

Item 1
Cover Page

PART 2A OF FORM ADV: FIRM BROCHURE

Innovatus Capital Partners, LLC

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March 31, 2023

This brochure (the “Brochure”) provides information about the qualifications and business practices of Innovatus Capital Partners, LLC. If you have any questions about the contents of this Brochure, please contact us at (212) 698-4580. 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.

From time to time in this and other documents Innovatus Capital Partners, LLC may refer to itself as a “registered investment adviser” by virtue of its registration with the SEC. This title does not imply any level of training or skill.

Additional information about Innovatus Capital Partners, LLC is also available on the SEC’s website at www.adviserinfo.sec.gov.

Item 2

Material Changes

This amendment to the Brochure, dated March 31, 2023, contains no material changes from the previous Brochure, which was filed on March 31, 2022.

Item 3

Table of Contents

Item 1	Cover Page.....	1
Item 2	Material Changes.....	2
Item 3	Table of Contents	3
Item 4	Advisory Business	4
Item 5	Fees and Compensation	8
Item 6	Performance-Based Fees and Side-By-Side Management.....	11
Item 7	Types of Clients.....	12
Item 8	Methods of Analysis, Investment Strategies and Risk of Loss	13
Item 9	Disciplinary Information	29
Item 10	Other Financial Industry Activities and Affiliations.....	30
Item 11	Code of Ethics, Participation or Interest in Client Transactions and Personal Trading	31
Item 12	Brokerage Practices	33
Item 13	Review of Accounts	34
Item 14	Client Referrals and Other Compensation.....	35
Item 15	Custody.....	36
Item 16	Investment Discretion	37
Item 17	Voting Client Securities.....	38
Item 18	Financial Information.....	39

Item 4

Advisory Business

A. Innovatus Capital Partners, LLC (“ICP”) is an investment adviser organized as a Delaware limited liability company that was formed in October 2015 and holds its principal place of business in New York, NY. Innovatus Capital Group, LP (“ICG”) is the managing member of ICP. ICP is the sole member of ABV Harvest, LLC (“ABV Harvest”) (collectively, ICP, ICG, ABV Harvest, the general partners to the Innovatus Funds (as defined below) and their officers and employees engaged in providing investment advisory services, “Innovatus” or the “Firm”), an affiliated investment adviser of ICP that relies on ICP’s registration as an investment adviser. David Schiff is the principal owner of ICG.

B. Innovatus provides investment advisory services to pooled investment vehicles (such vehicles, the “Clients” or “Funds”). With respect to certain of the Funds (such Funds, the “ABV Harvest Funds” or “ABV Harvest Clients”), the Firm acts in a sub-advisory capacity with respect to the monitoring and management of the Funds’ existing portfolio assets and advises on their dispositions. In some cases, this is done on a discretionary basis.

With respect to the other Funds (such Funds, the “Innovatus Funds”), Innovatus acts as the sole investment manager. Innovatus currently manages a flagship strategy (Funds under such strategy, the “Flagship Funds”) which spans a diverse range of sectors and asset types, a life sciences strategy (Funds under such strategy, the “Life Science Funds”) which targets investments in the life sciences and technology sectors, a real estate strategy which targets investments in the real estate sector (Funds under such strategy, the “Real Estate Funds”), a trade finance strategy (Funds under such strategy, the “Trade Finance Funds”) which target investments in the agricultural structured trade finance sector, a lower middle market value strategy (Funds under such strategy, the “Lower Middle Market Value Funds”) which targets investments across asset classes in the lower middle market sector, and the Cayman strategy (Fund under such strategy, the “Cayman Fund”) which spans a diverse range of sectors and asset types.

Innovatus also advises certain clients that are organized for the benefit of certain of its officers and employees to invest side-by-side with or through the Innovatus Funds, and which may, from time to time, make direct investments.

The Funds are subject to the investment objectives and strategies summarized below and further outlined in offering memoranda specific to each Fund, which include but are not limited to subscription agreements, offering memoranda and investment management agreements (such memoranda, “Governing Documents”).

Flagship Funds

The Flagship Funds generally seek to generate risk adjusted capital appreciation with low volatility and low correlation to the equity and fixed income capital markets, primarily by identifying distressed,

disruptive, and growth opportunities across private debt and diversified asset-based income investments. Investment opportunities are uncovered based upon fundamental analysis and a deep understanding of asset values. Investments include, among other things, a range of domestic and international financial instruments as well as real and personal property, including, without limitation, secured and unsecured loans, asset-based loans, commercial and consumer receivables, leases, equipment, corporate securities, commodity lending, litigation claims, arbitration claims, leveraged loans, partnership interests, intellectual property, mortality-related assets, property and casualty insurance, project finance, infrastructure, trade finance, municipal securities and commercial and residential mortgage asset classes. The Flagship Funds will invest in the Life Sciences Funds, Real Estate Funds, Trade Finance Funds, and Lower Middle Market Value Funds and may invest in other strategy-specific pooled investment vehicles managed by Innovatus in the future. The Flagship Funds' investments in other Funds are not levied an additional layer of management fees or performance-based fees relating to their investments in other Funds.

Life Sciences Funds

The Life Sciences Funds generally seek to generate risk adjusted capital appreciation by providing capital to life sciences companies in medical device, diagnostic or pharmaceutical industries, where the primary products supporting the collateral valuation are approved for use either in the U.S. or overseas. The Life Sciences Funds target companies whose products are commercial-stage or in the process of being commercialized in industries with high barriers to entry. The Life Sciences Funds may also selectively explore leasing opportunities in the medical technology industry.

In addition, the Life Sciences Funds will opportunistically provide capital to technology-related companies with significant asset value, including with respect to one or more of the following aspects, intellectual property, commercial-stage products with reasonably long life cycles, high gross margin potential and high sales growth potential, targeting markets with high barriers to entry, strong equity sponsorship with significant available capital to invest, experienced management teams with demonstrated track record of prior product launches, and with a clear exit strategy.

To facilitate the Life Sciences Funds' investment objectives, the Life Sciences Funds may make investments in a variety of forms, including, without limitation: (i) direct debt investments into new and/or existing businesses; (ii) loans, leases or extensions of credit via commercial contract; (iii) royalty agreements or other contractual cash payment agreements; and/or (iv) warrants or other equity participation.

Real Estate Funds

The Real Estate Funds generally seek to generate current income and capital appreciation by creating a diversified portfolio of predominantly core and core plus U.S. commercial real estate properties in emergent suburban markets and applying financing techniques that enable the overall portfolio to emulate the investment characteristics of a high current cash flow portfolio with the flexibility to allow

for upside on exit.

In addition, the Real Estate Funds will achieve their strategy of creating predictable, long-term cash flows by (i) diversifying geographies at the Fund level with prioritization of geographies that exhibit positive long-term growth prospects, balanced supply/demand characteristics, demographic growth, existing and future infrastructure improvements and overall economy vitality and (ii) diversifying tenants lessors and industry sectors at the property level to generate strong cash flow that is expected to create operational flexibility to stabilize tenancy and resiliency to changing market conditions.

To realize the Real Estate Funds' investment objectives, the Real Estate Funds will strive to consistently seek value and liquidity maximization options in response to initial investment business plans and the changing market conditions at both the property as well as the portfolio level. These include, but are not limited to, individual building sales, total portfolio sales, creation and sale of regional, sector and/or other sub-portfolios, and conversion to a real estate investment trust for a portion of or the entirety of the portfolio.

Trade Finance Funds

The Trade Finance Funds generally seek to provide structured trade finance loans to agricultural producers and processors of non-perishable products in Latin America, Eastern Europe, Africa and the Asia-Pacific region though other jurisdictions may be considered. Structured trade finance seeks to finance specific working capital or capex needs through self-liquidating loans, tying their repayment to the buyer of an underlying commodity. These buyers are typically investment grade commodity buyers, end buyers or strong regional participants. Structuring the loans as single trades or a series of trades, where strong investment grade buyers guarantee the repayment of the loan after the delivery of the product, acts as a significant commercial driver for the loans to self-liquidate, particularly in the event of a borrower default. The loans are over collateralized by the underlying commodity, mitigating commodity price exposure and significantly aligning the Trade Finance Fund's interest as a lender with the borrowers' interests to deliver the product as well as the end buyers' interests to accept and pay for the product. This harmonious coexistence, coupled with the over collateralization of the loans, has resulted in historically low loss rates for the trade finance strategy.

The Firm views lending as financing a physical trade or series of trades. Therefore, the primary focus when analyzing risk is (i) the likelihood that the trade will occur, or that the borrower can generate sufficient receivables through a series of trades, and (ii) setting collateral coverage ratios in terms of the maximum potential loss to the lender if the trade does not consummate.

Expected features of the strategy include enhanced income with steady and predictable cash flows, improved risk adjust return, low volatility and high expected recovery rate, low correlation to other asset classes and transparency.

Lower Middle Market Value Funds

The Lower Middle Market Value Funds generally seek opportunities across asset classes in the lower middle market, investing in primarily in U.S.-based companies, with a particular focus on strong, compelling opportunities through the purchase of senior debt of lower middle market companies and, to a lesser extent, small-balance commercial real estate loans having limited downside and more predictable return outcomes.

