaware limited partnership, is the General Partner for Fund II (collectively the “**General Partners**”). Investment advice is provided by AUA Equity directly to the Funds and not individually to the investors or limited partners thereof, subject to the direction and control of the General Partners. “**Investors**” refer to investors or limited partners in the Funds. All Funds are governed by a private placement memorandum and limited partnership agreements collectively referred to as (the “**Governing Documents**”). The Funds shall rely on all disclosures and conditions contained in the Governing Documents.

The limited partnership agreements of the Funds typically allow the General Partners to establish one or more co-investment vehicles (each, a “**Co-Investment Vehicle**” and collectively the “**Co-Investment Vehicles**”) to facilitate additional investment by certain Investors in some or all of the investments made by the Funds. Co-Investment Vehicles are generally structured as limited partnerships, limited liability companies or other similar

entities. The Funds also invest in certain alternative investment vehicles (“AIVs”) that invest in businesses in accordance with the Funds’ strategy, with other third-parties. The Funds, Co-Investment Vehicles and certain of the AIVs are each deemed a “**client**” and collectively the “**clients**” of the Firm.

AUA Equity has negotiated and will continue to enter into side letters or other similar arrangements with certain Investors that have the effect of establishing rights under, supplementing or altering a Fund’s limited partnership agreement or an Investor’s subscription agreement. Such rights or alterations may relate to economic terms, excuse rights, information rights, co-investment rights (including the provision of priority allocation rights to co-investment opportunities for Investors who have capital commitments in excess of certain thresholds to one or more Funds) or transfer rights. For the most part, any rights established, or any terms altered or supplemented, will govern only the investment of the specific Investor and not the terms of a Fund as whole. Certain such additional rights but not all rights, terms or conditions may be elected by certain sizeable Investors with “most favored nation” rights pursuant to a Fund’s limited partnership agreement.

AUA Equity does not participate in wrap fee programs.

As of December 31, 2022 the Firm’s regulatory assets under management were US\$311,619,419 on a discretionary basis and \$0 on a non-discretionary basis.

ITEM 5 – FEES AND COMPENSATION

Management Fees

As compensation for its advisory services to the Funds, AUA Equity receives a 2% management fee per annum of the aggregate commitments of the limited partners, payable semi-annually in advance and deducted from each limited partner’s interest in the respective Fund. The management fee is reduced after the end of the investment period for the applicable Fund to 2% on unreturned capital contributions in respect of investments that have not been disposed of and, upon the charging or accruing of management fees by a successor fund, further reduced to 1.75% on the unreturned capital contributions in respect of investments that have not been disposed of. At this time, the Fund I management fee has been reduced to 1.75%.

For Fund II, AUA Equity currently receives a 2% management fee per annum of the aggregate commitments of the limited partners. After the end of the investment period for an applicable Fund, Investors remain obligated to fund their commitments, but only for follow-on investments and operating expenses (including management fees payable on invested capital).

AUA Equity has the discretion to waive management fees for employees and other related or affiliated persons invested in any client. However, such employees and other related or affiliated persons are responsible for their pro-rata share of expenses. For future funds, AUA Equity may offer different management fee rates and structures than those set out above.

Other Fees

The General Partners, AUA Equity and their respective officers or employees are entitled to receive topping, break-up, monitoring, consultancy, organizational, set-up, advisory, transaction and other similar fees in connection with the purchase, monitoring or disposition or investments or from unconsummated transactions, including warrants, options and other rights, in each case valued as of the day of grant (“**Other Fees**”). To the extent such expenses qualify as Fund expenses, AUA Equity will be reimbursed for such expenses. For any other Fees, the General Partner or AUA Equity will reduce subsequent payments of the management fee. Funds or co-investment vehicles that do not pay management fees will not receive the benefit of any offset.

Fund Expenses

For Fund I, AUA Equity bears its ordinary day-to-day expenses incidental to the operation of the clients. In a completed acquisition transaction, the Funds will be responsible for transactional expenses, including the fees and expenses of its lenders, investors, attorneys, accountants, consultants and advisors and other costs associated with consummating the transaction, including out-of-pocket travel expenses. For unconsummated transactions, Funds will be responsible for broken deal expenses and transactional-related expenses in connection with such broken deals. AUA Equity charges portfolio companies’ transaction fees, monitoring fees, break-up fees and other similar advisory fees, as well as expenses incurred by AUA Equity employees while conducting business on behalf of a portfolio company.

Fund II bears all costs, fees and expenses incurred in the formation and organization of Fund II, its General Partner and the marketing and offering interests in Fund II, including but not limited to, legal, accounting and administrative costs, fees and expenses, travel, lodging and related costs and expenses, meals, communication and certain entertainment expenses, and filing costs and fees (collectively, “**Organization Expenses**”). Any fees or expenses for placement agents will be borne by Fund II subject to a 100% offset against the Management Fee.