In addition, the Lower Middle Market Value Funds will seek to create well-balanced, stable, predictable cash flows by (i) using the following fund level considerations: target asset classes; “distressed to own” and “loan-to-own” strategies; and a “buy and build” approach; (ii) pursuing opportunities that have built-in downside protection and safeguards such as defensible market positions, competitive products, proprietary strategies, strong properties, and manageable capital structures; (iii) concentrating on off-market transactions, customer driven transactions, repeat partners, and situations with a limited buyer pool, (iv) using the following company level considerations: distressed company characteristics; entry price and terms; potential to gain control; duration of anticipated restricting efforts, including non-bankruptcy alternatives; and expected growth initiatives, and (v) beginning the deal process with an exit in mind.

To realize the Lower Middle Market Value Funds’ investment objectives, the Lower Middle Market Value Funds will pursue an active exit strategy, with an average expected hold period of three to five years. The intrinsic nature of turnaround/value investing increases the possibility for rapid value creation as exit potential generally increases exponentially once a business is returned to profitability or situational distress is repaired.

Cayman Fund

The Cayman Fund generally seeks to generate risk adjusted capital appreciation with low volatility and low correlation to the equity and fixed income capital markets, primarily by identifying distressed, disruptive, and growth opportunities across private debt and diversified asset-based income investments. Investment opportunities are uncovered based upon fundamental analysis and a deep understanding of asset values. Investments include, among other things, a range of domestic and international financial instruments as well as real and personal property, including, without limitation, secured and unsecured loans, asset-based loans, commercial and consumer receivables, leases, equipment, corporate securities, commodity lending, litigation claims, arbitration claims, leveraged loans, partnership interests, intellectual property, mortality-related assets, property and casualty insurance, project finance, infrastructure, trade finance, municipal securities and commercial and residential mortgage asset classes.

The Cayman Fund will invest in the Life Sciences Funds and Lower Middle Market Funds and may invest in other strategy-specific pooled investment vehicles managed by Innovatus in the future. The Cayman

Fund's investments in other Funds are not levied an additional layer of management fees or performance-based fees relating to their investments in other Funds.

C. The Firm provides investment advisory services to the Funds in accordance with each Fund's investment objectives and limitations. In some cases, this is done on a discretionary basis. Such investment objectives and limitations are outlined in each Fund's respective Governing Documents.

D. The firm does not participate in wrap fee programs.

Innovatus manages approximately \$1,634,243,446 in assets. \$1,280,159,516 of Innovatus' assets are attributable to the Innovatus Funds, which are managed on a discretionary basis and calculated as of December 31, 2022. \$354,083,930 of Innovatus' assets are attributable to the ABV Harvest Funds, which are managed on a non-discretionary basis and calculated as of December 31, 2021.

Item 5

Fees and Compensation

A. Innovatus' fee and compensation arrangements vary among the Funds. As compensation for its services, Innovatus receives a management fee (the "Management Fee") from certain of the Funds. The Management Fee is typically between .75% and 2% of a Fund's net asset value, committed capital or invested capital per annum. ABV Harvest receives a sub-advisory fee (the "Sub-Advisory Fee") from the investment manager of the ABV Harvest Funds. The Sub-Advisory Fee is a portion of the management fee paid by the ABV Harvest Funds to their investment manager.

The Firm and certain of its affiliates receive incentive-based compensation (the "Incentive Allocation") from certain Funds based on realized gains from investments, generally above a performance benchmark. Certain officers and directors of the Firm directly receive a portion of the Incentive Allocation. Certain officers and directors of the Firm indirectly receive other incentive-based compensation in connection with the capital appreciation of the assets held by the ABV Harvest Funds as per certain agreements among the Firm's officers and directors and the investment manager of the ABV Harvest Funds. Incentive-based compensation paid to certain of the Firm's covered persons is further described in Item 6 of this brochure. Compensation through fees is typically negotiated separately with each of the Funds and the investors therein. The Incentive Allocation, when applicable, is typically between 15% and 20% of the gains from investments, generally above a performance benchmark.

B. The Firm receives the Management Fee directly from certain Funds either in advance or on a monthly or quarterly basis in arrears. With respect to the ABV Harvest Funds, the Firm receives the Sub-Advisory Fee from the investment adviser of the ABV Harvest Funds. An Incentive Allocation is typically deducted directly from a Fund's assets as investments realize gains and not on a pre-determined schedule.

C. The Firm receives from time-to-time monitoring fees, organization fees, set-up fees, financial advisory fees or other similar fees from a Fund, a Fund's underlying investments or their respective affiliates. These fees may fully or partially offset or reduce the Management Fee paid by the applicable Fund. Each Fund's Governing Documents provide a more detailed description of the expenses borne by the Fund.

Innovatus and the Funds generally bear their own expenses. Expenses are allocated on a case-by-case basis in accordance with each Fund's Governing Documents. Expenses the Funds may incur generally include but are not limited to:

- (i) organizational and certain offering expenses and marketing expenses (including, without limitation, reasonable travel, duplicating and printing, postage and delivery, telephone, legal, accounting and consulting fees and expenses, filing fees, and other related fees and expenses) incurred in connection with the organization and funding of the Funds, Innovatus and the General Partner;

expenses incurred by the Funds, Innovatus, or the Funds' valuation committees or advisory committees in connection with investments made or considered by the Funds (including for avoidance of doubt all broken deal expenses, including, without limitation, brokerage commissions, formation of permanent capital vehicles, private placement fees, appraisal fees, expenses related to short sales, clearing and settlement charges, custodial fees, interest expenses, servicing, syndication, costs of joint ventures or other entities (including operating platforms), investment advisory fees, incentive compensation, the costs of third-party compliance products and services, the costs and expenses incurred in connection with any indebtedness, including, without limitation, the costs of establishing such indebtedness, the costs of monitoring compliance therewith (including, without limitation, the costs of any computer software used for such purposes) and other fees and compensation, investment related travel expenses (to the extent that such travel expenses are reasonable) and professional fees relating to investments including, without limitation, consultants' fees;

- (ii) expenses of certain in-house services (legal or any other service) performed by Innovatus in respect of the Funds if it believes it can provide such services more effectively and at a cost that is comparable to prevailing market rates for such services (the fees described above would be in addition to the management fee and may be used by Innovatus or its affiliates in engaging personnel and in incurring other overhead costs to manage the loans and other assets in lieu of hiring an unaffiliated third-party service provider to provide these services);
- (iii) expenses incurred by the Funds in connection with their ongoing operations (including, without limitation, legal, administrative (including expenses relating to fund administration fees), accounting, tax, valuation, audit and insurance expenses);
- (iv) expenses incurred by Innovatus or its affiliates in connection with the Funds' ongoing operations (including, without limitation, legal, administrative, accounting, tax, valuation, audit and insurance expenses of each such entity, as well as third party compliance expenses incurred with respect to the Funds);
- (v) expenses related to compliance with applicable regulatory and/or reporting requirements with respect to the Funds, including Form PF;
- (vi) expenses related to amendments, modifications, revisions or restatements of the Governing Documents of the Funds;
- (vii) expenses relating to meetings of investors in the Funds or the Funds' advisory committees (including reasonable travel expenses);
- (viii) research-related expenses, including statistical and market data, conferences, software and software consulting;
- (ix) taxes and any interest, penalties or expenses related to any taxes and any tax proceedings;
- (x) insurance premiums, including general partner liability, manager liability, directors and officers liability and similar coverage;
- (xi) costs or expenses (including interest) arising from subscription facilities or any amounts borrowed by Innovatus for working capital purposes;
- (xii) litigation and indemnification expenses;

- (xiii) expenses incurred in connection with a Fund-level reorganization or investment-level reorganization, including compliance with regulatory requirements that are applicable to such Fund-level reorganization or investment-level reorganization; and
- (xiv) expenses incurred in connection with the dissolution, liquidation or termination of the Funds.

Fees and expenses may vary by Fund, but in all cases shall be charged in accordance with each Fund's Governing Documents. Each Fund's Governing Documents provide a more detailed description of the expenses borne by the Fund.

The Funds may incur brokerage and other transaction costs. Please see Item 12 of this Brochure for a further description of such brokerage costs.

D. Typically, the Management Fee is paid either monthly or quarterly in arrears, or in advance. Please refer to the Funds' Governing Documents.

E. Neither the Firm nor any of its supervised persons receive, directly or indirectly, any compensation from the sale of securities or other investment products.

Item 6

Performance-Based Fees and Side-By-Side Management

As outlined in Item 5 of this Brochure, certain related entities of Innovatus are generally entitled to receive an Incentive Allocation from Funds based on investment gains after other distributions are made to the general and limited partners, as specified in each Fund's Governing Documents. Typically, certain of Innovatus' personnel, including certain officers and directors, hold interests in those related entities that ultimately entitle such holder to benefit from Incentive Allocations. Certain supervised persons of the Firm, including officers and directors of the Firm, are also entitled to receive indirectly incentive-based compensation paid by the ABV Harvest Funds to the investment manager or an affiliate thereof. This incentive-based compensation paid by the ABV Harvest Funds to their investment manager is based on realized gains from investments, generally above a performance benchmark, or net capital appreciation from investments subject to a loss recovery provision, specified in, or permitted by, certain ABV Harvest Funds' Governing Documents.

The Incentive Allocation and other incentive-based compensation may create an incentive for the recipients to recommend investments to Funds that are riskier or more speculative than those which would be made under a different compensation arrangement. In addition, the recipients may have an incentive to favor Funds that they believe will pay a higher Incentive Allocation or other incentive-based compensation. However, the Firm is committed to acting at all times in the best interests of its Funds. To this end, the Firm has implemented internal controls to address the potential conflicts associated with performance based fees.

Item 7

Types of Clients

As more fully described in Item 4 of this brochure, the Firm provides investment advisory services to pooled investment vehicles that are excepted from the definition of investment company under the Investment Company Act of 1940, as amended.

In general, the minimum initial investment in a Fund is between \$2 million and \$5 million, depending on the Fund, although lesser amounts may be accepted in the discretion of the general partner.

Item 8

Methods of Analysis, Investment Strategies and Risk of Loss

A. The Firm's investment strategy seeks to generate high risk-adjusted returns, with low volatility and low correlation to the equity and fixed income capital markets by investing in a variety of assets. The Funds invest generally in real assets, which may include, among other things, residential and commercial real estate, energy and renewable energy assets, equipment (such as railcars, aircraft, vessels and specialty vehicles), infrastructure and physical commodities; as well as financial and other assets, which may include, among other things, consumer-related assets (automotive loans, residential mortgages and credit card receivables), commercial-related assets (small business loans, commercial and industrial loans and dealer floor plan loans), insurance assets, commercial real estate loans and various types of intellectual property assets (drug royalty streams and patent royalty streams).

As a general matter, the Firm utilizes different methods of analysis and investment strategies from Fund to Fund. Investment strategies specific to a particular Fund, including the Life Science Funds, Real Estate Funds and Trade Finance Funds are summarized in Item 4 of this Brochure and are further described in the applicable Fund's Governing Documents.

An investment in the Funds is speculative in nature and involves a high degree of risk, and is suitable only for those investors who have the financial sophistication and expertise to evaluate the merits and risks of an investment in the Funds and for which the Funds do not represent a complete investment program. There can be no assurance any Fund will meet its investment objectives or otherwise be able to carry out its investment program successfully or that an investor will receive a return of its capital. In addition, there can be no assurance that any Fund will be able to generate returns for investors or that returns will be commensurate with the risks of the Fund's investments. A Fund investment should only be made by persons that can afford a loss of their entire investment.

B/C.

Prior Investment Performance Not Indicative of Future Results.

The Firm has no prior operating history and its officers, directors and partners, along with the Funds, have limited operating histories on which prospective investors can base an evaluation of future performance. The prior investment performance of the Firm's officers, directors and partners does not necessarily represent the performance of the investment program to be pursued by the Funds, nor is such performance indicative of the future results of the Funds. There can be no assurance that the historical investment returns achieved by the Firm will be achieved by the Funds, and the Funds' performance may be materially different. Prior performance and track records should be considered with particular caution in light of the recent and ongoing volatility and turbulence in the U.S. and global economies.

Business Disruption Due to Pandemics.

The success of the Funds' investment strategies could be significantly impacted by changing external

economic conditions in the United States and globally. The stability and sustainability of growth in global economies may be impacted by terrorism, acts of war, pandemics or other unforeseen disasters. Changing economic conditions could potentially adversely impact the performance and valuation of portfolio holdings. In addition, the availability, unavailability, or hindered operation of external credit markets, equity markets, and other economic systems may have a significant negative impact on portfolio operations and profitability. There can be no assurance that such markets and economic systems will be available as anticipated or needed for the Firm to operate and manage portfolios successfully. The spread of COVID-19 in 2020 has shown such an ability to result in a broad-based economic decline and significant market volatility and continues to present material uncertainty and risk with respect to portfolios' performance and financial results. Aside from the broad effects on the economy, the pandemic may also have specific implications for the Firm's operations and activities of its personnel, which can range from employees working remotely to more significant impacts such as illness and restrictions on non-essential travel. Depending on the length and severity of the pandemic, the Firm is prepared to spend the necessary time and attention addressing implications from the pandemic, including minimizing its impact on its business, Funds, and/or specific investments as relevant.

Reliance on the Principals of the Investment Team

The success of the Funds will depend in large part upon the skill and expertise of David Schiff (the "Manager"), Chief Executive Officer of the Firm, and the other senior members of the Firm's investment team (together, the "Investment Team"), and there can be no assurance that any of the Firm's investment professionals will continue to be associated with the Fund. In the event of death, disability or departure of any such persons, the business of the Funds may be adversely affected and could lead to the premature termination of the Funds.

Except to a certain extent as described in the Funds' Governing Documents, including key person events, the Firm's investment professionals and the Manager are not required to devote all or any specified portion of their time to managing each Fund's affairs, but only to devote so much time to each Fund's affairs as they determine to be necessary to accomplish each Fund's objectives and to properly conduct each Fund's operations. In addition, subjective decisions made by the Firm's investment professionals and/or Manager may cause the Funds to incur losses or to miss profit opportunities on which it would otherwise have capitalized. Investors must accept that, except in connection with an event that limits the Firm's investment professionals or the Manager from acting in a reasonable capacity for the Funds, the Funds have the right to continue to operate even if they become subject to the circumstances described in this risk factor.

Long Term Investments

Fund investments in private equity will typically not be liquidated for a number of years after the initial investment. Factors such as overall economic conditions, the competitive environment and the availability of potential purchasers may shorten or lengthen the Funds' intended holding period for any investment or group of investments. It is unlikely that the Funds will realize substantial capital gains during their early years.

Illiquid Investments

Assets in which the Funds may invest will most likely not have a readily available market for their securities. The Funds typically will be dependent upon an asset being sold, refinanced or reorganized in order to achieve liquidity for the Funds' investments. In some cases, the Funds may be prohibited from selling such assets for a period of time or may otherwise be restricted from disposing of such assets. Furthermore, the types of investments made may require a substantial length of time to liquidate. As a result, there is a significant risk that the Funds may be unable to realize their investment objectives by sale or other disposition at attractive prices or will otherwise be unable to complete any exit strategy.

Concentration of Investments

The Funds are not subject to any formal policies regarding diversification. The Funds may sometimes concentrate their portfolio holdings in asset classes, strategies, issuers, geographies and markets which, in light of investment considerations, market risks and other factors, the Firm believes will provide the best opportunity for attractive risk-adjusted returns. The Funds' assets may become highly concentrated in particular asset classes, strategies, issuers, geographies and markets.

Accordingly, the Funds may not enjoy the reduced risks of a broadly diversified portfolio, which could cause the Funds' investments to be more susceptible to particular economic, political, regulatory, technological or industry conditions or occurrences compared with a fund, or a portfolio of funds, that is more diversified or that has a broader industry focus. As a result, the aggregate return of the Funds' portfolios may be volatile and may be affected substantially by the performance of only one or a few holdings. Additionally, the Manager may not be able, and is not obligated, to reduce or hedge such risks.

Substantial Fees and Expenses; Carried Interest

The Firm receives a Management Fee and certain officers and directors of the Firm receive a performance based Incentive Allocation. The expenses to which the Funds are subject could be substantial and will dilute returns realized by investors. Moreover, the Incentive Allocation may provide an incentive for the Firm to cause the Funds to make more speculative, higher risk investments than would be the case in the absence of such arrangements.

Valuations

The Funds' assets may be invested in securities and other assets that are illiquid or very thinly traded. These investments may be extremely difficult to value accurately. Valuations of some or all of the Funds' investments require input from the Firm and third parties. Valuations requiring input from the Firm or third parties may be based on subjective inputs of the Firm or such third parties. In some cases, valuation of certain investments may be based upon models, indicative quotes or estimates of value and not actual executed historical trades. There can be no assurances that illiquid investments (if any) can be disposed of or liquidated at the valuations established by the Firm or other third parties.

Co-Investments with Third Parties

A Fund may co-invest with third parties through jointly owned acquisition vehicles, joint ventures or other structures. In such situations, a Fund's ability to control its equity investments will depend upon the nature of the joint investment arrangements with such partners and the Fund's relative ownership stake in such investments. A Fund may be a minority investor in these circumstances. In addition, such arrangements may restrict a Fund's ability to dispose of its investments for potentially significant periods of time. Such investments may involve risks not present in investments where a third party is not involved. A co-venturer or partner of a Fund may at any time have economic or business interests or goals which are inconsistent with those of the Fund and may be in a position to take (or block) action inconsistent with the Fund's investment objectives. A Fund may be liable for actions of its co-venturers or partners. Co-investments may also involve higher costs than other investments. Co-venturers or partners potentially may include without limitation, other Funds and investors in the Funds.

Investments in Distressed Assets

The Funds may invest in distressed assets and portfolios of distressed assets, including high yield securities and non-investment grade obligations of U.S. and foreign companies (including companies in significant financial or business difficulties), delinquent and charged-off consumer loans, commercial and residential mortgage loans, small business loans and real estate. Although such investments may result in significant returns to a Fund, they involve a substantial degree of risk. The level of analytical sophistication, both financial and legal, necessary for successful investment in distressed assets is unusually high.