Fund II pays all fees, costs and expenses relating to the operation of Fund II, including but not limited to, placement agent fees (subject to the offset as further discussed above and in Item 14), out-of-pocket expenses incurred in connection with maintaining the existence of Fund II and its General Partner, all fees, costs and expenses associated with the organization or maintenance and operation of an investment related entity including excess

organizational expenses, out-of-pocket expenses incurred by or on behalf of the General Partner of Fund II in connection with maintaining the existence of Fund II, all fees, costs and expenses related to Fund II's investment activities, including those related to sourcing, researching, conducting diligence, negotiating, acquiring, holding, seeking disposition opportunities, and disposing of investments and prospective investments, whether or not consummated as applicable, travel (including the cost of business class travel or any allocable fuel costs for travel by private aircraft, meals and lodging), communications expenses and expenses incurred for pursuing business opportunities not consummated including all attorneys and other third-party professional service provider fees (audit, litigation, D&O and E&O liability insurance, tax returns, K-1 and all tax matters), fees and expenses incurred related to establishing and drawing on a credit facility, and all costs incurred in preparation of reports and communications to investors and partners. In addition, Fund II will pay all expenses in connection with its unconsummated transactions.

Fund II portfolio companies pay or reimburse expenses to “**Operating Executive Board Members**” or “**Operative Executives**” who are unrelated third-parties for director, consulting fees, or consulting related services for Fund II's existing or prospective portfolio companies. This includes the expenses associated with certain services provided to a single portfolio company of Fund II that directly engages the services of such Operating Executive Board Member as a board member, consultant or otherwise.

The Management Fees paid by the Funds will be partially or entirely offset by the amount of certain fees, as discussed in *Other Fees* above, received by AUA Equity or its affiliates. For Fund II, AUA Equity will be entitled to receive topping, break-up, monitoring, consultancy, transaction, advisory and other similar fees in connection with underlying investments. Fund II's pro-rata share of such fees, net of specified expenses, will be offset against Fund II management fees.

Brokerage fees may be incurred in accordance with the practices set forth in Item 12 below, “*Brokerage Practices.*”

The expenses described above are detailed, but do not include every possible expense a Fund may incur. Investors should review the applicable Fund's offering materials and limited partnership agreement for further details.

Co-Investment Vehicles

The General Partners of the Funds from time to time offer certain persons, including existing Investors, strategic partners or other third parties, the opportunity to co-invest in certain investments alongside the Funds, subject to certain restrictions. In each case where co-investors participate in an investment, such co-investors will bear their pro rata share of any expenses associated with such investment but generally do not bear broken-deal expenses. Broken deal expenses are generally borne by the respective Fund. Currently, such co-investors are not charged any management fees in respect of their commitments to the applicable co-investment vehicle. AUA Equity has adopted policies and procedures

to address co-investment opportunities that AUA Equity believes are suitable for Investors who are existing limited partners of the Fund.

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

Alternative Investment Vehicles

The General Partner typically creates an AIV for investment purposes, and all investment results will generally be aggregated solely for calculation purposes and allocated to the Funds based on pro rata ownership.

AUA Equity maintains an expense allocation policy to determine the methodology for, and allocate, expenses that are shared by clients, and/or AUA Equity.

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

The Firm is also compensated by a performance-based carried interest of 20% of the net profits earned from the sale of all portfolio companies in the Funds, with a catch-up on the preferred return, calculated on each investment. The preferred rate of return will be 8% per annum on capital invested. The General Partners of the Funds are subject to a “clawback” of carried interest previously received to the extent that the applicable General Partner has received cumulative distributions in excess of amounts otherwise distributable to such general partner by the Funds as “carried interest”. In no event will the General Partners of the Funds be required to restore more than the cumulative distributions received by such General Partner as “carried interest”, determined on an after-tax basis. The existence of a General Partner’s carried interest may create an incentive for the General Partners to make investments that are riskier for the Funds than would be the case if the General Partners did not receive carried interest. The Funds’ offering documents and limited partnership agreements provide further details concerning the mechanics of the General Partners’ carried interest.

ITEM 7 – TYPES OF CLIENTS

AUA Equity’s clients are solely private equity pooled investment vehicles and certain co-investment pooled investment vehicles. Interests in the Funds may be purchased only by individuals and entities who are “**accredited investors**” as defined in Regulation D promulgated under the Securities Act of 1933 (“**1933 Act**”) and “**qualified clients**” (as defined in Rule 205-3 of the Investment Advisers Act of 1940), or “**knowledgeable employees**” as identified in the Investment Company Act of 1940 (“**1940 Act**”). These may include other private funds, public and private pension funds, financial institutions, insurance companies, high net worth individuals and family offices.

Typically, the Funds require minimum investment amounts ranging from \$2 million for individual investors to \$5 million for institutional investors, but such amounts may be reduced with the prior agreement of AUA Equity, subject to applicable legal requirements.

ITEM 8 – METHODS OF ANALYSIS, INVESTMENT STRATEGY AND RISK OF LOSS

AUA Equity seeks to generate long-term capital appreciation by investing in private equity securities in connection with leveraged and management buyouts, growth capital, recapitalizations and buy-and-build strategies targeting consumer, media and business services sectors with a particular focus on Hispanic-oriented companies and family-owned businesses.

Fund I is no longer in an investment period and, therefore is not pursuing additional platform investments. Fund II's focus is on companies with enterprise values of \$25 million to \$200+ million and EBITDA in excess of \$5 million. AUA Equity targets investments in lower middle-market companies in the consumer products and services sectors with a particular focus on Hispanic-oriented companies and/or family-owned businesses. Given AUA Equity's domain expertise and relationships, it is able to identify and capitalize on emerging "macro" trends from the evolving U.S. demographic landscape that affect consumption habits, direct marketing and advertising opportunities and outsourced business service needs. AUA Equity also partners with family-owned businesses seeking transition, succession planning or an inter-generational transfer of business ownership. AUA Equity believes that Hispanic-oriented and family-owned businesses are most-often found in the lower middle-market which is an attractive segment due to: (1) the vast number of companies that have revenues of less than \$100 million; (2) the significant value-creation potential typical of smaller companies; (3) relatively lower purchase price multiples; and (4) the existence of less sophisticated and less efficient processes in this segment. In addition, AUA Equity will pursue sale processes or formal auctions where it believes it has a competitive angle or advantage through operational know-how, prior experience in the specific company segment, or has Operating Executives or C-Suite professionals who bring a differentiated perspective to the opportunity.

AUA Equity takes an active, hands-on approach to private equity investing, deal sourcing and portfolio management. Its robust transaction origination is based on a combination of the Principals' extensive network of relationships and its "top-down" macro-research efforts identifying trends and tailwinds that are affecting lower middle-market companies located in the U.S. The combination of these relationships in their targeted industries and their working knowledge of specific industries leads to more in-depth analysis and more investment opportunities originated outside of formal auctions.

AUA Equity may also identify Operating Executives that are industry executives or independent sponsors who assist AUA Equity with the sourcing of deals to meet the criteria of the Funds' investment strategy. Operating Executives may be retained by the portfolio

companies to act as members of a Board of Directors, to provide ongoing oversight of the business, as well as to collaborate with AUA Equity to achieve the investment goals of the portfolio company. Operating Executives receive transaction fees, ongoing monitoring fees, board of director fees and/or incentive equity from the portfolio companies in exchange for the services they provide.

AUA Equity has adopted certain principles on responsible investing at the Firm and Fund level. AUA Equity generally endeavors to consider environmental, social and governance (ESG) factors as part of portfolio company due diligence. AUA does not undertake to apply specific requirements in this regard, and the degree to which ESG factors are integrated largely depends on the specifics of a particular portfolio company, and may vary materially. AUA Equity embraces ESG principles as part of its investment strategy and utilizes said principles to enhance overall value at its portfolio companies.

The Principals collectively bring decades of operating and private equity experience, providing “real-life” insights into the many challenges that arise in executing private equity investments and managing companies. As COO and Head of the Executive Management Committee of Goya, Mr. Unanue was responsible for developing and implementing the long-term strategic plan that resulted in new product development, new channels of distribution and margin enhancement that significantly grew Goya’s operating profits. Messrs. Flyer and Benyaminy have actively participated on many companies’ boards of directors where they provided strategic guidance, operational insights, best practices from previous experiences, and support to assist management teams in developing and executing their business plans. Through AUA Equity’s integrated operating approach consisting of portfolio company management teams, acting together with the Principals, the Firm’s other investment professionals and Operating Executives, AUA Equity believes it is ideally suited to drive value in its portfolio companies and help these companies reach their full potential.

Material Risks

An investment in the Funds involves a high degree of risk. This following list of risk factors does not purport to be a complete disclosure of all risks that may be relevant to a decision to purchase an interest in the Funds. Before deciding to invest in a Fund, prospective Investors should carefully consider all of the risk factors and other information in the Fund’s Governing Documents. Any description below is qualified in its entirety by the Governing Documents. Prospective Investors should refer to the relevant Fund’s Governing Documents for a more detailed discussion of risk factors as applicable to each Fund. As a result of these considerations, as well as other risks inherent in any investment, there can be no assurance that the Funds will meet their investment objectives or otherwise be able to successfully carry out its investment program, or that an Investor will receive a return of capital.

No Assurance of Investment Returns. There is no assurance that the Funds will be able to generate returns for their Investors or that any returns generated will be commensurate with the risks of investing in the type of companies and transactions described in the Governing Documents. Even if one or more of the Fund's portfolio companies is successful, there can be no assurance that the Investors will receive distributions in an amount equal to their investment in any Fund. Investors may lose their entire investment.