There is no assurance that the Manager will correctly evaluate the value of the collateral (if any) in the loans and securities purchased by the Funds or the prospects for a successful reorganization or similar action. In any reorganization or liquidation proceeding relating to a company in which the Funds invest, the Funds may lose their entire investment, may be required to accept cash or securities with a value less than the Funds' original investment and/or may be required to accept payment over an extended period of time. Under such circumstances, the returns generated from the Funds' investments may not compensate the investors adequately for the risks assumed.

Troubled company and other asset-based investments require active monitoring and may, at times, require participation in business strategy or reorganization proceedings by the Manager. To the extent that the Manager becomes involved in such proceedings, the Funds may have a more active participation in the affairs of the company than that assumed generally by an investor. In addition, involvement by the Manager in an issuer's reorganization proceedings could result in the imposition of restrictions limiting the Funds' ability to liquidate their position in the issuer.

Equity Securities, Generally

The Funds may invest in equity securities and equity derivatives. The value of these financial instruments generally will vary with the performance of the issuer and movements in the equity markets. As a result, the Funds may suffer losses if they invest in equity instruments of issuers whose performance diverges from the Manager's expectations or if equity markets generally move in a single direction and the Funds

have not hedged against such a general move. The Funds also may be exposed to risks that issuers will not fulfill contractual obligations such as, in the case of convertible securities or private placements, delivering marketable common stock upon conversions of convertible securities and registering restricted securities for public resale.

Leverage

When deemed appropriate by the Firm, the Funds may use leverage and may, directly or indirectly, borrow for working capital purposes, including, but not limited to, to manage cash flows from capital commitments to the applicable Funds. While leverage strategies and techniques increase the opportunity to achieve higher returns on the amounts invested, they also increase the risk of loss. The level of interest rates generally, and the rates at which such capital may be borrowed in particular, also could affect the operating results of the Funds.

Investments in Non-U.S. Assets, Including in Developing and Emerging Markets

The Funds may invest in non-U.S. assets, or its assets may be exposed to risks of non-U.S. jurisdictions and markets, including developed and emerging markets. Such risks may include: (i) controls on foreign investment; (ii) limitations on repatriation of invested capital, the ability to exchange local currencies for U.S. dollars, and possible adoption of governmental restrictions which may adversely affect the payment of principal and interest to investors located outside the country of the issuer; (iii) a higher degree of governmental involvement in and control over the national or local economy; (iv) differences in auditing and financial reporting standards, which may result in the unavailability of material information about economies, assets and issuers; (v) less extensive regulatory oversight of securities and other markets; (vi) less liquidity in securities and other markets; (vii) longer settlement periods for transactions; (viii) less stringent laws regarding the fiduciary duties of officers and directors and protection of investors; (ix) difficulty in enforcing contractual obligations and legal rights, which may be costly and slow; (ix) the risk of nationalization or expropriation of assets or confiscatory taxation; (x) social, economic and political instability; (xi) dependence on exports and the corresponding importance of international trade and commodities prices; and (xii) potentially higher rates of inflation or deflation. International conventions and treaties may also impact certain assets of the Funds. Certain non-U.S. assets and/or income received by the Funds from sources within some countries may be reduced by withholding and other taxes imposed by such countries.

In developing markets, and in emerging markets in particular, there is often less government supervision and regulation of business and industry practices, stock exchanges, over-the-counter markets, brokers, dealers, counterparties and issuers than in other more established markets. Any regulatory supervision which is in place may be subject to manipulation or control. Some emerging market countries do not have mature legal systems comparable to those of more developed countries. Moreover, the process of legal and regulatory reform may not be proceeding at the same pace as market developments, which could result in investment risk. Legislation to safeguard the rights of private ownership may not yet be in place in certain areas, and there may be the risk of conflict among local, regional and national requirements. In certain cases, the laws and regulations governing investments in securities may not exist or may be subject

to inconsistent or arbitrary appreciation or interpretation. Both the independence of judicial systems and their immunity from economic, political or nationalistic influences remain largely untested in many countries. The Funds may also encounter difficulties in pursuing legal remedies or in obtaining and enforcing judgments in non-U.S. courts.

General Economic and Market Conditions

General economic and capital and credit market conditions may have a significant impact on the business of the Funds. Interest rates, fluctuations in the price of assets and increased competition may adversely affect the value of investments held by the Funds and the ability of the Funds to make or dispose of investments at attractive prices. A slowdown in the global economy or in specific regional economies, inflation, deflation, and other economic factors may have a material adverse effect on the Funds' investment performances and their overall profitability. Industries in which the Funds may invest may face intense competition, changing business and economic conditions and other developments that may have a material adverse effect on their performance and, consequently, a Fund's performance. While the Funds seek to benefit from inflationary and deflationary environments, the Firm may be unsuccessful in structuring the Funds' investments to minimize any detrimental impact that inflation or deflation may have on the Funds' portfolios.

Regulatory Risks; Increased Regulatory Oversight

The financial services industry generally, and the activities of private investment funds and their managers in particular, have been subject to intense and increasing regulatory scrutiny. As a result, the Funds, the Firm and their affiliates generally are subject to the risk of changes in law and regulation, developing interpretations of such laws and regulations and increased scrutiny by regulators. Additionally, the Funds may accumulate substantial assets that may become involved in or affected by regulatory action or litigation. These risks are often difficult or impossible to predict, avoid or mitigate in advance. Any such legal risk, regulatory action or litigation could have a material adverse effect on the Funds.

With the passage of the Dodd-Frank Wall Street Reform and Consumer Protection Act (the "Dodd-Frank Act"), there will be extensive rulemaking and regulatory changes that will affect private fund managers, the funds that they manage and the financial services industry as a whole. Under the Dodd-Frank Act, the SEC is expected to mandate new recordkeeping and reporting requirements for investment advisers, which would add costs to the legal, operational and compliance obligations of the Firm and the Funds and increase the amount of time, attention and resources that the Manager and Investment Team spend on non-investment related activities. The Dodd-Frank Act will also affect a broad range of market participants with whom the Funds may interact, including, but not limited to banks, non-bank financial institutions, rating agencies, mortgage brokers, credit unions, insurance companies and broker-dealers. Regulatory changes that will affect other market participants may change the way in which the Funds conduct business with their counterparties. Parts of the Dodd-Frank Act may change the landscape of the financial industry. Until the implementation of such regulatory changes, it is difficult to anticipate the impact on the Funds. It may take years to understand the impact of the Dodd-Frank Act on the financial industry as a whole.

Interest Rate Risk

The Funds have exposure to interest rate risk, meaning that changes in prevailing interest rates could negatively affect the value of the Funds' assets. Interest rates have recently been at historically low rates for an extended period of time. A change for the interest rate environment poses significant and unpredictable risks. Over any defined period of time, the Funds' interest-bearing assets may be more sensitive to changes in market interest rates than the Funds' interest-earning liabilities, or vice versa. Factors that may affect market interest rates include, without limitation, inflation, slow or stagnant economic growth or recession, unemployment, money supply and the monetary policies of the Federal Reserve, international disorder and instability in domestic and foreign financial markets. The Funds expect that they will periodically experience imbalances in the interest rate sensitivities of their assets and liabilities and the relationships of various interest rates to each other. In a changing interest rate environment, the Funds may not be able to manage this risk effectively. If the Funds are unable to manage interest rate risk effectively, the Funds' performance could be materially adversely affected.

Currency Risk

Investments denominated in or exposed to non-U.S. currencies may be materially adversely affected by currency exchange rate devaluations and fluctuations (e.g., an increase in the strength of the U.S. dollar relative to other currencies may cause the value of the Funds' investments to decline). Some currencies are particularly volatile. Governments may intervene in the currency markets, causing a decline in value or liquidity of the Funds' foreign currency holdings. If the Funds enter into forward foreign currency exchange contracts for hedging purposes, they may lose the benefits of advantageous changes in exchange rates or may sustain losses.

Widening Risk

For reasons which may or may not be attributable to any of the other risks set forth herein (for example, regulatory action or supply/demand imbalances or other market forces), the prices of the assets in which the Funds invest may decline substantially. In particular, purchasing assets at what may appear to be "undervalued" levels is no guarantee that these assets will not be trading at even more "undervalued" levels at a future time of valuation or at the time of sale. It may not be possible to predict, or to hedge against, such "spread widening" risk.

Cybersecurity

The Firm, affiliates of the Firm, the Funds and the Funds' underlying assets may face cybersecurity threats to gain unauthorized access to sensitive information, including, without limitation, information regarding the limited partners and the Funds' investment activities, or to render data or systems unusable, which could result in significant losses. If such events were to materialize, they could lead to losses of sensitive information or capabilities essential to the Firm's, the Firm's affiliates', a Fund's and/or an underlying asset's operations and could have a material adverse effect on their reputations, financial positions, results of operations, or cash flows, could lead to financial losses from remedial actions, loss of business, or potential liability, or could lead to the disclosure of investors' personal information.