Availability and Competition for Suitable Investments. The Funds will compete for the acquisition of investments with other investors, some of which will have greater resources than the Funds. Identification of attractive investment opportunities is difficult and involves a high degree of uncertainty, and competition for such opportunities may become more intense. There are no assurances that the Funds will be able to find a sufficient number of attractive opportunities to meet their investment objectives and to enable the full amount of capital committed to the Funds to be invested.

Business Risks. The Funds' investment portfolio will consist primarily of securities issued by privately-held smaller middle market companies and investing in such companies involves a high degree of business risk and uncertainty. Furthermore, such portfolio companies may be engaged in rapidly changing businesses with products subject to a substantial risk of obsolescence, may require substantial additional capital to support their operations, to finance expansion or to maintain their competitive position, or may otherwise have a weak financial position. In addition, such portfolio companies may face intense competition, including competition from companies with greater financial resources, more extensive development, manufacturing, marketing and other capabilities and a larger number of qualified managerial and technical personnel.

Investments in Privately Held Companies. The Funds invest in privately held companies. Generally, very little public information exists about these companies, and the Funds will be required to rely on the ability of the General Partner or Manager to obtain adequate information to evaluate the potential returns from investing in these companies and to effectively structure transactions to protect the Fund's interests. Moreover, these companies typically depend upon the management talents and efforts of a small group of individuals, and the loss of one or more of these individuals could have a significant and adverse impact on the investment returns from a particular portfolio company. Also, these companies frequently have less diverse product lines and a smaller market presence than larger competitors. They are generally more vulnerable to economic downturns and may experience substantial variations in operating results that may not impact other companies in the same industry. Accordingly, an investment by a Fund in any such privately held company may be subject to corresponding risks, and of which, if realized, could have a significant and adverse impact on the business and returns of a Fund.

Control Positions. The Funds often obtain controlling or other substantial positions in portfolio companies. If such a position is taken, the Fund may be required to make filings concerning its holdings, and it may become subject to regulatory restrictions that could

limit the ability of the Fund to dispose of its holdings at the times and in the manner that the Fund would prefer. The exercise of control over a company imposes additional risks of liability for environmental damage, product defects, failure to supervise management and other types of liability in which the limited liability generally characteristic of business operations may be ignored.

Minority Ownership Positions. The Funds may acquire minority positions of portfolio companies. In such cases, a Fund may not be able to exert influence or control over the management of the portfolio companies as would be the case if the Fund maintained a controlling interest in such portfolio companies. A Fund's investment will be reliant on the portfolio company's management and board, which may include parties whose interests may conflict with the interests of the Fund. A Fund may be subject to the discretion of others as to the management of such portfolio companies. These parties may execute a management plan or make strategic judgments that differ from that of the Fund, in which case, the performance of the Fund's investments in such companies may be subject to the decisions of such parties.

Reliance on the Principals and Portfolio Company Management. The Funds will be highly dependent on the financial and managerial expertise and investment acumen of the Principals as well as other executives of the General Partners and the Manager. The loss of one or more of the Principals could have a material adverse effect on the performance of the Funds. The General Partners will have the ultimate responsibility for the Funds' activities and, other than as may be set forth herein, Investors will, only at the General Partners' sole discretion, be able to participate in the structuring, monitoring or disposition of investments. In addition, the Principals may from time to time expand the Firm into other areas of business such as strategic advisory, wealth management and other financially-oriented businesses. Although the General Partners will monitor the performance of each investment, it will primarily be the responsibility of each portfolio company's management team to operate the portfolio company on a day-to-day basis. Although the General Partners intend to invest in companies with strong management, there can be no assurance that the existing management of such companies will continue to operate successfully.

Co-Investments. AUA Equity, in its discretion, offers available co-investment opportunities to Investors in the Funds and may from time to time offer such co-investment opportunities to other strategic third parties. Co-investment opportunities may be made available through limited partnerships or other entities formed to make such investments. If an Investor is unable to participate in a co-investment and that co-investment is a successful investment, that Investor will not participate separately in the profits of such investment upon a liquidity event of the underlying portfolio company.

Leverage. Certain investments include portfolio companies whose capital structures have significant leverage. 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 conditions of the portfolio company or its industry. A decrease in the availability of financing (or an increase in interest rates or other costs) for leveraged transactions would impair a Fund's ability to consummate such transactions. In addition, if a portfolio company cannot generate adequate cash flow to meet its debt obligations, a Fund may suffer a partial or total loss of capital invested in such portfolio company. Leverage also may impose restrictive financial and operating covenant on a company, in addition to the burden of debt service, and may impair its ability to finance future operations and capital needs.

Platform Companies. From time to time, a Fund may recruit a management team to pursue a new "platform" opportunity expected to lead to formation of a future portfolio company. In other cases, a Fund may form a new portfolio company and recruit a management team to build the portfolio company through acquisitions and organic growth. In both cases the Fund will bear the expenses of the management team or portfolio company, as the case may be, including any overhead expenses, diligence expenses or other related expenses in connection with backing the management team or build out the platform company. Such expenses may be borne directly by the Fund as partnership expenses or indirectly as the Fund bears the start-up and ongoing expenses of the newly-formed platform portfolio company. None of these expenses will offset any Management Fees.