Cybersecurity attacks are evolving and include, but are not limited to, malicious software, attempts to gain unauthorized access to data and other electronic security breaches that could lead to disruptions in critical systems, unauthorized release of confidential or otherwise protected information and corruption of data. The Firm's controls and procedures, business continuity systems and data security systems could prove to be inadequate. These problems may arise in the Firm's internally developed systems and the systems of third-party service providers.

Financial Institution Risk; Distress Events.

An investment in a Fund is subject to the risk that one of the banks, brokers, counterparties, clearinghouses, exchanges, lenders or other custodians (each, a "Financial Institution") of some or all of a Fund's (or any portfolio company's) assets fails to timely perform or otherwise defaults on its obligations or experiences insolvency, closure, seizure, receivership or other financial distress or difficulty (each, a "Distress Event"). Distress Events can be caused by factors including, but not limited to, eroding market sentiment, significant withdrawals, fraud, malfeasance, poor performance, undercapitalization, market forces or accounting irregularities. If a Financial Institution experiences a Distress Event, the Firm, the general partner, the Funds and/or any of the portfolio companies may be unable to access deposits, borrowing facilities or other services, either permanently or for an indeterminate period of time. Although assets held by regulated Financial Institutions in the United States frequently are insured up to stated balance amounts by organizations such as the Federal Deposit Insurance Corporation, in the case of banks, and the Securities Investor Protection Corporation, in the case of certain broker-dealers, amounts in excess of the relevant insurance are subject to risk of total loss, and any non-U.S. Financial Institutions that are not subject to similar regimes pose potentially increased risk of loss. While in recent years governmental intervention has often resulted in additional protections for depositors and counterparties in connection with Distress Events, there can be no assurance that any intervention will occur, be successful or avoid the risks of loss, substantial delays or negative impacts on banking or brokerage conditions or markets.

Any Distress Event has a potentially adverse effect on the ability of the general partner to manage the Funds and their investments, and on the ability of the general partner, any Fund or any portfolio company to maintain operations, which in each case could result in operational burdens, significant losses and unconsummated investment acquisitions and dispositions. Such losses could include: a loss of funds; an obligation to pay fees and expenses in the event the Funds are unable to close a transaction (whether due to the inability to draw capital on a credit line provided by a Financial Institution experiencing a Distress Event, the inability of the Funds to access capital contributions or otherwise); the inability of the Funds to acquire or dispose of investments, including at prices that the relevant general partner believes reflect the fair value of such investments; and/or the inability of the Firm or portfolio companies to make payroll, fulfill obligations and/or maintain operations. If a Distress Event leads to a loss of access to a Financial Institution's services, it is also possible that the Firm will experience operational burdens and expenses, and a Fund or a portfolio company will incur additional expenses and/or delays, in putting in place alternative arrangements and/or that such alternative arrangements will be less favorable than those

formerly in place (with respect to economic terms, service levels, access to capital or otherwise). There can be no assurance that the Firm will be able to exercise contractual remedies under the agreements with Financial Institutions in the event of a Distress Event, or that such remedies will be successful or avoid losses, delays or other negative impacts. The Funds and their portfolio companies are subject to additional risks in the event a Financial Institution utilized by investors of the Funds or suppliers, vendors, service providers or other counterparties of a portfolio company become subject to Distress Events, which could have a material adverse effect on the Funds, its investors or such portfolio companies, including the risk of investor defaults.

Many Financial Institutions require, as a condition to using their services (including lending services), that the general partner and/or the relevant Fund maintain all or a set amount or percentage of their respective accounts or assets with the Financial Institution, which heightens the risks associated with a Distress Event with respect to such Financial Institutions. Although the general partner seeks to do business with Financial Institutions that it believes are creditworthy and capable of fulfilling their respective obligations to the Funds, the general partner is under no obligation to use a minimum number of Financial Institutions with respect to any Fund, or to maintain account balances at or below the relevant insured amounts.

Specific Risks Applicable to the Life Sciences Funds

Investments in Life Sciences

Investments in pharmaceutical and other health care related assets involve a high degree of business, financial, technological and regulatory risk which can result in substantial losses. Some of these risks relate to the assets themselves, although many of the risks relate to the products underlying these assets and to the companies that manufacture or market these products. These risks include, but are not limited to, the following (i) certain companies that manufacture and/or market the products underlying these assets may have limited operating histories, making it difficult to assess the potential effectiveness of the company's management, and thus the likelihood of the products' commercial success; (ii) certain of these companies may not have sufficient management or marketing personnel with appropriate scientific or medical training in order to adequately produce or market these products, which may slow or impede the revenue stream generated by the related assets held by the Life Sciences Funds; (iii) the prices at which these assets will be acquired by the Life Sciences Funds will often be based, in part, on sales projections with respect to the related products, which projections may prove to be inaccurate; (iv) to the extent that the Life Sciences Funds acquire an asset with respect to which the underlying product has not yet received all applicable governmental approvals, there is a risk that the product will not obtain such approvals and that the product will not be able to be sold to consumers, as obtaining such approvals can often be a lengthy and expensive process the outcome of which can be uncertain; (v) even if all applicable governmental approvals are obtained with respect to such a product, previously unknown or undisclosed side-effects or complications relating to the product may be disclosed, resulting in a loss of market acceptance or a withdrawal of previously-granted approvals, thereby reducing or eliminating the revenue stream generated by the related assets held by the Life Sciences Funds; (vi) certain of these companies may become involved in lawsuits with respect to these products, or with respect to intellectual property

rights or other rights relating to them, which lawsuits may result in an inability to market these products or may otherwise impair the related revenue stream; (vii) the Investment Team may not be successful in structuring these investments in a way that shields the Life Sciences Funds from liability in the event of lawsuits relating to any products or rights in which the Life Sciences Funds have a direct or indirect interest, thereby potentially resulting in the Life Sciences Funds bearing such liabilities and, in such event, the Life Sciences Funds may suffer potentially significant losses beyond their investment; (viii) the prices at which these assets will be acquired by the Life Sciences Funds may be based, in part, on assumptions that no other products (or a limited number of other products) will compete with the relevant underlying products in the markets in which they are sold, or that the underlying products will otherwise command a pricing premium in these markets, which assumptions may prove to be inaccurate; (ix) some of these underlying products may become obsolete; (x) some of the licensing agreements or other rights relating to the assets held by the Life Sciences Funds may be terminated; (xi) government policies and regulations applicable to certain of these companies or their products may change in ways that adversely affect the companies or their products' marketability and, thus, the revenue streams generated by the related assets held by the Life Sciences Funds; and (xii) investor sentiments and preferences with regard to life sciences sector investments (some of which are generally perceived as risky) may change, which may have an adverse effect on the price of these assets.

Dependency on Regulatory Approvals for New Products

The FDA and foreign regulatory agencies require extensive and rigorous preclinical testing and clinical trials. The regulations governing product approvals vary greatly from country to country. The approval process is very time-consuming and expensive; approvals may be substantially delayed; the product may need to be modified; or approval may be denied altogether. Regulatory procedures or policies could change during the product development phase which could cause approval delays or rejections. In addition, approval may be granted only for limited medical indications that may substantially reduce the market for the product. The FDA Amendments Act of 2007, as amended, gave the FDA enhanced post-marketing authority, including the authority to require additional post-marketing studies, clinical trials, and risk evaluations. It is possible that similar laws and regulations will be implemented in the future. Although the Manager targets companies whose products are commercial-stage or in the process of being commercialized in industries with high barriers to entry, even after an operating company successfully obtains regulatory approval, follow-up inspection and review may lead to the determination of previously unknown problems that could result in restrictions, product recalls and withdrawals from the market. These and other regulatory issues could materially and adversely affect the value of the Life Sciences Funds' investments.

Technology Industry

The Life Sciences Funds may invest in technology companies, including, but not limited to, companies in the computer, communications equipment, electronics, IT services and software industries. These industries can be significantly affected by intense competitive pricing pressures, changing global demand, research and development costs, the ability to attract and maintain skilled employees, component prices, short product cycles and rapid obsolescence of technology. Some companies can also be affected by

failure to obtain timely regulatory approvals, and may be subject to large capital expenditures.

Intellectual Property

The Life Sciences Funds may invest in intellectual property rights, such as patents, copyrights and trademarks, including those pertaining to pharmaceutical products, and franchise rights. Investments in intellectual property related assets involve a high degree of business, financial, technological, regulatory and litigation risk which can result in substantial losses. Some of these risks relate to the assets themselves, although many of the risks relate to the products utilizing these assets and to the companies that manufacture or market these products. The acquisition prices at which the Life Sciences Funds acquire such assets will often be based, in part, on sales projections with respect to the related products, which projections may prove to be inaccurate. To the extent a related product (e.g. a new pharmaceutical product) has not yet received all applicable governmental approvals, there is a risk that the product will not obtain such approvals or, if obtained, may be revoked due to previously unknown or undisclosed side-effects or complications. Additionally, government policies and regulations applicable to intellectual property rights may change in ways that adversely affect the duration and/or scope of the intellectual property protections.