Portfolio Company Management Risks. The management team of a portfolio company may have a limited number of key individuals, the loss of any one of whom could significantly adversely affect the portfolio company's performance.

Reliance on Corporate Management and Financial Reporting. The strategy to be implemented by a Fund will rely on the financial information made available by each portfolio company. AUA Equity may be limited in its ability to independently verify the financial information disseminated by any such portfolio company and is, therefore, dependent upon the integrity of both the management of such portfolio company and its financial reporting process in general.

Bridge Financings. From time to time, the Funds lend to portfolio companies on a short-term unsecured basis in anticipation of a future issuance of equity or long-term debt securities or other refinancing or syndication. A Fund may also make other short-term investments in portfolio companies. Such bridge investments may be convertible into a more permanent, long-term security; however, for reasons not always within the Fund's control, such long-term securities may not be issued and such bridge investments may remain outstanding. In such event, the interest rate on such investments may not adequately reflect the risk associated with the unsecured position taken by the Fund.

Valuation. AUA Equity is responsible for valuation of the Funds' assets. Given the nature of the portfolio investments, valuation may be difficult. There may be a relative scarcity of market comparables on which to base the value of a Funds' assets. Accordingly, the fair value of an investment of the Funds might not reflect the price at which such investment

could be sold in the market, and the difference between fair value and the ultimate sales price could be material. In most cases, the investors will have no ability to assess the accuracy of the valuations received from AUA Equity about the Funds. The valuation information received by the investors from AUA Equity about the Funds will typically be estimates only.

Environmental, Social and Governance Considerations. AUA Equity will consider environmental, social and governance guidelines and will evaluate environmental, social and governance opportunities and risks in connection with certain Fund's portfolio investments. As part of its review of potential portfolio investments, a Fund may incur expenses in connection with ESG due diligence (including in connection with retaining third-party consultants to assist with such due diligence) of such investments. A General Partner may seek to make decisions or otherwise pursues courses of action that may not achieve certain ESG outcomes in the interest of targeting improved financial returns. However, there is no assurance that any Fund's portfolio companies will achieve successful ESG or economic results or that pursuing such outcomes may not result in a lower performance outcome..

Cyber security risks. AUA Equity, the Funds, the portfolio companies, and their service providers are susceptible to cyber security risks that include, among other things, theft, unauthorized monitoring, release, misuse, loss, destruction or corruption of confidential and highly restricted data; denial of service attacks; unauthorized access to relevant systems, compromises to networks or devices that AUA Equity, the Funds, the portfolio companies, and their service providers use to service the Funds' operations; or operational disruption or failures in the physical infrastructure or operating systems that support AUA Equity, the Funds, the portfolio companies, and their service providers. Cyber-attacks against or security breakdowns of AUA Equity, the Funds, the portfolio companies, or their service providers may adversely impact the Funds and their investors, potentially resulting in, among other things, financial losses; the inability of AUA Equity or Investors to transact business and the Funds to process transactions; violations of applicable privacy and other laws; regulatory fines, penalties, reputational damage, reimbursement or other compensation costs; and/or additional compliance costs. AUA Equity, the Funds, and the portfolio companies may incur additional costs for cyber security risk management and remediation purposes. There can be no assurance that AUA Equity, the Funds, the portfolio companies, or the service providers will not suffer losses relating to cyber-attacks or other information security breaches in the future.

Legal, Tax and Regulatory Changes. Legal, tax and regulatory changes could occur during the term of a Fund that may adversely affect such Fund. There is a material risk that regulatory agencies in the United States or elsewhere may adopt burdensome laws (including tax laws) or regulations, or changes in law or regulation, or in the interpretation or enforcement thereof, which are specifically targeted at the private equity industry, or other changes that could adversely affect private equity firms and the Funds they sponsor.

Future legal, tax and regulatory changes could occur that may adversely affect business and require additional reporting for registered investment advisors. The SEC, other regulators and self-regulatory organizations have taken various actions in connection with market events and may take additional actions. Registered investment advisors may also be adversely affected by changes in the enforcement or interpretation of existing laws, rules and regulations, including tax laws, by federal, state and non-U.S. agencies, courts, authorities or regulators.

Pay-to-Play. A number of U.S. states and municipal pension plans have adopted so-called “pay-to-play” laws, regulations, or policies that prohibit, restrict, or require that individuals or entities seeking to do business with state entities, including those seeking investments by public retirement funds, disclose payments to and/or contracts with state officials. The SEC has adopted rules prohibiting investment advisers from providing advisory services for compensation to a government client for two years after the adviser or certain of its executives, employees, or agents makes a contribution to certain elected officials or candidates. If AUA Equity, any of its employees or affiliates, or any service providers acting on its behalf fail to comply with such laws, regulations, or policies, it could adversely and materially affect AUA Equity’s business and its ability to manage certain client accounts.

Epidemic Outbreak. The COVID 19 epidemic and reactions to it have caused uncertainty in markets and businesses, including AUA Equity’s business, and adversely affect the performance of the global economy, including causing market volatility, market and business uncertainty and closures, supply chain and travel interruptions, the need for employees and vendors to work at external locations, and extensive medical absences. AUA Equity has worked diligently with portfolio companies, vendors and employees to continue to deliver uninterrupted investment advisory services and addressed portfolio disruptions as disclosed to Investors. AUA Equity has policies and procedures to address known situations, but because a large epidemic could cause significant market and business uncertainties and disruptions, not all events that could affect AUA Equity’s business and/or the markets can be determined and addressed in advance. Although the COVID 19 epidemic may not continue to effect markets and the Firm’s business, it is possible that new strains of COVID 19 or new pathogens could continue to create uncertainty for the Firm’s business and the businesses of portfolio companies.

Other Catastrophic Risks. In addition to the potential risks associated with COVID-19 as outlined above, AUA Equity and/or the Funds may be subject to the risk of loss arising from direct or indirect exposure to a number of types of other catastrophic events, including without limitation (i) other public health crises, including any outbreak of SARS, H1N1/09 influenza, avian influenza, other coronavirus, Ebola or other existing or new epidemic diseases, or the threat thereof; or (ii) other major events or disruptions, such as hurricanes, earthquakes, tornadoes, fires, flooding and other natural disasters; acts of war or terrorism,

including cyberterrorism; or major or prolonged power outages or network interruptions. The extent of the impact of any such catastrophe or other emergency on AUA Equity and/or the Funds operational and financial performance will depend on many factors, including the duration and scope of such emergency, the extent of any related travel advisories and restrictions, the impact on overall supply and demand, goods and services, investor liquidity, consumer confidence and levels of economic activity, and the extent of its disruption to important global, regional and local supply chains and economic markets, all of which are highly uncertain and cannot be predicted. In particular, to the extent that any such event occurs and has a material effect on global financial markets or specific markets in which the Funds participates (or has a material effect on any locations in which AUA Equity operates or on any of its personnel) the risks of loss could be substantial and could have a material adverse effect on the Funds or the ability of AUA Equity to achieve its investment objectives on behalf of the Funds.

Economic Conditions. Changes in economic conditions, including, for example, interest rates, inflation rates, currency and exchange rates, industry conditions, competition, technological developments, trade relationships, supply-chain disruptions, economic sanctions, political and diplomatic events and trends, tax laws and innumerable other factors, can affect substantially and adversely the investment performance of clients. Economic, political and financial conditions, or industry or economic trends and developments, may, from time to time, and for varying periods of time, cause volatility, illiquidity or other potentially adverse effects in the financial markets. Economic or political turmoil, a deterioration of diplomatic relations or a natural or man-made disaster in a region or country where AUA Equity's client assets are invested may result in adverse consequences to such clients. None of these conditions are or will be within the control of AUA Equity, and no assurances can be given that AUA Equity will anticipate these developments.

As of the beginning of 2023, there is an especially high degree of economic uncertainty given elevated inflation, a rapid increase in interest rates by Central Banks, concerns around the stability of many U.S. financial institutions and a high level of geopolitical uncertainty in Europe and Asia. The likelihood of a recession, and the magnitude of any such recession, is highly uncertain and would have significant implications across asset classes, particularly if a recession occurs and is of significant magnitude or duration. In addition, due to the recent bank failures, at this time, there is a risk of loss of deposits in excess of \$250,000, risks surrounding liquidity concentration, systemic risk regarding the failure of other banks, and increased compliance costs associated with diversifying deposits among multiple banks. None of these conditions is or will be within the control of AUA Equity, and no assurances can be given that AUA Equity will anticipate these developments.

Russian Invasion of Ukraine. In February 2022, Russia mobilized and commenced military operations in Ukraine resulting in a large scale conflict within the country and the surrounding border regions. The effects, scale and impact of this conflict on Ukraine, Russia and other countries is highly uncertain and cannot be predicted. The United States

and other global leaders have announced economic sanctions against Russia and it is unclear whether further sanctions and/or military responses will be implemented. Effects on the global economy and trading markets resulting from the military operations and economic sanctions connected to the Russia-Ukraine conflict are uncertain and impossible to predict. Presently, none of the Funds have investments in Russia or Ukraine and presently have limited exposure to events there. However, it is difficult to predict the outcome of these events, and they could negatively affect the value of the Fund's investments due to the interconnected nature of the global economy and capital markets.