The Life Sciences Funds may also invest in companies or investment vehicles which own valuable intellectual property rights. The companies which own these intellectual property rights and/or manufacture and market the products related these rights may have limited operating histories, or insufficient management or marketing personnel. There is a risk that certain of these companies and the Funds may become involved in lawsuits with respect to the intellectual property rights that they own and the exploitation of patents or other intellectual property rights acquired by the Life Sciences Funds may necessitate litigation. As a result, these companies and the Life Sciences Funds may expend considerable resources prosecuting and defending these lawsuits, the intellectual property rights may be deemed invalid or unenforceable, the Life Sciences Funds may not be able to exploit such intellectual property rights as expected and may suffer significant losses.

Additionally, the Life Sciences Funds may invest in intellectual property rights or companies who own intellectual property rights that are governed by non-OECD jurisdictions. Non-OECD jurisdictions may provide significantly less protection than the United States because (i) the non-OECD jurisdictions may not have intellectual property laws, (ii) the non-OECD jurisdictions may have laws which are inadequate to protect the intellectual property rights, or (iii) the foreign intellectual property laws may not be vigorously enforced. There is also the risk that a company may not apply for protection in all of the, non-OECD jurisdictions that it does business.

Research and Development

The Life Sciences Funds may invest in research and development of new products, technologies and services. To accomplish this, the Life Sciences Funds may commit substantial efforts, funds, and other resources. However, there is a high rate of failure inherent in the research and development process. Even if such research and development efforts are successful, the resulting products, technologies or services may fail to reach the market, or may achieve only limited commercial success.

Royalty Streams

The Life Sciences Funds may invest in royalty streams in the life sciences and technology sectors. The selling entity of a royalty stream typically negotiates a sale of all or part of its royalty payments for a specified timeframe, usually coinciding with the remaining life of an underlying asset. In the healthcare sector, to the extent an underlying product has not yet received all applicable governmental approvals, there is a risk that the product will not obtain such approvals or, if obtained, such approvals may be revoked. Also, government policies and regulations may change in ways that adversely affect the companies or their products' marketability. There can be no assurance that anticipated royalty payments will be realized.

Loans and Other Extensions of Credit

The Life Sciences Funds will participate in loan origination activities and may also purchase loans and portfolios of loans (including without limitation commercial loans). The Life Sciences Funds' success in this area will depend, in part, on their ability to originate and/or obtain loans on advantageous terms. The Life Sciences Funds will compete with a broad spectrum of investors and institutions. Increased competition for, or a diminution in the available supply of, qualifying loans could result in lower yields on such loans, which could reduce returns to investors.

Loans will be concentrated in the life sciences and technology industries. Successful lending in such industries is predicated upon the Investment Team's ability to correctly determine a borrower's earnings stability, the value of its asset base and, in a downside scenario, accurately predict at what price and how long a liquidation process will require. There can be no assurance that such determinations and predictions will be accurate. The amount of information available with respect to loans and borrowers may be limited. As a result, the Life Sciences Funds are dependent on the ability of the Investment Team to gather and analyze relevant information.

Loans are subject to the risk that the borrower will fail to make timely payments of principal and/or interest. The non-receipt of scheduled payments of principal or interest, either because of a default, bankruptcy or any other reason, could result in a reduction of the Life Sciences Funds' income and a decline in the value of their assets. Certain of the Life Sciences Funds' loans are expected to have an interest-only payment schedule, with the principal amount remaining outstanding and at risk until the maturity of the investment. In this case, an operating company's ability to repay the principal of an investment may be dependent upon a liquidity event or the long-term success of the company, the occurrence of which is uncertain. There is no guarantee that the value of any collateral securing a loan will be accurately valued or sufficient to protect the Life Sciences Funds against losses or a decline in income in the event of the borrower's nonpayment of principal and/or interest. The value of the collateral could, subsequent to the Life Sciences Funds' investment in the loan, decline below the principal amount of the loan. It may not be possible to liquidate collateral promptly. Moreover, the Life Sciences Funds' investments in secured debt may be unperfected for a variety of reasons, including the failure to make required filings by lenders, trustees or other responsible parties and, as a result, the Life Sciences Funds may not have priority over other creditors as anticipated. In the event that a borrower declares bankruptcy, a court may invalidate the Life Sciences Funds' security interest in the collateral, or subordinate the Life Sciences Funds' rights under the loan to the rights of other creditors of the borrower.

In the event of an out of court restructuring, the Life Sciences Funds' security interest in the loan collateral or rights under the loan with respect to other creditors may be subordinated.

Loans generally are transferable among financial institutions and other entities. However, they do not presently have the liquidity of conventional debt securities and are often subject to restrictions on resale. For example, third party approval is often required for the assignment of interests in loans. Due to the illiquidity of loans, the Life Sciences Funds may not be able to dispose of their investments in loans in a timely fashion and at a fair price, which could adversely affect the performance of the Life Sciences Funds and therefore, of the Life Sciences Funds. A borrower in some cases may prepay the loan. Prepayments could adversely affect the Life Sciences Funds to the extent that the Life Sciences Funds are unable to promptly reinvest the prepayment proceeds or reinvest in more profitable investments.

With respect to loans acquired as participations by the Life Sciences Funds, because the holder of a participation generally has no contractual relationship with a borrower, the Life Sciences Funds will have to rely upon the selling participant or other third party to pursue appropriate remedies against a borrower in the event of a default. As a result, the Life Sciences Funds may be subject to delays, expenses and risks that are greater than those that would be involved if the Life Sciences Funds could enforce their rights directly against a borrower or through an agent. Loans acquired as participations also involve the risk that the Life Sciences Funds may be regarded as creditors of a selling participant or other third parties rather than of borrowers. In such a case, the Life Sciences Funds would be subject to the risk that a selling participant may become insolvent.

Specific Risks Applicable to the Real Estate Funds

General Risks of Real Estate

All real estate investments are subject to some degree of risk. No assurances can be given that the fair market value of any real estate investments held by a Real Estate Fund will not decrease in the future or that a Real Estate Fund will recognize the full value of any investment that it is required to sell. In addition, the ability of a Real Estate Fund to realize anticipated rental and interest income on its investments will depend, among other things, on the financial reliability of its tenants and borrowers, the location and attractiveness of the properties in which it invests, the supply of comparable space in the area in which its properties are located and general economic conditions. Additionally, a Real Estate Fund may, in certain instances, be responsible for structural repairs, improvements and general maintenance of real property. The expenditure of any monies in connection therewith, beyond those budgeted by a Real Estate Fund, will reduce the cash available for distribution and may require a Real Estate Fund to finance deficits resulting from the operations of a property. These factors and any others that would impede a Real Estate Fund's ability to respond to adverse changes in the performance of its assets could significantly affect the Real Estate Fund's financial condition and operating performance.

Risks of Potential Leveraging

The Real Estate Funds may use leverage to increase the potential value of the real assets to be acquired. While the use of leverage may enhance returns to the Real Estate Funds and increase the number of investments the Real Estate Funds can make, it will also substantially increase the risk of loss to a Real

Estate Fund. In the case that investments utilize leverage, the third-party lender would be entitled to cash flow generated by such investment, prior to a Real Estate Fund receiving a return. If a Real Estate Fund defaults on secured indebtedness, the lender may foreclose and the Real Estate Fund could lose the entire investment securing such loan. To the extent financing is not available on terms considered favorable by the Real Estate Funds, the number and size of investments that each Real Estate Fund will be able to make could be limited. In addition, even if the Real Estate Funds are able to arrange for a line of credit, there can be no assurance that longer term financing will be available with respect to any particular investment.

Illiquidity

It is not likely that there will be a public market for much, or any, of the Real Estate Funds' investments. The Real Estate Funds generally will not be able to sell their investments held in the form of securities publicly, unless their sale is registered under applicable federal and state securities laws, or unless an exemption from such registration requirements is available. In addition, the types of investments held by the Real Estate Funds may be such that they require a substantial period of time to liquidate. Accordingly, each Real Estate Fund's ability to respond to economic changes and changes in other conditions may be relatively limited. In particular, no assurances can be given that all Real Estate Fund investments will be able to be liquidated or that the fair market value of any of the Real Estate Funds' investments will not decrease in the future.

Development or Redevelopment Risks

Some assets acquired by the Real Estate Funds may require development or redevelopment, in order to meet the Real Estate Funds' investment strategy. Development and redevelopment activities are subject to risks, including, but not limited to, risks relating to the availability and timely receipt of zoning and other regulatory approvals, public and private opposition to projects, unexpected increases in cost, delays in the completion of construction and the possibility that construction or permanent financing may not be available on favorable terms. In addition, development or redevelopment activities may not be completed within budget or on schedule because of cost overruns, work stoppages, shortages of building materials, the inability of contractors to perform their obligations, defects in plans and specifications or other factors. Any delay in completing the development or redevelopment of a property may result in increased interest and costs, in addition to the potential loss of previously identified purchasers or tenants. If any of these risks should occur, they could result in substantial unanticipated delays or expenses and, under certain circumstances, could prevent completion of a development or redevelopment opportunity once undertaken, which could have a material adverse effect on the Real Estate Funds and on the amount of monies available for distribution by the Real Estate Funds.

Specific Risks Applicable to the Trade Finance Funds

Reliance on the Principals of any Adviser and the AIFM

The success of the interests in the Trade Finance Funds will depend in large part upon the skill and expertise of each adviser and Carne Global Fund Managers (Luxembourg) S.A. (the “AIFM”) . There can be no assurance that any of the principals of each adviser and the AIFM will continue to be associated with the Trade Finance Funds. In the event of death, disability or departure of any such persons, the business of the Trade Finance Funds may be adversely affected and could lead to the premature termination of the Trade Finance Funds.

Employees involved in the operations of the Trade Finance Funds are not required to devote all or any specified portion of their time to managing the Trade Finance Funds’ affairs, but only to devote so much time to the Trade Finance Funds’ affairs as they determine to be necessary to accomplish the Trade Finance Funds’ objectives and to properly conduct the Trade Finance Funds’ operations. In addition, subjective decisions made by Innovatus Luxembourg GP, S.A.R.L (the “General Partner”), any adviser and/or the AIFM may cause the Trade Finance Funds to incur losses or to miss profit opportunities on which it would otherwise have capitalized. The limited partners must accept that the Trade Finance Funds have the right to continue to operate even if it becomes subject to the circumstances described in this risk factor.

Removal of the AIFM

Pursuant to and in accordance with the AIFM Agreement, the AIFM may also be removed. While the AIFM agreement will be effective until a replacement alternative investment fund manager has accepted its appointment and entered into a replacement alternative investment fund management agreement, there can be no certainty regarding the Trade Finance Funds’ ability to consummate investment opportunities thereafter. Moreover, it is possible that the Trade Finance Funds may be dissolved and terminated prematurely, and as a result, may not be able to accomplish its objectives and may be required to dispose of its investments at a disadvantageous time or make an in kind distribution.

Market Disruption and Geopolitical Risk

The Trade Finance Funds are subject to the risk that war, terrorism, and related geopolitical events may lead to increased short-term market volatility and have adverse long-term effects on the U.S. and world economies and markets generally, as well as adverse effects on issuers of securities and the value of the Trade Finance Funds’ investments. War, terrorism, related geopolitical events and natural and other disasters have led, and in the future may lead, to increased short-term market volatility and may have adverse long-term effects on U.S. and non-U.S. economies and markets generally. Those events as well as other changes in U.S. and non-U.S. economic and political conditions also could adversely affect individual issuers or related groups of issuers, securities markets, futures markets, interest rates, credit ratings, inflation, investor sentiment and other factors affecting the value of the Trade Finance Funds’ investments. At such times, the Trade Finance Funds’ exposure to a number of other risks described elsewhere in this section can increase.

Investments in Non-U.S. Assets, Including in Developing and Emerging Markets

The Trade Finance Funds may invest in non-U.S. assets, or their assets may be exposed to risks of non-U.S. jurisdictions and markets, including developed and emerging markets. Such risks may include: (i) controls on foreign investment; (ii) limitations on repatriation of invested capital, the ability to exchange local currencies for U.S. Dollars, and possible adoption of governmental restrictions which may adversely affect the payment of principal and interest to investors located outside the country of the issuer; (iii) a higher degree of governmental involvement in and control over the national or local economy; (iv) differences in auditing and financial reporting standards, which may result in the unavailability of material information about economies, assets and issuers; (v) less extensive regulatory oversight of securities and other markets; (vi) less liquidity in securities and other markets; (vii) longer settlement periods for transactions; (viii) less stringent laws regarding the fiduciary duties of officers and directors and protection of investors; (ix) difficulty in enforcing contractual obligations and legal rights, which may be costly and slow; (x) the risk of nationalization or expropriation of assets or confiscatory taxation; (xi) social, economic and political instability; (xii) dependence on exports and the corresponding importance of international trade and commodities prices; and (xiii) potentially higher rates of inflation or deflation. International conventions and treaties may also impact certain assets of the Trade Finance Funds. Certain non-U.S. assets and/or income received by such sub-fund from sources within some countries may be reduced by withholding and other taxes imposed by such countries.

In developing markets, and in emerging markets in particular, there is often less government supervision and regulation of business and industry practices, stock exchanges, over-the-counter markets, brokers, dealers, counterparties and issuers than in other more established markets. Any regulatory supervision which is in place may be subject to manipulation or control. Some emerging market countries do not have mature legal systems comparable to those of more developed countries. Moreover, the process of legal and regulatory reform may not be proceeding at the same pace as market developments, which could result in investment risk. Legislation to safeguard the rights of private ownership may not yet be in place in certain areas, and there may be the risk of conflict among local, regional and national requirements. In certain cases, the laws and regulations governing investments in securities may not exist or may be subject to inconsistent or arbitrary appreciation or interpretation. Both the independence of judicial systems and their immunity from economic, political or nationalistic influences remain largely untested in many countries. The Trade Finance Funds may also encounter difficulties in pursuing legal remedies or in obtaining and enforcing judgments in non-U.S. courts.

Risks Relating to Due Diligence of and Conduct at Portfolio Companies

Before making investments, the General Partner and/or ICP and its affiliates will typically conduct due diligence that they deem reasonable and appropriate based on the circumstances applicable to each investment. Due diligence may entail evaluation of important and complex business, financial, tax, accounting, environmental and legal issues. Outside consultants, legal advisors, accountants, investment banks and other third parties may be involved in the due diligence process to varying degrees depending on the type of investment. Such involvement of third-party advisors or consultants may present a number of risks primarily relating to the General Partner's reduced control of the functions that are outsourced. In addition, if the General Partner and/or ICP and its affiliates are unable to timely engage third-party providers, their ability to evaluate and acquire more complex targets could be adversely affected. When

conducting due diligence and making an assessment regarding an investment, the General Partner and/or ICP and its affiliates will rely on the resources available to it, including information provided by the target of the investment and, in some circumstances, third-party investigations. The due diligence investigation that the General Partner and/or ICP and its affiliates carries out with respect to any investment opportunity may not reveal or highlight all relevant facts that may be necessary or helpful in evaluating such investment opportunity. Moreover, such an investigation will not necessarily result in the investment being successful. There can be no assurance that attempts to provide downside protection with respect to investments will achieve their desired effect and potential investors should regard an investment in the Trade Finance Funds as being speculative and having a high degree of risk.

There can be no assurance that the Trade Finance Funds will be able to detect or prevent irregular accounting, employee misconduct or other fraudulent practices during the due diligence phase or during its efforts to monitor the investment on an ongoing basis. In the event of fraud by any borrower or any of its affiliates, the Trade Finance Funds may suffer a partial or total loss of capital loaned to that borrower. An additional concern is the possibility of material misrepresentation or omission on the part of the borrower. Such inaccuracy or incompleteness may adversely affect the value of the Trade Finance Funds' securities and/or instruments in such borrower. The Trade Finance Funds will rely upon the accuracy and completeness of representations made by borrowers and/or their owners in the due diligence process to the extent reasonable when it makes its loans, but cannot guarantee such accuracy or completeness. Under certain circumstances, payments to the Trade Finance Funds may be reclaimed if any such payment or distribution is later determined to have been a fraudulent conveyance or a preferential payment.

EU GDPR

The GDPR went into effect on 25 May 2018 and will replace current EU data privacy laws, directly impacting all EU Member States. Although a number of basic existing principles will remain the same, the GDPR introduces new obligations on data controllers and rights for data subjects, including, among others:

- accountability and transparency requirements, which will require data controllers to demonstrate and record compliance with the GDPR and to provide more detailed information to data subjects regarding processing;
- enhanced data consent requirements, which includes "explicit" consent in relation to the processing of sensitive data;
- obligations to consider data privacy as any new products or services are developed and limit the amount of information collected, processed, stored and its accessibility;
- constraints on using data to profile data subjects;
- providing data subjects with personal data in a useable format on request and erasing personal data in certain circumstances; and
- reporting of breaches without undue delay (72 hours where feasible).

A breach of the GDPR could expose the Partnership or relevant service provider to regulatory sanction including potentially significant fines. The GDPR identifies a list of points to consider when imposing fines (including the nature, gravity and duration of the infringement).

The implementation of the GDPR could adversely impact the Trade Finance Funds' business by increasing its operational and compliance costs. Further, there is a risk that the measures will not be implemented correctly or that individuals within the business will not be fully compliant with the new procedures. If there are breaches of these measures, the Trade Finance Funds could face significant administrative and monetary sanctions as well as reputational damage which may have a material adverse effect on its operations, financial condition and prospects.

Item 9
Disciplinary Information

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

Item 10
Other Financial Industry Activities and Affiliations

- A.** Neither the Firm nor any of its management persons are registered, or have an application pending to register, as broker-dealers or registered representatives of a broker-dealer.
- B.** Neither the Firm 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.** ABV Harvest is an investment adviser that is affiliated with ICP and relies on ICP's registration with the SEC as an investment adviser. ICP is the sole member and owner of ABV Harvest. ABV Harvest provides sub-advisory services to the ABV Harvest Funds. Although ABV Harvest may recommend that the ABV Harvest Funds invest additional available capital into their existing portfolio holdings, ABV Harvest will not recommend any new investment acquisition opportunities to the ABV Harvest Funds. As such, the Firm believes that conflicts associated with the allocation of investment opportunities between the ABV Harvest Funds and any other Funds that are not sub-advised by ABV Harvest are mitigated.
- D.** Innovatus does not recommend or select other investment advisers for the Funds.