THIS LIST OF RISK FACTORS DOES NOT PURPORT TO BE A COMPLETE ENUMERATION OR EXPLANATION OF THE RISKS INVOLVED IN CONNECTION WITH THE ADVISER'S INVESTMENT OR THE MANAGEMENT OF CLIENTS. IN ADDITION, PROSPECTIVE INVESTORS SHOULD BE AWARE THAT, AS THE MARKET DEVELOPS AND CHANGES OVER TIME, INVESTMENTS OF BEHALF OF CLIENTS MAY BE SUBJECT TO ADDITIONAL AND DIFFERENT RISKS. PROSPECTIVE INVESTORS CONSIDERING PRIVATE FUNDS SHOULD ALSO CAREFULLY REVIEW THE RISKS DISCLOSURES AND OFFERING DOCUMENTS ASSOCIATED WITH SUCH INVESTMENTS.

ITEM 9 – DISCIPLINARY INFORMATION

AUA Equity has no legal or disciplinary events covered by this item to disclose.

ITEM 10 – OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

Each of the General Partners, AUA Private Equity Investments GP I, LP, and AUA Private Equity Investments GP II, LP, are affiliates of AUA Equity. The Principals are the majority owners of the General Partners. These related persons are also regulated as if they were investment advisers registered with SEC guidance under the Advisers Act pursuant to AUA Equity's registration. These affiliated investment advisers operate as a single advisory business together with AUA Equity and may share common owners, officers, partners, employees, consultants or persons occupying similar positions.

AUA Equity is affiliated with AUA, LLC, the family office of Andy Unanue and his family members. Mr. Unanue and other family clients of AUA, LLC ("**AUA, LLC Investors**") have been and may in the future be Investors. In addition, on occasion AUA, LLC Investors have separately invested, and may separately invest in the future, in Fund portfolio companies ("**AUA, LLC Separate Investments**"). Because AUA, LLC Separate Investments could give rise to a conflict of interest between AUA, LLC Investors and the Fund with which they co-invest, particularly if AUA, LLC Investors generally acquire a different class of invests in the portfolio company from the Fund with which they co-invest, AUA, LLC Separate Investments are permitted only if approved by the

applicable Fund's limited partner advisory committee in accordance with procedures set forth in the Fund's Governing Documents.

ITEM 11 – CODE OF ETHICS

AUA Equity maintains a Code of Ethics ("Code") that summarizes the Firm's ethical standards and its policies and procedures relating to:

- Use of material, non-public information;
- Insider trading;
- Gifts and entertainment;
- Fiduciary duty;
- Conflicts of interest; and
- Personal securities trading.

In the conduct of its business, AUA Equity owes its clients a fiduciary duty and, as such, is required to avoid or take appropriate steps to mitigate conflicts of interest. When acting as a fiduciary, AUA Equity owes its clients a duty of loyalty and care including a requirement to address, or at minimum disclose, conflicts of interest that may exist between different clients; between the Firm and clients; or between its employees and its clients. Therefore, the Code is designed to detect and prevent potential problems when AUA Equity employees own, buy or sell securities that also may be owned by, or bought or sold for the Funds and its other clients. The Code's personal trading procedures also contain policies and procedures designed to address insider trading and the use of material, non-public information by Firm employees and to require periodic reporting of their securities transactions. The Firm maintains a list of restricted securities in which trading is prohibited. The Code also requires all employees to maintain accounts at certain designated brokerage firms and requires disclosure of security transactions on an ongoing basis to the Firm's compliance platform and/or quarterly transaction reports to be sent to the Firm. Security holdings and transactions are then reviewed by compliance personnel for potential conflicts and for improper use of material, non-public information.

AUA Equity's policies and procedures also prohibit its employees, who acquire products and services that are used in our investment activities, from being unduly influenced by the receipt of gifts, meals, or entertainment from the sellers of such products or services. Similarly, AUA Equity employees are instructed not to attempt to unduly influence clients or potential clients with these or other inducements, such as charitable contributions or personnel gifts. In order to address these potential conflicts of interest, AUA Equity has adopted a policy and procedure for giving and receiving gifts and entertainment under our Code.

Participation or Interest in Client Transactions

AUA Equity investigates and structures potential investments for the Funds, as described in Item 16 below. Principals and employees of AUA Equity will have a material financial interest in these investments by virtue of their relationship to the General Partners, as described in Item 6 above. Principals and employees, from time to time, also invest directly into the portfolio companies and/or via co-investment vehicles. The Code of Ethics and Compliance Manual are designed to ensure compliance with the provisions of each Partnership Agreement addressing potential conflicts of interest involving the AUA Equity and its related persons. The Chief Compliance Officer monitors all employee activities as they relate to complying with the Code.

A copy of the Code will be provided to our clients Investors or prospective Investors their request.

Conflicts of Interest

AUA Equity and its related entities focus on investments in private equity investments. In conjunction with such investments, AUA Equity provides investment advisory, transaction-related, management and other services to the Funds and portfolio companies. In the ordinary course of conducting its activities, the interests of a Fund can conflict with the interests of AUA Equity and its affiliates. Certain of these conflicts of interest can be found below, and other conflicts of interest are described in a Fund's Governing Documents.