Item 11

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

A. The Firm has adopted a Code of Ethics (the “Code”), which describes the Firm’s fiduciary duties and responsibilities to its Funds, requires that the Firm’s employees act in the best interests of Funds to the exclusion of contrary interests, act in good faith and in an ethical manner, avoid conflicts of interest with the Funds to the extent reasonably possible, and identify and manage conflicts of interest to the extent that they arise. The Firm’s employees are also required to comply with applicable provisions of the federal securities laws and make prompt reports to the Firm or other appropriate party of any actual or suspected violations of such laws by the Firm or its employees. In addition, the Code sets forth formal policies and procedures with respect to the personal securities trading activities of the Firm’s employees. The Code requires employees to provide duplicate brokerage accounts statements, or their electronic equivalent, and trade confirmations to the Firm or to report all securities transactions on at least a quarterly basis; and requires employees to provide a summary of securities holdings on at least an annual basis. The Code also includes policies and procedures to prevent the misuse and disclosure of material nonpublic information (“insider trading”) and other confidential information and policies and procedures addressing conflicts of interest; outside activities of employees; gifts and business entertainment, including limitations and reporting requirements; and pre-clearance and reporting of political contributions. The Firm provides a complete copy of its Code to any Fund, investor, prospective Fund or prospect investor upon request to the Chief Compliance Officer.

B. From time to time, consistent with a Fund’s investment objectives and subject to satisfaction of the policies and procedures set forth in the Code and in the Firm’s compliance manual (the “Compliance Manual”), the Firm may recommend that a Fund acquire or sell securities in which a related person of the Firm has a pre-existing direct or indirect interest. A potential conflict of interest could arise in that the interested related person of the Firm could benefit from such a purchase or sale of the applicable security by a Fund. However, the Firm has policies and procedures designed to identify and manage conflicts of interest to the extent they arise in connection with such transactions. Certain terms of the Funds’ Governing Documents and the equity participation of Innovatus’ related persons in the Funds further mitigate such conflicts.

C. From time to time, subject to satisfaction of the policies and procedures set forth in the Code, the Compliance Manual and the Funds’ Governing Documents, the Firm or a related person of the Firm may invest in the same securities that are recommended to a Fund. A potential conflict of interest could arise in that the Firm or the interested related person of the Firm could benefit from the Fund’s ownership of, or subsequent sale of, the applicable security. However, the Code and the Compliance Manual are designed to identify and manage conflicts of interest to the extent they arise in connection with the personal securities transactions and other investment activities of Innovatus’ related persons. In particular, the Code requires that Innovatus’ related persons abide by policies and procedures, including a pre-clearance procedure, in connection with their personal securities trading activities, and such activities are monitored under the Code to ensure compliance with such policies and procedures.

D. From time to time, in appropriate circumstances and subject to satisfaction of the policies and procedures set forth in the Code, the Compliance Manual and the Fund's Governing Documents, Innovatus may in the future establish certain investment vehicles through which Innovatus personnel and other related persons or business associates may invest alongside a Fund in one or more investment opportunities. Such vehicles, referred to as "co-investment vehicles," generally are contractually required, as a condition of investment, to purchase and sell each investment opportunity at substantially the same time and on substantially the same terms as the applicable Fund that is invested in that investment opportunity. The Firm's Code and Compliance Manual are designed to identify and manage conflicts of interest to the extent they arise in connection with such transactions.

Item 12

Brokerage Practices

A. The Firm mainly provides investment advice for private investments, but, in some cases, also renders advice with respect to publicly traded securities. As such, the majority of the Firm's transactions on behalf of most Funds are normally privately negotiated and may not involve the use of a broker or dealer for the execution of Fund transactions. In these situations, the Firm does not expect to recommend or select broker-dealers for transactions in the Funds but will seek to negotiate and execute transactions in an efficient manner and consistent with its fiduciary duties to the Funds

In cases where the Firm determines to utilize a broker or a dealer to transact on behalf of a Fund, the Firm shall evaluate such broker or dealer based on a range of factors, including without limitation commission price, willingness to commit capital, ability to execute the desired transaction and other factors. As a fiduciary, the Firm must execute securities transactions in such manner that a Fund's total cost or proceeds in each transaction is the most favorable under the circumstances. The determinative factor is whether the transaction represents the best qualitative execution for the account and not whether the lowest possible commission cost was obtained. Thus, the Firm will consider the full range and quality of a broker's service in selecting or recommending brokers to meet best execution obligations, including the ability to access or otherwise execute large transactions in the public market. The Firm may not pay the lowest commission rate available. As a starting point, though, the primary consideration is the trade price and commission quoted by the broker-dealers as well as product access.

The Firm currently does not use soft dollars. Further, Innovatus does not consider, in selecting or recommending broker-dealers, client referrals from a broker-dealer.

B. The Firm does not aggregate any orders for its Funds.

Item 13

Review of Accounts

- A.** The Firm's investment professionals review the holdings of the Funds' portfolios formally generally on a quarterly basis, as well as informally on a continuous and ongoing basis. Innovatus is closely involved in the monitoring of its portfolio companies, including, for example, by participating in board meetings and management calls, reviewing annual and interim financial statements, and making ad hoc on-site visits. Further, Innovatus reviews public holdings on an ongoing basis.
- B.** The Firm does not utilize any specific criteria to trigger a review of Fund investments at this time.
- C.** Audited financial statements will be provided to investors in each Fund, generally within 120 days of the Fund's fiscal year end or within 180 days of fiscal year end for Funds structured as fund of funds. All underlying investors in each of the Funds will receive reports at least semi-annually. The reports will outline the investment activities of the Fund and provide a summary of the Fund's portfolio. An annual report will be distributed which will, in addition to the information provided in the semi-annual reports, provide the valuations of the underlying investments in each of the Fund portfolios.

Item 14
Client Referrals and Other Compensation

A. No one other than the Funds provides an economic benefit to the Firm for providing investment advice or other advisory services to the Funds, unless otherwise disclosed in this Brochure.

B. Neither Innovatus nor any of its related persons compensates any person who is not a supervised person for Client or Fund referrals. However, from time to time, in the context of organizing a Fund, Innovatus may compensate one or more placement agents for referrals of Fund investors. A prospective investor solicited by a placement agent or other third party will be advised of any such arrangement, including the receipt of fees.

Item 15

Custody

Rule 206(4)-2 (the “Custody Rule”) of the Investment Advisers Act of 1940, as amended (the “Advisers Act”), imposes specific conditions on the Firm as a registered investment adviser with respect to those securities and other assets that fall under the purview of the Custody Rule that are held by, or deemed to be held by, the Firm. The Firm adheres to the applicable requirements of the Custody Rule with respect to each Client for which it has, or is deemed to have, custody or for which an affiliate serves as a qualified custodian. The Firm ensures that independently audited financial statements from a PCAOB recognized auditor, audited in accordance with generally accepted accounting principles (or other such standards that are recognized under the Custody Rule), are delivered to the underlying investors in the Funds within 120 days of each Fund’s fiscal year end or within 180 days of fiscal year end for Funds structured as fund of funds.

Item 16
Investment Discretion

Innovatus provides investment advice directly to the Funds on a discretionary and/or non- discretionary basis and not individually to the investors in the Funds. Generally, the Firm's authority is subject only to the investment guidelines set forth in each Fund's Governing Documents.

Item 17

Voting Client Securities

A. The Funds' portfolio companies generally do not solicit proxy votes from their shareholders. In order to address situations where issuers do solicit proxy votes for certain corporate actions, the Firm has adopted proxy voting policies and procedures in accordance with Rule 206(4)-6 under the Advisers Act. Such policies also detail proxy voting policies and procedures for instances the Firm will be asked to vote on their public holdings. The principles and guidelines of the policies address a broad range of issues and generally are believed to be consistent with Firm's fiduciary obligations in seeking to maximize long-term investment returns for the Funds. Under certain circumstances, when it is believed to be in the best interest of the Funds, the Firm may vote in a manner that is contrary to the proxy voting principles and guidelines or may abstain from voting. In connection with the voting of a proxy, the Firm's policies generally require identification of potential or actual conflicts of interest so that they may be appropriately addressed. In addition, the Firm may engage a third party proxy voting service to vote proxies on behalf of the Funds and may, if appropriate, generally adopt such third party's proxy voting policies and guidelines; any cost of such may be borne by such Funds, as applicable.

Investors may obtain a copy of the Firm's proxy voting policies and procedures upon request by contacting the Firm at the phone number listed on the cover page of this Brochure.

Item 18
Financial Information

- A.** The Firm does not require or solicit prepayment of more than \$1,200 in fees from any Fund six months or more in advance.
- B.** The Firm does not believe any financial conditions currently exist that are reasonably likely to impair its ability to meet contractual or other commitments to the Funds.
- C.** The Firm has not been the subject of a bankruptcy petition at any time during the past ten years.