Management of the Funds. The Principals and employees of AUA Equity responsible for managing a particular Fund will have responsibilities with respect to other Funds managed by AUA Equity, including prior funds and funds raised in the future. Conflicts of interest arise in allocating time, services or functions of AUA Equity's personnel. Employees have an incentive to allocate more time, services or functions to the Fund or Funds from which such Employees derive a higher economic benefit and/or to better performing Funds. To mitigate such conflicts, the Fund Governing Documents will typically limit and describe when AUA Equity can fundraise for a new fund.

Operating Executives. AUA Equity retains the Operating Executive Board and may hire third-party consultants throughout a Fund's investment process. Such members of the board assist AUA Equity with a variety of activities including market research, new investment identification, pre-investment business diligence and post-investment value creation. Operating Executives are not employees of AUA Equity, but are engaged as third-party consultants who advise AUA Equity in areas where they possess expertise. Operating Executives may co-invest in transactions in which they are involved. Operating Executives often take a board seat, will be able to provide additional services directly to a Fund's portfolio companies and may also earn transaction-related finder's fees on new Fund investments. Depending on the circumstances of a transaction, the transaction fees

are paid to such Operating Executives either by the portfolio company or by AUA Equity. As Operating Executives are third-party consultants and not employees of AUA Equity or a General Partner, this compensation is not “Other Fees” (as described in Item 5 above) and therefore will not offset Management Fees.

Portfolio Company Relationships. A Fund’s portfolio companies may be counterparties or participants in agreements, transactions or other arrangements with portfolio companies of other funds managed by AUA Equity or other AUA Equity affiliates that, although AUA determines to be consistent with the requirements of a Fund’s Governing Documents, may not have otherwise been entered into but for the affiliation with AUA Equity, and with may involved fees and/or services payments to AUA Equity affiliates which will not offset Management Fees.

ITEM 12 – BROKERAGE PRACTICES

AUA Equity does not usually invest in publicly traded securities and therefore does not select broker-dealers on a regular basis, does not use soft dollars, receive client referrals from broker-dealers or require its clients to direct brokerage. If required to select a broker-dealer for transactions, best execution requirements will be followed and broker selection shall include an evaluation of a combination of cost, execution capability, and trading expertise consistent with the transaction.

ITEM 13 – REVIEW OF ACCOUNTS

AUA Equity provides ongoing portfolio management and administrative services to the Funds, including analyzing, performing due diligence, structuring, executing and managing portfolio investments, reporting, communication and advising on disposition opportunities. The investment professionals meet formally at least once a week to discuss and analyze each potential investment opportunity under consideration as well as investment themes and new ideas to pursue. This collaborative effort is designed to lead to a more informed decision-making process. The decision to proceed to the next stage of an investment will be made on a weekly basis through informal discussion and will be re-evaluated each week based upon due diligence findings and further analysis.

Investors in the Funds will be provided with audited annual financial reports and quarterly unaudited summary financial information in accordance with the terms of the Funds’ limited partnership agreements. This information may be provided electronically. Investors will also be provided with annual tax information. In addition to the information provided to all Investors, AUA Equity may provide certain Investors with additional information or more frequent reports that other investors will not receive.

ITEM 14 – CLIENT REFERRALS AND OTHER COMPENSATION

Solicitation Fees

AUA has adopted Rule 206(4)-1 the (“**Marketing Rule**”) and complies with the endorsement provisions of the Marketing Rule when engaging independent third-party placement agents.

AUA Equity currently does not engage independent third-party placement agents to solicit prospective investors. Should this change in the future, the CCO will review all fee arrangements with third-party marketers or solicitors to ensure compliance with AUA Equity’s policies and procedures and any applicable laws and/or regulations.

ITEM 15 – CUSTODY

AUA Equity complies with Advisers Act Rule 206(4)-2, the “Custody Rule” by obtaining an audit by an independent public accountant and delivering the financial statements within 120 days after the fiscal year end. As such, discussion of qualified custodian reporting under this item is not applicable to AUA Equity.

ITEM 16 – INVESTMENT DISCRETION

AUA Equity has complete investment discretion in managing the investments of the Funds, the Co-Investment Vehicles and AIV’s. The terms of these investments, the Firm’s investment strategy and guidelines around the use of the Firm’s discretion are described in detail in the Funds’ Governing Documents.

ITEM 17 – VOTING CLIENT SECURITIES

AUA Equity invests primarily in private securities and therefore generally is not in a position to vote public company proxies. However, the Firm has established written policies and procedures setting forth the principles and procedures by which AUA Equity votes or gives consent with respect to securities owned by the Funds. A copy of AUA Equity’s voting procedures are contained within the Firm’s compliance manual and are available to our clients upon request.

ITEM 18 – FINANCIAL INFORMATION

AUA Equity has nothing to report regarding its financial condition.